



**NAN NAN RESOURCES
ENTERPRISE LIMITED
南南資源實業有限公司**

(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: 1229)

Annual Report

年報

2014



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CORPORATE INFORMATION

公司資料



BOARD OF DIRECTORS

Executive Directors

Lo Fong Hung (Chairperson & Managing Director)
Wang Xiangfei
Kwan Man Fai

Independent Non-executive Directors

Lam Ka Wai, Graham
Wong Man Hin, Raymond
Chan Yiu Fai, Youdey

AUDIT COMMITTEE

Lam Ka Wai, Graham (Chairman)
Wong Man Hin, Raymond
Chan Yiu Fai, Youdey

REMUNERATION COMMITTEE

Wong Man Hin, Raymond (Chairman)
Kwan Man Fai
Lam Ka Wai, Graham
Chan Yiu Fai, Youdey

NOMINATION COMMITTEE

Lo Fong Hung (Chairperson)
Kwan Man Fai
Lam Ka Wai, Graham
Wong Man Hin, Raymond
Chan Yiu Fai, Youdey

COMPANY SECRETARY

Hung Che Wan

AUDITOR

Crowe Horwath (HK) CPA Limited
9/F., Leighton Centre
77 Leighton Road
Causeway Bay, Hong Kong

LEGAL ADVISER

Conyers Dill and Pearman
2901, One Exchange Square
8 Connaught Place
Central, Hong Kong

董事會

執行董事

羅方紅(主席兼董事總經理)
王翔飛
關文輝

獨立非執行董事

林家威
黃文顯
陳耀輝

審核委員會

林家威(主席)
黃文顯
陳耀輝

薪酬委員會

黃文顯(主席)
關文輝
林家威
陳耀輝

提名委員會

羅方紅(主席)
關文輝
林家威
黃文顯
陳耀輝

公司秘書

洪芝雲

核數師

國富浩華(香港)會計師事務所有限公司
香港銅鑼灣
禮頓道77號
禮頓中心9樓

法律顧問

Conyers Dill and Pearman
香港中環
康樂廣場8號
交易廣場1座2901室



PRINCIPAL BANKERS

Hang Seng Bank Limited
China CITIC Bank International Limited

主要往來銀行

恒生銀行有限公司
中信銀行(國際)有限公司

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Suites 1003-1006
10/F., Two Pacific Place
88 Queensway, Hong Kong

總辦事處及主要營業地點

香港金鐘道88號
太古廣場2座10樓
1003至1006室

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Butterfield Fulcrum Group (Bermuda) Limited
26 Burnaby Street
Hamilton HM11
Bermuda

股份過戶登記總處

Butterfield Fulcrum Group (Bermuda) Limited
26 Burnaby Street
Hamilton HM11
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited
18/F., Fook Lee Commercial Centre
Town Place, 33 Lockhart Road
Wanchai, Hong Kong

香港股份過戶登記分處

聯合證券登記有限公司
香港灣仔
駱克道33號中央廣場
福利商業中心18樓

HONG KONG STOCK EXCHANGE STOCK CODE

1229

香港聯合交易所股份代號

1229

WEBSITE

<http://www.nannanlisted.com>

網站

<http://www.nannanlisted.com>

CHAIRMAN'S STATEMENT

主席報告



TO ALL SHAREHOLDERS

On behalf of the board of directors (the "Board") of Nan Nan Resources Enterprise Limited (the "Company"), I present to you the audited consolidated final results of the Company and its subsidiaries (collectively the "Group") for the year ended 31 March 2014.

RESULTS AND DIVIDENDS

For the financial year ended 31 March 2014, the Group recorded turnover and loss attributable to the shareholders of HK\$123,100,000 (2013: HK\$165,041,000) and HK\$13,456,000 (2013: HK\$10,180,000) respectively. The Board does not recommend the payment of any dividend for the year ended 31 March 2014 (2013: Nil).

The loss for the year 2014 was mainly due to decrease in gross profit by HK\$6,746,000 resulted from decrease in both selling prices and sales volume of large, middle, and nucleus coals; loss on change in fair value of convertible loan notes of HK\$15,373,000; administrative and other operating expenses of HK\$23,491,000; selling and distribution expenses of HK\$774,000; and income tax credit of HK\$515,000.

BUSINESS REVIEW AND OUTLOOK

For the financial year ended 31 March 2014, the Group continued to focus on coal resources mining business.

During the financial year, the growth of PRC economy continued to slow down. The demand for coals from the market has been decreasing gradually in recent years as a result of fewer large scale industrial and infrastructure projects and the promotion of the use of clean energy by the PRC government, which also had negative impacts on the coal price, exerting high pressure to the Group's operation. Recently, the promotion of economic growth by the government of Xinjiang Autonomous Region has been dragged as a result of some violent incidents in Xinjiang region. However, the management of the Group has adjusted short-term operation strategy and modified the production plan through understanding the local government on the policies and has strictly controlled the costs and expenses to maintain a strong financial position as a whole.

致各位股東

本人謹代表南南資源實業有限公司(「本公司」)董事會(「董事會」)向閣下提呈本公司及其附屬公司(統稱「本集團」)截至二零一四年三月三十一日止年度之經審核綜合末期業績。

業績及股息

截至二零一四年三月三十一日止財政年度，本集團錄得營業額及股東應佔虧損分別123,100,000港元(二零一三年：165,041,000港元)及13,456,000港元(二零一三年：10,180,000港元)。董事會不建議就截至二零一四年三月三十一日止年度派付任何股息(二零一三年：無)。

二零一四年產生虧損，主要源於大塊煤、中塊煤及煤核的售價及銷量均下跌所致，導致毛利減少6,746,000港元；可換股貸款票據之公平值變動虧損15,373,000港元；行政及其他營運費用23,491,000港元；銷售及分銷費用774,000港元；以及所得稅抵免515,000港元。

業務回顧及前景

截止至二零一四年三月三十一日財政年度，本集團繼續專注於煤炭資源開採業務。

在本財政年度內，中國經濟增長持續放緩，大型工業及基建項目減少，加上國家推廣使用潔淨能源，市場對煤炭的需求近年逐步下降，對煤炭價格亦有負面的影響，帶給本集團較大的經營壓力。而新疆地區近期出現一些暴力事件，也拖慢了新疆自治區政府推動經濟的腳步。然而，本集團管理層通過與當地政府在政策上的了解，調整短期經營策略，整改生產計劃，嚴格控制成本及費用，保持了整體財政穩健的形勢。



BUSINESS REVIEW AND OUTLOOK (continued)

The Group owns 100% equity interests in a company with a mining right and a selling right of coal and another company with an exploration right, both in Xinjiang Autonomous Region, the PRC. The mining resources wholly-owned by the Group include (i) the mining right of Kaiyuan Open Pit Coal Mine (“Kaiyuan Mine”) which has estimated remaining coal reserve of approximately 13,960,000 tonnes as at 31 March 2014 according to the annual valuation report prepared by the valuer of the Company, and (ii) an exploration right of Zexu Open Pit Coal Mine (“Zexu Mine”), which has estimated measured coal resources and estimated indicated coal resources of 56,580,000 tonnes and 62,800,000 tonnes respectively.

Pursuant to the instructions from the National Development and Reform Commission of the PRC, the Department of Land and Resources of Xinjiang Uygur Autonomous Region (the “Xinjiang Land Department”) has to plan for a management restructuring of several different coal mines (including the Zexu Mine) in the Xiheishan Mining Area (the “Management Restructuring Plan”), consolidating some smaller mines together so as to increase the size efficiency (for details, please refer to the Company’s announcement dated 11 November 2011). After being informed of this Management Restructuring Plan, the Board has requested our management in Xinjiang to conduct frequent meetings and negotiations with the Xinjiang Land Department and other relevant government authorities in order to protect the Company’s interest in relation to its exploration permit of the Zexu Mine (the “Exploration Permit”).

According to the letter dated 13 June 2012 issued by the Administrative Bureau of Coal Industry of Changji Prefecture (the “Changji Administrative Bureau”) informing the updated status of the Management Restructuring Plan, the following proposals in relation to the Company’s Kaiyuan Mine and Zexu Mine (the “Updated Restructuring Proposals”) have been submitted to the working group head office for coal industry structural upgrade work of Xinjiang Uygur Autonomous Region for consideration and approval:

1. The Company’s Kaiyuan Mine would be restructured and upgraded, and the exploration right in the Zexu Mine granted to the Company would be terminated; and
2. The mining area of the Kaiyuan Mine, where the Company is now conducting mining activities, was proposed to be increased from 1.1596 square kilometers to 4.12 square kilometers, with the estimated coal resources of approximately 131.18 million tonnes.

業務回顧及前景(續)

本集團於中國新疆維吾爾自治區擁有一間持有煤炭採礦權及銷售權的公司及另一間持有煤炭勘探權的公司之100%股本權益。本集團全資擁有的礦產資源包括(i)凱源露天煤礦(「凱源煤礦」)的採礦權，根據本公司評估師的年度評估報告，該煤礦於二零一四年三月三十一日之估計剩餘煤礦儲量約為13,960,000噸；及(ii)澤旭露天煤礦(「澤旭煤礦」)的勘探權，該煤礦之估計探明煤礦資源及估計控制煤礦資源分別為56,580,000噸及62,800,000噸。

根據中國國家發展和改革委員會之指示，新疆維吾爾自治區國土資源廳(「新疆國土資源廳」)需計劃對西黑山開採區內的多個不同煤礦(包括澤旭煤礦)進行管理重組(「管理重組計劃」)，將部分小型煤礦整合從而增加規模效益(詳情見本公司日期為二零一一年十一月十一日的公告)。於獲知該項管理重組計劃後，董事會已要求在新疆之管理層與新疆國土資源廳及其他相關政府機關進行多次會面及磋商，以保障本公司澤旭煤礦礦產資源勘查許可證(「礦產資源勘查許可證」)之利益。

根據昌吉州煤炭工業管理局(「昌吉管理局」)就管理重組計劃的最新情況所發出的日期為二零一二年六月十三日之函件，下列有關本公司凱源煤礦及澤旭煤礦之建議(「更新重組建議」)已提呈新疆維吾爾自治區煤炭產業結構優化升級工作領導小組辦公室作審批：

1. 本公司之凱源煤礦將改造及升級，而授予本公司之澤旭煤礦勘探權將被終止；及
2. 本公司正進行開採活動之凱源煤礦之開採面積建議由1.1596平方公里增至4.12平方公里，估計煤礦資源約為131.18百萬噸。



BUSINESS REVIEW AND OUTLOOK (continued)

As at the date hereof, the Company has still not yet received any written notification from any Xinjiang government department on the updated status of the approval process of the Updated Restructuring Proposals.

As stated in the Company's announcement dated 21 March 2014, the Exploration Permit of the Zexu Mine of the Company had originally expired on 20 February 2014. Concerned that the Company's position and rights in the Management Restructuring Plan might be compromised since the Updated Restructuring Proposals has still not then been approved by the Xinjiang Uygur Autonomous Region Government, the Company through its Xinjiang staff continued to make informal representations to Chinese officials urging them to exercise their administrative discretion to renew the Exploration Permit. Eventually, on 19 March 2014, the Company obtained a renewal permit from Xinjiang Land Department granting the renewal of the Exploration Permit from 25 February 2014 to 25 February 2016.

Looking forward to the coming financial year, we will endeavour to achieve our goal of bringing maximum values for shareholders by strengthening management of the listed company, controlling the cost of coal mining, cooperating with the national policies of developing economy in the western region, seizing new chances, exploring new markets, and seeking for investment opportunities. We will also continue to follow up the updated status of the approval process of the Updated Restructuring Proposals, in order to protect the interests of the Company in Kaiyuan Mine and Zexu Mine.

APPRECIATION

I wish to thank my fellow directors, management and staff for their unrelentless efforts for the business development of the Company. On behalf of the Board, I express our sincere gratitude to our shareholders, customers, suppliers, employees and business partners for their continuing support of the Company.

By order of the Board

Lo Fong Hung
Chairperson

Hong Kong, 17 June 2014

業務回顧及前景(續)

截至目前，本公司仍未接獲新疆政府部門就更新重組建議審批進度最新情況作出之任何書面通知。

根據本公司於二零一四年三月二十一日發出的公告，本公司之澤旭煤礦礦產資源勘查許可證原已於二零一四年二月二十日屆滿。由於更新重組建議當時尚未獲新疆維吾爾自治區政府批准，本公司可能須就其於管理重組計劃中之地位及權利作出妥協，因此本公司已透過其新疆員工向中國官員保持非正式陳述，要求行使其行政酌情權重續礦產資源勘查許可證。結果，於二零一四年三月十九日，本公司獲新疆國土資源廳重續礦產資源勘查許可證，批准許可證由二零一四年二月二十五日重續至二零一六年二月二十五日。

展望下一個財政年度，我們將會專注於加強上市公司管理，控制煤礦開採成本，配合國家發展西部經濟的政策，並繼續尋找新機遇，開拓新市場，物色投資契機，以達到為股東創造最大價值的目標。另外，我們亦會繼續跟進更新重組建議批准進度的最新情況，以保障本公司於凱源煤礦及澤旭煤礦的利益。

致謝

本人謹此答謝各董事、管理層及員工努力不懈，為本公司之業務發展作出貢獻。本人謹代表董事會就各股東、客戶、供應商、僱員及業務夥伴一直以來對本公司之鼎力支持深表謝意。

承董事會命

羅方紅
主席

香港，二零一四年六月十七日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析



FINANCIAL REVIEW

Turnover

The Group recorded a turnover of approximately HK\$123,100,000 for the year ended 31 March 2014 (2013: HK\$165,041,000). It represents a decrease of approximately HK\$41,941,000 or 25.41% as compared with last year.

The decrease was due to decrease in both selling prices and sale volume of the large, middle and nucleus coals.

Gross profit

The gross profit of the Group for the year ended 31 March 2014 was decreased to approximately HK\$22,264,000 (2013: HK\$29,010,000). This was mainly due to decrease in sales in the period as a result of the weak demand for coal in Xinjiang area of Mainland China.

Loss for the year

Loss of the Group for the year ended 31 March 2014 was approximately HK\$13,456,000 (2013: HK\$10,180,000), representing an increase of HK\$3,276,000 compared with last year. The increase in loss was mainly due to the reduction in gross profit of HK\$6,746,000, decrease in income tax credit of HK\$6,288,000, increase in loss on change in fair value of convertible loan notes of HK\$39,404,000 and reduction in impairment loss on intangible assets of HK\$49,928,000.

SEGMENT INFORMATION

Business segment

The Group's operating segments, based on information reported to the chief operating decision maker who are also the executive directors, for the purpose of resources allocation and performance assessment, is more specifically focused on the types of goods delivered and services provided by the Group's operating divisions.

Coal mine business is the only reportable operating segment from which the Group derived its revenue from sale of coal. Accordingly, no further segment information is provided.

Coal Mining Business

Coal mining is the sole business of the Group at present. It contributed a turnover of HK\$123,100,000 for the year ended 31 March 2014 (2013: HK\$165,041,000), a 25.41% decrease as compared with 2013. The decrease in turnover was resulted from decrease in both selling price and sales volume of the large, middle and nucleus coals.

財務回顧

營業額

截至二零一四年三月三十一日止年度，本集團錄得營業額約123,100,000港元(二零一三年：165,041,000港元)，較去年下跌約41,941,000港元或25.41%。

有關減幅是由於大塊煤、中塊煤及煤核的售價及銷量均下跌所致。

毛利

截至二零一四年三月三十一日止年度，本集團之毛利下跌至約22,264,000港元(二零一三年：29,010,000港元)，主要由於中國內地新疆地區對煤炭需求疲弱以致期內銷售額減少所致。

年內虧損

截至二零一四年三月三十一日止年度，本集團之虧損約為13,456,000港元(二零一三年：10,180,000港元)，與去年相比增加3,276,000港元。虧損增加主要由於毛利減少6,746,000港元、所得稅抵免減少6,288,000港元、可換股貸款票據之公平值變動虧損增加39,404,000港元以及無形資產減值虧損減少49,928,000港元所致。

分類資料

業務分類

本集團經營分類按分配資源及評估表現向主要經營決策者(其亦為執行董事)所報告之資料進行分析，尤其注重本集團經營分類所交付貨品及所提供服務之類型。

煤炭業務為唯一可報告經營分類，而本集團收益均來自該分類之煤炭銷售。因此並無提供進一步分類資料。

煤礦業務

煤礦為本集團目前唯一的業務分類。截至二零一四年三月三十一日止年度，本分類之營業額貢獻為123,100,000港元(二零一三年：165,041,000港元)，較二零一三年下跌25.41%。營業額下跌源於大塊煤、中塊煤及煤核的售價及銷量均下跌所致。



SEGMENT INFORMATION (continued)

Sales and Production of Coals

During the year ended 31 March 2014, the Group sold 1.43 million tonnes of coals with total sales income of HK\$123,100,000. Details of coal sales in tonnes are listed in the below table.

分類資料(續)

煤炭銷售及生產

截至二零一四年三月三十一日止年度，本集團售出1.43百萬噸煤炭，總銷售收入為123,100,000港元。以噸計之煤炭銷售詳情載於下表。

| | | Year ended 31 March 截至三月三十一日止年度 | |
|------------|------|------------------------------------|----------------------|
| | | 2014 二零一四年 | 2013 二零一三年 |
| Coal sales | 煤炭銷售 | 1,432,318 tonnes噸 | 1,519,582 tonnes噸 |

Coal Sales (tonnes) and Percentage of Coal Sales

煤炭銷售(噸)及煤炭銷售百分比

| | | Coal Sales (tonnes) 煤炭銷售 (噸) | Coal Sales in % 煤炭銷售 百分比 |
|--------------|-----|---------------------------------------|-----------------------------------|
| Large Coal | 大塊煤 | 110,348 | 7.70 |
| Middle Coal | 中塊煤 | 155,148 | 10.83 |
| Nucleus Coal | 煤核 | 201,786 | 14.09 |
| Slack Coal | 沫煤 | 965,036 | 67.38 |
| Total Sales | 總銷量 | 1,432,318 | 100.00 |

Reserves and Resources

The Group owns one mining right and one exploration right in Xinjiang, PRC including Kaiyuan Open Pit Coal Mine and Zexu Open Pit Coal Mine respectively. The estimated remaining coal reserve in Kaiyuan Mine was 13.96 million tonnes as at 31 March 2014 (2013: 13.96 million tonnes). No coal was extracted during the year. The original exploration permit of Zexu Mine had expired on 20 February 2014 and a renewal of the permit was granted by the Xinjiang Land Department on 19 March 2014 to further extend the permit to 25 February 2016. The following tables are the estimated coal reserves for the Kaiyuan Open Pit Coal Mine and estimated coal resources for the Zexu Open Pit Coal Mine as of 31 March 2010 conducted by John T. Boyd Company in June 2010.

儲量及資源

本集團於中國新疆凱源露天煤礦及澤旭露天煤礦，分別擁有一項採礦權及一項勘探權。於二零一四年三月三十一日，凱源煤礦剩餘煤礦儲量為13.96百萬噸(二零一三年：13.96百萬噸)。年內並無開採煤炭。澤旭煤礦的原有勘查許可證已於二零一四年二月二十日屆滿，重續之勘查許可證已於二零一四年三月十九日由新疆國土資源廳授出，進一步延長許可證至二零一六年二月二十五日。下表為John T. Boyd Company於二零一零年六月就二零一零年三月三十一日凱源露天煤礦之估計煤炭儲量及澤旭露天煤礦之估計煤炭資源所編製。


SEGMENT INFORMATION (continued)
Reserves and Resources (continued)

Estimated coal reserves for the Kaiyuan Open Pit Coal Mine:

分類資料(續)
儲量及資源(續)

凱源露天煤礦之估計煤炭儲量：

| Seam Bench | 煤層 | Average Mineable Seam Thickness (m) 可開採煤層 平均厚度(米) Total (Coal/Parting) 總計(煤層/夾層) | Marketable Reserves (million tonnes) As of 31 March 2010 可售儲量(百萬噸) 截至二零一零年三月三十一日 | | | | % of Total 佔總計 百分比 |
|--|----------------|--|---|-----------------|-------------|--------|--------------------------|
| | | | Proved 證實 | Probable 預可採 | Total 總計 | | |
| North of Current Pit (Potentially Oxidized) 現有礦坑以北(有可能氧化) | | | | | | | |
| B ₂ | B ₂ | 13.1 | – | 4.58 | 4.58 | 100.00 | |
| Mine Plan Area 礦山規劃範圍 | | | | | | | |
| B ₃ | B ₃ | 10.8 | 3.57 | – | 3.57 | 25.00 | |
| B ₂ | B ₂ | 19.6 | 10.86 | – | 10.86 | 75.00 | |
| | | | 14.43 | – | 14.43 | 100.00 | |
| Total 總計 | | | | | | | |
| B ₃ | B ₃ | 10.8 | 3.57 | – | 3.57 | 19.00 | |
| B ₂ | B ₂ | 17.7 | 10.86 | 4.58 | 15.44 | 81.00 | |
| | | | 14.43 | 4.58 | 19.01 | 100.00 | |

Approximately 75% of the total reserves are classified as Proved.

總儲量約75%分類為證實類別。

Coal Reserve as at 31 March 2014 = Coal Reserve as at 31 March 2013 – Amount of coal extracted (the “Coal Extracts”) by the Group during 1 April 2013 to 31 March 2014.

於二零一四年三月三十一日之煤礦儲量 = 於二零一三年三月三十一日之煤礦儲量 – 本集團於二零一三年四月一日至二零一四年三月三十一日期間採掘之煤炭量(「煤採掘量」)。


SEGMENT INFORMATION (continued)
Reserves and Resources (continued)

Estimated coal resources for the Zexu Open Pit Coal Mine Exploration Right area total 119.38 Mt, are summarized below:

分類資料(續)
儲量及資源(續)

澤旭露天煤礦勘探權範圍之估計煤礦資源合共119,380,000噸，概述如下：

| Seam | 煤層 | Average Mineable Seam Thickness (m) 可開採煤層 平均厚度(米) | Marketable Resources (million tonnes) 可售資源(百萬噸) | | | % of Resources 估資源 百分比 |
|-----------------------------|-----------------------------|---|---|-----------------|-------------|------------------------------|
| | | | Measured 探明 | Indicated 控制 | Total 總計 | |
| B ₇ | B ₇ | 8.5 | 10.23 | 10.46 | 20.69 | 17 |
| B ₆ | B ₆ | 3.9 | 2.77 | 3.98 | 6.75 | 6 |
| B ₅ | B ₅ | 6.3 | 5.80 | 10.42 | 16.22 | 14 |
| B ₄ ¹ | B ₄ ¹ | 1.8 | 0.29 | 0.01 | 0.30 | 1 |
| B ₄ | B ₄ | 6.1 | 6.85 | 10.21 | 17.06 | 14 |
| B ₃ | B ₃ | 6.3 | 8.06 | 8.03 | 16.09 | 13 |
| B ₂ | B ₂ | 21.1 | 22.58 | 19.69 | 42.27 | 35 |
| Total 總計 | | | 56.58 | 62.80 | 119.38 | 100 |

Cost of Sales

The cost of sales for the year was HK\$100,836,000 (2013: HK\$136,031,000). The cost mainly comprised machine rental cost and direct labor cost. The decrease in cost of sales during the year was mainly due to the decrease in sales volume.

銷售成本

年內銷售成本為100,836,000港元(二零一三年：136,031,000港元)。成本主要包括機械租賃成本及直接勞動成本。年內銷售成本下跌，主要由於煤炭銷量下跌。

Geographic segments

The geographical location of customers is determined based on the location where the goods are delivered. The Group's turnover and results from operations mainly derived from activities in the PRC. Activities outside the PRC are insignificant. The principal assets of the Group are also located in the PRC. Accordingly, no geographical information is provided.

地區分類

客戶地區位置乃依據貨品交付地點釐定。本集團之營業額及經營業績主要源自中國之業務。在中國境外從事之業務並不重大。本集團之主要資產亦均位於中國。因此，並無提供地區資料。



LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2014, the Group had:

- net current assets of approximately HK\$282,852,000 (2013: approximately HK\$94,604,000). The substantial increase in net current assets was mainly due to the redemption of the convertible loan notes designated as financial liabilities at fair value through profit or loss of HK\$189,858,000 stated as current liability in 2013. The new convertible loan notes issued during the year with three years term was classified as non-current liabilities in 2014.
- bank balances and cash of approximately HK\$319,460,000 (2013: approximately HK\$255,620,000) which were the major components of the Group's current assets of approximately HK\$334,865,000 (2013: approximately HK\$326,849,000).
- current liabilities of approximately HK\$52,013,000 (2013: approximately HK\$232,245,000) which comprised mainly trade and other payables of HK\$49,616,000 (2013: HK\$38,302,000) and convertible loan notes designated as financial liabilities at fair value through profit or loss of HK\$Nil (2013: HK\$189,858,000).
- non-current liabilities of approximately HK\$217,782,000 (2013: approximately HK\$19,928,000) which comprised mainly deferred tax liability of HK\$10,555,000 (2013: HK\$17,969,000) and convertible loan notes designated as financial liabilities at fair value through profit or loss of approximately HK\$205,231,000 (2013: Nil).

The Group's gearing ratio was 1.25 (2013: 1.09). The computation is based on total debt (convertible loan notes designed at fair value through profit or loss) divided by total equity.

Charges on Group's Assets

As at 31 March 2014, none of the Group's assets was under charges (2013: Nil).

FOREIGN EXCHANGE EXPOSURE

The Group mainly earns revenue in RMB and incurs costs in RMB and Hong Kong dollars. The Group is exposed to foreign exchange risk based on fluctuations between Hong Kong dollars and RMB arising from its core operation in the PRC. In order to minimize the foreign currency risk exposure between these two currencies, the Group maintained cash balances in both currencies that are sufficient to meet three to four months' of operating cash flows requirements of the Group.

流動資金及財務資源

於二零一四年三月三十一日，本集團有：

- 流動資產淨值約282,852,000港元(二零一三年：約94,604,000港元)。流動資產淨值顯著增加，乃主要由於贖回指定為按公平值列賬並在損益內處理之金融負債之可換股貸款票據189,858,000港元，有關票據於二零一三年列作流動負債。年內發行之三年期新可換股貸款票據於二零一四年分類為非流動負債。
- 銀行結餘及現金約319,460,000港元(二零一三年：約255,620,000港元)，為本集團流動資產約334,865,000港元(二零一三年：約326,849,000港元)之主要組成部分。
- 流動負債約52,013,000港元(二零一三年：約232,245,000港元)，主要包括應付貨款及其他應付款項49,616,000港元(二零一三年：38,302,000港元)，以及指定為按公平值列賬並在損益內處理之金融負債之可換股貸款票據零港元(二零一三年：189,858,000港元)。
- 非流動負債約217,782,000港元(二零一三年：約19,928,000港元)，主要包括遞延稅項負債10,555,000港元(二零一三年：17,969,000港元)，以及指定為按公平值列賬並在損益內處理之金融負債之可換股貸款票據約205,231,000港元(二零一三年：零)。

本集團之資產負債比率為1.25(二零一三年：1.09)，乃按負債總額(指定為按公平值列賬並在損益內處理之金融負債之可換股貸款票據)除以總權益計算。

本集團資產抵押

於二零一四年三月三十一日，本集團並無抵押資產(二零一三年：無)。

外匯風險

本集團之收益主要以人民幣計值，而開支則以人民幣及港元計值。本集團面對其於中國之核心業務所產生港元及人民幣間波動之外匯風險。為減低該兩類貨幣之間的外匯風險，本集團持有該兩類貨幣足夠其應付三至四個月本集團經營現金流量需要之現金結餘。



TREASURY POLICIES

Apart from the issue of convertible loan notes at their face value of HK\$200,000,000, the Group finances its operation mainly by internal generated resources.

CONTINGENT LIABILITIES

As at 31 March 2014, the Group did not have any material contingent liabilities.

EMPLOYEES

As at 31 March 2014, the Group had 91 employees (2013: 114) spreading among Hong Kong and the PRC. Employment relationship has been well maintained. The Group has adopted an extensive training policy for its employees. It has also sponsored senior executives for higher education programmes.

庫存政策

除發行面值為200,000,000港元之可換股貸款票據外，本集團主要透過內部產生資源撥付其營運之資金需求。

或然負債

於二零一四年三月三十一日，本集團並無任何重大或然負債。

僱員

於二零一四年三月三十一日，本集團共有僱員91名(二零一三年：114名)，遍佈香港及中國。本集團與僱員一直保持良好僱傭關係。本集團已採用一套完備之僱員培訓政策，並資助高級行政人員進修高等教育課程。

BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員簡歷

EXECUTIVE DIRECTORS

Ms. Lo Fong Hung, aged 59, is an executive director of the Company appointed on 25 March 2008. Ms. Lo is also the Chairperson and Managing Director of the Company and is a director of certain subsidiaries of the Company. Ms. Lo also serves for several non-listed companies, namely as the chairperson of China International Fund Limited, China Sonangol International Holding Limited and China Sonangol International Limited and as the director of Sonangol Sinopec International Limited and New Bright International Development Limited. Since 2004, Ms. Lo started exploring and developing energy resources and industrial investment in world-wide. Ms. Lo owns 30% shareholding interests in New Bright International Development Limited, which currently holds 70% shareholding interests in China Sonangol International Limited. China Sonangol International Limited is the holding company of Ascent Goal Investments Limited, and the controlling shareholder of the Company. Ms. Lo is the wife of Mr. Wang Xiangfei.

Mr. Wang Xiangfei, aged 62, is an executive director of the Company appointed on 25 March 2008. Mr. Wang is also a director of a subsidiary of the Company. Mr. Wang graduated from Renmin University of China with a bachelor degree in economics in 1982. Mr. Wang is now a Senior Accountant. Mr. Wang serves for several non-listed companies, namely as the vice chief financial officer of Sonangol Sinopec International Limited, as the financial advisor of China Sonangol International Holding Limited and as the external supervisor of Shenzhen Rural Commercial Bank. Mr. Wang is also an independent non-executive director of SEEC Media Group Limited and China Development Bank International Investment Limited (formerly known as New Capital International Investment Limited), companies listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

In addition, Mr. Wang was the independent non-executive director of Tianjin Capital Environmental Protection Group Company Limited from the April of 2002 to the April of 2008, Chongqing Iron & Steel Company Limited from the July of 2002 to the June of 2009, China CITIC Bank Corporation Limited from the December of 2006 to the November of 2012, companies listed on the Stock Exchange and the Shanghai Stock Exchange. Mr. Wang was the independent non-executive director of Shandong Chenming Paper Holdings Limited from the April of 2010 to the May of 2013, a company listed on the Stock Exchange, the Shanghai Stock Exchange and the Shenzhen Stock Exchange. Previously, Mr. Wang had also served as an executive director and CEO of China Everbright International Limited, an executive director of China Everbright Limited and China Everbright Technology Limited (now known as China Haidian Holdings Limited), a director & assistant general manager of China Everbright Holdings Company Limited. Mr. Wang is the husband of Ms. Lo Fong Hung.

執行董事

羅方紅女士，59歲，於二零零八年三月二十五日獲委任為本公司執行董事。羅女士亦為本公司主席兼董事總經理及本公司若干附屬公司之董事。羅女士亦於多間非上市公司任職，如中國國際基金有限公司、安中國國際石油控股有限公司及安中國國際石油有限公司之主席，以及中安石油國際有限公司及創輝國際發展有限公司之董事。自二零零四年起，羅女士開始物色及開發世界各地之能源及產業投資。羅女士持有創輝國際發展有限公司30%股權，而創輝國際發展有限公司目前持有安中國國際石油有限公司70%權益。安中國國際石油有限公司為本公司控股股東，以及晉標投資有限公司之控股公司。羅女士為王翔飛先生之妻子。

王翔飛先生，62歲，於二零零八年三月二十五日獲委任為本公司執行董事。王先生亦為本公司一間附屬公司之董事。王先生於一九八二年畢業於中國人民大學並獲頒經濟學士學位。王先生現為高級會計師。王先生於多間非上市公司任職，如中安石油國際有限公司之財務副總監、安中國國際石油控股有限公司之財務顧問和深圳農村商業銀行之外部監事。王先生亦為財訊傳媒集團有限公司和國開國際投資有限公司(前稱新資本國際投資有限公司)均為香港聯合交易所有限公司(「聯交所」)上市公司之獨立非執行董事。

此外，王先生曾於二零零二年四月至二零零八年四月期間於天津創業環保集團股份有限公司、曾於二零零二年七月至二零零九年六月期間於重慶鋼鐵股份有限公司和曾於二零零六年十二月至二零一二年十一月期間於中信銀行股份有限公司擔任獨立非執行董事(均為聯交所及上海證券交易所上市公司)。王先生曾於二零一零年四月至二零一三年五月期間於山東晨鳴紙業集團股份有限公司(於聯交所、上海證券交易所及深圳證券交易所上市之公司)擔任獨立非執行董事。此前，王先生曾任中國光大國際有限公司之執行董事兼行政總裁、中國光大控股有限公司及中國光大科技有限公司(現稱中國海澱集團有限公司)之執行董事及中國光大集團有限公司董事兼助理總經理。王先生為羅方紅女士之丈夫。

EXECUTIVE DIRECTORS (continued)

Mr. Kwan Man Fai, aged 45, is an executive director of the Company appointed on 25 March 2008. Mr. Kwan is also a director of certain subsidiaries of the Company. Mr. Kwan graduated from the University of Hong Kong with a bachelor degree in laws and a postgraduate certificate in laws. Mr. Kwan also holds a master degree in laws from The London School of Economics and Social Sciences, the University of London and a master degree in the PRC law from the City University of Hong Kong. Mr. Kwan is now a partner of Messrs. Anthony Siu & Co., a law firm in Hong Kong. Mr. Kwan has over 10 years of experience in corporate finance and banking work, including assisting various companies in their listing on the Main Board and Growth Enterprise Market of the Stock Exchange of Hong Kong Limited.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lam Ka Wai, Graham, aged 46, is an independent non-executive director of the Company appointed on 25 March 2008. Mr. Lam graduated from the University of Southampton, England with a Bachelor of Science degree in Accounting and Statistics. Mr. Lam is a member of Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants. Mr. Lam is currently the Managing Director of an investment bank and has around 20 years experience in investment banking as well as over 3 years experience in accounting and auditing. Mr. Lam is also the independent non-executive director of Cheuk Nang (Holdings) Limited, a company listed on The Stock Exchange of Hong Kong Limited.

In addition, Mr. Lam was the independent non-executive director of China Fortune Financial Group Limited from 14 September 2007 to 11 April 2014, Applied Development Holdings Limited from 1 October 2005 to 12 December 2011, Pearl Oriental Oil Limited from 3 October 2008 to 19 March 2013, King Stone Energy Group Limited from 23 April 2012 to 22 March 2013, Value Convergence Holdings Limited from 4 January 2010 to 24 May 2012, CT Environmental Group Limited from 14 June 2011 to 15 April 2014, China Chuanglian Education Group Limited from 29 January 2008 to 5 October 2010, Hao Wen Holdings Limited from 17 November 2010 to 16 May 2011, Well Way Group Limited from 24 March 2011 to 16 April 2014, Chinese Strategic Holdings Limited from 22 December 2008 to 27 April 2012 and Finet Group Limited from 5 August 2009 to 24 January 2011, companies listed on The Stock Exchange of Hong Kong Limited.

執行董事(續)

關文輝先生，45歲，於二零零八年三月二十五日獲委任為本公司執行董事。關先生亦為本公司若干附屬公司之董事。關先生畢業於香港大學，獲頒法學士學位及法學專業證書。關先生亦持有倫敦大學倫敦經濟社會科學院法律碩士學位及香港城市大學法律碩士學位(中國法)。關先生現為香港律師事務所蕭一峰律師行之合夥人。關先生於企業融資及銀行業務方面擁有逾十年經驗，當中包括協助多間公司於香港聯合交易所有限公司主板及創業板上市之經驗。

獨立非執行董事

林家威先生，46歲，於二零零八年三月二十五日獲委任為本公司獨立非執行董事。林先生畢業於英國修咸頓大學，持有會計及統計學學士學位。林先生為香港會計師公會會員及美國執業會計師公會會員。林先生現為一間投資銀行之董事總經理，於投資銀行方面擁有約二十年經驗，於會計及審核方面亦擁有超過三年經驗。林先生亦為香港聯合交易所有限公司上市公司卓能(集團)有限公司之獨立非執行董事。

此外，林先生亦曾於二零零七年九月十四日至二零一四年四月十一日期間於中國富強金融集團有限公司、二零零五年十月一日至二零一一年十二月十二日期間於實力建業集團有限公司、二零零八年十月三日至二零一三年三月十九日期間於東方明珠石油有限公司、二零一二年四月二十三日至二零一三年三月二十二日期間於金山能源集團有限公司、二零一零年一月四日至二零一二年五月二十四日期間於滙盈控股有限公司、二零一一年六月十四日至二零一四年四月十五日日期間於中滔環保集團有限公司、二零零八年一月二十九日至二零一零年十月五日期間於中國創聯教育集團有限公司、二零一零年十一月十七日至二零一一年五月十六日期間於皓文控股有限公司、二零一一年三月二十四日至二零一四年四月十六日期間於和滙集團有限公司、二零零八年十二月二十二日至二零一二年四月二十七日日期間於華人策略控股有限公司及二零零九年八月五日至二零一一年一月二十四日期間於財華社集團有限公司(均為香港聯合交易所有限公司上市公司)擔任獨立非執行董事。



INDEPENDENT NON-EXECUTIVE DIRECTORS (continued)

Mr. Wong Man Hin, Raymond, aged 48 is an independent non-executive director of the Company appointed on 25 March 2008. Mr. Wong is a member of American Institute of Certified Public Accountants (CPA), a Certified Management Accountant (CMA) and holds a certificate in financial management (CFM). Mr. Wong holds a bachelor degree in chemical engineering and a master degree in economics. Mr. Wong is an executive director and deputy chairman of Raymond Industrial Limited, a company listed on the Main Board of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Mr. Wong is also an independent non-executive director of Modern Beauty Salon Holdings Limited, a company listed on the Main Board of the Stock Exchange.

Mr. Chan Yiu Fai, Youdey, aged 45, is an independent non-executive director of the Company appointed on 25 March 2008. Mr. Chan graduated from the University of Hong Kong with a bachelor degree in laws and a postgraduate certificate in laws. Mr. Chan also holds master degrees in laws from the City University of Hong Kong and from the People’s University of China. Mr. Chan is currently a partner of Messrs. David Y.Y. Fung & Co., a law firm in Hong Kong. Mr. Chan has extensive experience in civil and commercial crime litigation and also handles various transactions for corporate clients and banks in Hong Kong.

SENIOR MANAGEMENT

Ms. Hung Che Wan, aged 52, is the company secretary of the Company appointed on 14 March 2011. Ms. Hung graduated from the University of Stirling Scotland with bachelor degree in accounting. Ms. Hung is a fellow of the Hong Kong Institute of Certified Public Accountants and has over 20 years of commercial experience in business management and administration.

獨立非執行董事(續)

黃文顯先生，48歲，於二零零八年三月二十五日獲委任為本公司之獨立非執行董事。黃先生為美國執業會計師公會(CPA)會員、註冊管理會計師(CMA)，並持有財務管理師(CFM)證書。黃先生持有化學工程學士學位及經濟碩士學位。黃先生為香港聯合交易所有限公司(「聯交所」)主板上市公司利民實業有限公司之執行董事兼副主席。黃先生亦為聯交所主板上市公司現代美容控股有限公司之獨立非執行董事。

陳耀輝先生，45歲，於二零零八年三月二十五日獲委任為本公司獨立非執行董事。陳先生畢業於香港大學，獲頒法學士學位及法學專業證書。陳先生亦持有香港城市大學及中國人民大學之法律碩士學位。陳先生現為香港律師事務所馮元鉞律師行之合夥人。陳先生於民事及商業犯罪訴訟方面饒富經驗，亦為香港公司客戶及銀行處理各種交易。

高級管理人員

洪芝雲女士，52歲，於二零一一年三月十四日獲委任為本公司之公司秘書。洪女士畢業於蘇格蘭斯特靈大學，獲頒會計學士學位。洪女士為香港會計師公會資深會員，並於業務管理及行政方面擁有逾二十年商業經驗。

CORPORATE GOVERNANCE REPORT

企業管治報告



COMMITMENT TO CORPORATE GOVERNANCE

The Company is committed to maintain statutory and regulatory standards and adherence to the principles of corporate governance emphasizing on transparency, independence, accountability, responsibility and fairness. The Company has applied the principles of the code provisions under the Corporate Governance Code (the “Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) throughout the year ended 31 March 2014 (“the year under review”), save for the deviation from code provision A.2.1, A.6.7 and E.1.2 as disclosed below.

THE BOARD

Roles and responsibilities

The Board assumes responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising the Company’s affairs. It should act in the best interest of the Company and its shareholders at all times. The Board sets strategies for the Company and monitors the performance and activities of the senior management.

The Executive Directors of the Company are responsible for the day to day operations of the Company whereas the Independent Non-executive Directors of the Company are responsible for ensuring a high standard of financial and management reporting to the Board and shareholders of the Company as well as to provide a balanced composition in the Board so that there is a strong independent element on the Board.

Board composition

All directors have distinguished themselves in their field of expertise so as to give a balance of skills, knowledge and experience, and diversity of perspectives required for the running of an effective Board. The Board currently comprises three Executive Directors and three Independent Non-executive Directors. The brief biographical details of the Directors and relationship among them are set out in the section headed “Biography of Directors and Senior Management” of this report.

企業管治承諾

本公司致力保持法定及法規標準，並謹守強調透明、獨立、問責、負責任及公允之企業管治原則。本公司於截至二零一四年三月三十一日止年度（「回顧年度」）一直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《企業管治守則》（「守則」）之守則條文原則，惟如下文所披露偏離守則條文第A.2.1、A.6.7及E.1.2條之情況除外。

董事會

角色及責任

董事會承擔領導及監控本公司之責任，並整體上透過督導及監管本公司事務推動本公司取得佳績。董事會應時刻在符合本公司及其股東最佳利益之前提下行事。董事會為本公司制定策略及監察高級管理人員之表現及活動。

本公司執行董事負責本公司之日常運作；本公司獨立非執行董事負責確保向董事會及本公司股東作出之財務及管理報告達到高標準，平衡董事會之組成，使董事會具有高度獨立地位。

董事會組成

為就董事會有效運作提供均衡之所需技能、知識和經驗以及成員多元化的裨益，所有董事於其各自專業領域擁有突出技能。董事會目前由三名執行董事及三名獨立非執行董事組成。有關董事之履歷簡介及彼等之間之關係載於本報告「董事及高級管理人員簡歷」一節。

董事會(續)**董事會會議**

於回顧年度內，董事會曾舉行八次董事會會議，包括四次定期會議及四次臨時會議。個別董事於董事會會議的出席紀錄如下：

THE BOARD (continued)**Board meetings**

During the year under review, the Board held eight board meetings which comprising four regular meetings and four adhoc meetings. The attendance records of individual Directors at the board meetings are as follows:

| Name of Directors | Number of meetings attended | 董事姓名 | 出席會議次數 |
|--|-----------------------------|-------------------|--------|
| Executive Directors: | | | |
| Lo Fong Hung (Chairperson and Managing Director) | 6/8 | 羅方紅 (主席兼董事總經理) | 6/8 |
| Wang Xiangfei | 7/8 | 王翔飛 | 7/8 |
| Kwan Man Fai | 4/8 | 關文輝 | 4/8 |
| Independent Non-executive Directors: | | | |
| Wong Man Hin, Raymond | 6/8 | 黃文顯 | 6/8 |
| Lam Ka Wai, Graham | 5/8 | 林家威 | 5/8 |
| Chan Yiu Fai, Youdey | 6/8 | 陳耀輝 | 6/8 |

All Directors have access to the Company Secretary who is responsible for ensuring that Board procedures are complied with and all applicable rules and regulations are followed.

全體董事均可接觸公司秘書，而公司秘書負責確保董事會程序得以遵守及所有適用規則及規例得以遵循。

The Board ensures that its members are supplied, in a timely manner, with all necessary information in a form and of a quality appropriate to enable the Board to discharge its duties.

董事會確保其成員及時獲提供所有具適當形式及質量之必要資料，以便董事會履行其職責。

The minutes of Board meetings recorded all the details of the matters considered by the Board and the decisions reached, including any concerns raised by Directors or dissenting views expressed. Minutes of Board meetings are kept by the Company Secretary and are available for inspection by any Director or Committee Members.

董事會會議記錄對董事會所審議之事項及達致之決定均有詳盡記錄，包括由董事提出之任何事宜或表達之異議。董事會會議記錄由公司秘書保管，可供任何董事或委員會成員查閱。

Appointment and re-election of Directors

The appointment of new Directors is a matter for consideration by the Nomination Committee. In accordance with the Company's By-laws, at each general meeting, one-third of the Directors for the time being, shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

委任及重選董事

委任新董事為提名委員會審議之事項。根據本公司之公司細則，於每屆股東大會上，三分之一在任董事須輪值告退，惟每位董事必須至少每三年於股東周年大會上退任一次。



THE BOARD (continued)

Independent Non-executive Directors

Pursuant to Rules 3.10(1) and 3.10(2) of the Listing Rules, the Company has appointed three Independent Non-executive Directors. Code provision A.4.1 specifies that Non-executive Directors should be appointed for a specific term, subject to re-election.

Each of the three independent Non-executive Directors of the company was appointed on 25 March 2008 and entered into a service agreement with the Company for a term of three years. Their service agreements have been extended for three year commencing on 25 March 2011 and further extended for three years commencing on 25 March 2014. However, they are still subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Company's By-laws.

The Company has received from each of its Independent Non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and the Company considers that all of the Independent Non-executive Directors are independent.

Under code provision A.6.7 of the Code, the independent non-executive directors and other non-executive directors should attend the general meeting and develop a balanced understanding of the views of shareholders. It was noted that one of the Independent Non-executive Directors of the Company was unable to attend the annual general meeting of the Company held on 23 August 2013 due to his other business commitments.

Directors' and Officers' liability

Appropriate insurance cover on Directors and Officers liabilities has been provided to cover potential legal actions against Directors and Officers.

董事會(續)

獨立非執行董事

根據上市規則第3.10(1)及3.10(2)條，本公司已委任三名獨立非執行董事。守則條文第A.4.1條訂明，非執行董事應按指定任期委任，並須重選連任。

本公司三名獨立非執行董事均於二零零八年三月二十五日獲委任，各自與本公司訂立服務協議，為期三年。彼等之服務協議已自二零一一年三月二十五日起延期三年，並於二零一四年三月二十五日起再延續三年。然而，根據本公司之公司細則條文，彼等仍須於本公司之股東周年大會上輪值退任及重選連任。

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

根據守則條文第A.6.7條，獨立非執行董事及其他非執行董事應出席股東大會並對股東的意見有公正的了解，惟本公司一名獨立非執行董事因本身的其他公務而未能出席於二零一三年八月二十三日舉行之本公司股東周年大會。

董事及高級職員之責任

本公司已就可能對董事及高級職員作出之法律行動，為董事及高級職員提供適當責任保險。



THE BOARD (continued)

Training and support for Directors

All Directors must keep abreast of their collective responsibilities. The Group provides briefings and other training to develop and refresh the Directors' knowledge and skills. Details of the continuous professional development participated by the Directors are set out below.

| Name of Directors | Attended seminars or briefing/ read materials |
|--|--|
| Executive Directors: | |
| Lo Fong Hung (Chairperson and Managing Director) | ✓ |
| Wang Xiangfei | ✓ |
| Kwan Man Fai | ✓ |
| Independent Non-executive Directors: | |
| Wong Man Hin, Raymond | ✓ |
| Lam Ka Wai, Graham | ✓ |
| Chan Yiu Fai, Youdey | ✓ |

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 to the Listing Rules as the code of conduct regarding securities transactions by its Directors. All Directors of the Company have confirmed, following specific enquiry by the Company, that they have complied with the required standard set out in the Model Code throughout the year ended 31 March 2014.

CHAIRMAN AND CHIEF EXECUTIVE

Code provision A.2.1 stipulates that the roles of chairman and chief executive ("CE") should be separate and should not be performed by the same individual.

During the year under review, the Company did not have any officer with CE title. Ms. Lo Fong Hung, the Chairperson and Managing Director of the Company, also carried out the responsibility of CE during such period. In view of the size of operation of the Group, the Board considered that this structure is more suitable for the Company as it can promote the efficient formulation and implementation of the Company's strategies.

董事會(續)

董事培訓及支持

全體董事須透徹了解彼等之集體責任。本集團提供簡介及其他訓練，以提高及更新董事之相關知識及技能。董事參與持續專業培訓之詳情載列如下。

| 董事姓名 | 參與之研討會、簡介會或閱讀資料 |
|-------------------|-----------------|
| 執行董事： | |
| 羅方紅 (主席兼董事總經理) | ✓ |
| 王翔飛 | ✓ |
| 關文輝 | ✓ |
| 獨立非執行董事： | |
| 黃文顯 | ✓ |
| 林家威 | ✓ |
| 陳耀輝 | ✓ |

董事證券交易

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易之標準守則(「標準守則」)作為其董事進行證券交易之操守守則。本公司全體董事已於本公司作出特定查詢後確認，彼等於截至二零一四年三月三十一日止年度內遵守標準守則所載之規定準則。

主席及行政總裁

守則條文第A.2.1條規定須分開主席與行政總裁(「行政總裁」)之角色，不應由同一個別人士擔任。

於回顧年度內，本公司並無任何人士出任行政總裁。本公司主席兼董事總經理羅方紅女士會於有關期間同時履行行政總裁之職務。鑒於本集團之營運規模，董事會認為，現時架構能促進本公司策略之有效制定及落實，故此架構更適合本公司。



BOARD COMMITTEES

The Board has established three committees to oversee particular aspects of the Group's affairs and to assist in the execution of the Board's responsibilities. All committees have their own terms of reference. The views of different committees and their recommendation not only ensure proper control of the Group but also the continual achievement of the high corporate governance standards expected of a listed company. The Board conducts regular review of the structure and composition of the committees with particular attention to the skills, knowledge and experience of individual members.

Audit Committee

The Audit Committee was set up in March 1999 with specific terms of reference. The terms of reference of the Audit Committee which are available on the websites of the Stock Exchange and the Company have included the duties which are set out in code provision C.3.3 of the Code, with appropriate modifications when necessary. The terms of reference of the Audit Committee was amended on 27 March 2012 in order to comply with the amendment of the Listing Rules.

The Audit Committee currently consists of three Independent Non-executive Directors of the Company namely, Mr. Wong Man Hin, Raymond, Mr. Lam Ka Wai, Graham and Mr. Chan Yiu Fai, Youdey.

A total of three meetings were held during the year under review and the individual attendance of members are as follows:

| Name of members | Number of meetings attended |
|-------------------------------|-----------------------------|
| Lam Ka Wai, Graham (Chairman) | 3/3 |
| Wong Man Hin, Raymond | 3/3 |
| Chan Yiu Fai, Youdey | 3/3 |

The Audit Committee reviewed the interim and annual results, internal control system, and financial reporting matters in conjunction with the external auditors. The Audit Committee endorsed the accounting treatment adopted by the Company and had the best of its ability assured itself that the disclosure of the financial information in this report complies with the applicable accounting standards and Appendix 16: Disclosure of Financial Information of the Listing Rules.

董事委員會

董事會已成立三個委員會以監督本集團事務之特定範疇及協助執行董事會職責。所有委員會均有其各自之職權範圍。不同委員會所提供之意見及建議不但可確保本集團實行適當之監控，更可保證本集團持續保持上市公司應有之高標準企業管治。董事會定期檢討委員會之架構及成員組合，尤其重視個別成員之技能、知識及經驗。

審核委員會

審核委員會於一九九九年三月成立，並訂有特定職權範圍。審核委員會之職權範圍(可於聯交所及本公司網站查閱)包括守則之守則條文第C.3.3條所載之職責，並於需要時作出適當修訂。為符合上市規則之修訂，審核委員會之職權範圍已於二零一二年三月二十七日作出修訂。

審核委員會現時包括本公司三名獨立非執行董事，分別為黃文顯先生、林家威先生及陳耀輝先生。

於回顧年度內，共舉行三次會議，個別成員之出席記錄如下：

| 成員姓名 | 出席會議次數 |
|-----------|--------|
| 林家威先生(主席) | 3/3 |
| 黃文顯先生 | 3/3 |
| 陳耀輝先生 | 3/3 |

審核委員會已與外聘核數師審閱中期及末期業績、內部監控制度以及財務申報事宜。審核委員會認同本公司所採納之會計處理方式，並已盡力確保本報告遵照適用會計準則及上市規則附錄十六：財務資料的披露披露該等財務資料。



BOARD COMMITTEES (continued)

Remuneration Committee

The Remuneration Committee was set up in July 2005 with specific terms of reference. The terms of reference of the Remuneration Committee which are available on the websites of the Stock Exchange and the Company have included the duties which are set out in code provision B.1.2 of the Code, with appropriate modifications when necessary. The terms of reference of the Remuneration Committee was amended on 27 March 2012 in order to comply with the amendment of the Listing Rules.

The Remuneration Committee currently comprises four members, an Executive Director of the Company namely, Mr. Kwan Man Fai and three Independent Non-executive Directors of the Company namely, Mr. Wong Man Hin, Raymond, Mr. Lam Ka Wai, Graham and Mr. Chan Yiu Fai, Youdey.

The remuneration packages of individual Executive Directors and senior management of the Company are recommended by the Remuneration Committee to the Board for determination, as authorised by the shareholders at the annual general meeting having regard to the operating results of the Company, individual performance and prevailing market conditions. The Board conducts regular review of the structure and composition of the Committee with particular attention to the skills, knowledge and experience of individual members.

During the year under review, one meeting was held and the Remuneration Committee had reviewed the existing remuneration packages of the Board and the senior management of the Company. The individual attendance of members are as follows:

| Name of members | Number of meetings attended |
|----------------------------------|-----------------------------|
| Wong Man Hin, Raymond (Chairman) | 1/1 |
| Kwan Man Fai | 1/1 |
| Lam Ka Wai, Graham | 1/1 |
| Chan Yiu Fai, Youdey | 1/1 |

Nomination Committee

The Nomination Committee was set up in March 2012 with specific terms of reference. The terms of reference of the Nomination Committee which are available on the websites of the Stock Exchange and the Company have included the duties which are set out in code provision A.5.2 of the Code, with appropriate modifications when necessary.

董事委員會(續)

薪酬委員會

薪酬委員會於二零零五年七月成立，並訂有特定職權範圍。薪酬委員會之職權範圍(可於聯交所及本公司網站查閱)包括守則之守則條文第B.1.2條所載之職責，並於需要時作出適當修訂。為符合上市規則之修訂，薪酬委員會之職權範圍已於二零一二年三月二十七日作出修訂。

薪酬委員會目前由四名成員組成，包括本公司一名執行董事關文輝先生及三名獨立非執行董事黃文顯先生、林家威先生及陳耀輝先生。

本公司個別執行董事及高級管理人員之薪酬待遇由薪酬委員會向董事會建議，並由董事會依據股東於股東周年大會向其授出之權力，經參考本公司經營業績、個人表現及現行市況後釐定。董事會定期檢討委員會之架構及成員組合，尤其重視個別成員之技能、知識及經驗。

於回顧年度內，薪酬委員會已舉行一次會議並已審閱董事會及本公司高級管理人員現有薪酬待遇。個別成員之出席記錄如下：

| 成員姓名 | 出席會議次數 |
|---------|--------|
| 黃文顯(主席) | 1/1 |
| 關文輝 | 1/1 |
| 林家威 | 1/1 |
| 陳耀輝 | 1/1 |

提名委員會

提名委員會於二零一二年三月成立，並訂有特定職權範圍。提名委員會之職權範圍(可於聯交所及本公司網站查閱)包括守則之守則條文第A.5.2條所載之職責，並於需要時作出適當修訂。



BOARD COMMITTEES (continued)

Nomination Committee (continued)

The Nomination Committee, will take into consideration a candidate's qualification, experience, expertise, knowledge and diversity of perspectives, the requirements applicable to the Company and the structure and composition of the Board. The Nomination Committee identifies, reviews and nominates with diligence and care that candidates suitably qualified as Board members before making recommendation to the Board for their final appointment. Factors such as gender, age, cultural and educational background, and professional experience will also be taken into account to maintain a balanced composition and diversity of perspectives of the Board.

The Board is currently composed of diversified members of different gender and age, with education in economic, legal, accounting and chemical engineering respectively from leading universities in China (including Hong Kong) and England. Business and professional experiences of the Board are even diversified which include but not limited to, multinational entrepreneurship, listed companies directorship in Hong Kong, Shanghai and Shenzhen, legal practices in Hong Kong, corporation finance and investment banking, accounting and auditing, and financial management.

The Nomination Committee currently comprises Chairperson of the Company, Ms. Lo Fong Hung as the chairperson of the Nomination Committee, Executive Director of the Company, Mr. Kwan Man Fai and three Independent Non-executive Directors of the Company namely, Mr. Wong Man Hin, Raymond, Mr. Lam Ka Wai, Graham and Mr. Chan Yiu Fai, Youdey as the members of the Nomination Committee.

During the year under review, one meeting was held and the Nomination Committee had reviewed and adopted the existing policy for the nomination of Directors. The individual attendance of members are as follows:

| Name of members | Number of meetings attended |
|----------------------------|-----------------------------|
| Lo Fong Hung (Chairperson) | 1/1 |
| Kwan Man Fai | 1/1 |
| Wong Man Hin, Raymond | 1/1 |
| Lam Ka Wai, Graham | 1/1 |
| Chan Yiu Fai, Youdey | 1/1 |

董事委員會(續)

提名委員會(續)

提名委員會將考慮候選人之資歷、經驗、專長、知識及成員多元化的裨益、本公司之適用規定以及董事會之架構及組成，審慎識別、審閱及提名具備合適資格可擔任董事會成員之候選人，方會向董事會推薦最終委任之人選。提名委員會亦考慮候選人之性別、年齡、文化、教育背景及專業經驗，以維持董事會有均衡組合及成員多元化的裨益。

董事會現時由不同性別及年齡的成員組成，各具有中國(包括香港)及英格蘭著名大學經濟、法律、會計及化學工程專業的學歷。董事會之商業及專業經驗更多元化，包括但不限於跨國企業家；香港、上海及深圳上市公司董事；香港執業律師；企業融資及投資銀行、會計及審核以及財務管理。

提名委員會現時由本公司主席羅方紅女士擔任提名委員會主席，而本公司執行董事關文輝先生及本公司三名獨立非執行董事黃文顯先生、林家威先生及陳耀輝先生則為提名委員會成員。

於回顧年度內，提名委員會曾舉行一次會議，檢討董事提名之政策，並採納現時之政策。個別成員之出席記錄如下：

| 成員姓名 | 出席會議次數 |
|---------|--------|
| 羅方紅(主席) | 1/1 |
| 關文輝 | 1/1 |
| 黃文顯 | 1/1 |
| 林家威 | 1/1 |
| 陳耀輝 | 1/1 |



CORPORATE GOVERNANCE

The Company is dedicated to maintaining a high standard of corporate governance and the Board is responsible for performing the corporate governance duties as stipulated in the Listing Rules.

During the year under review, the Board committees had developed and reviewed the Company's policies and practices on corporate governance; reviewed and monitored the training and continuous professional development of Directors and senior management; reviewed and monitored the Company's policies and practices on compliance with legal and regulatory requirements and reviewed the compliance with the Code and disclosure in the Corporate Governance Report.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility to present a balanced, clear and understandable assessment relating to annual and interim reports, inside information and price-sensitive announcements and other financial disclosures under the Listing Rules, and reports to regulators as well as to information required to be disclosed pursuant to statutory requirements. As at 31 March 2014, the Directors of the Company are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the ability of the Company to continue as a going concern basis. The statement of the external auditor of the Company about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report on page 36 of this report.

INTERNAL CONTROL

The Board has the responsibility to ensure that a sound and effective internal control system is maintained within the Group. The Group has adopted internal control procedures and policies to safeguard the assets, to ensure proper maintenance of accounting records and to carry out a reliable financial reporting and to guarantee compliance with the relevant laws and regulations.

During the year under review, the Group has engaged SHINEWING Risk Services Limited to conduct compliance and operation reviews on the Group and will report its findings to the Audit Committee. The reviews are performed half-yearly and cover, among other things, review of the Group's compliance procedures of Chapter 13: Continuing obligations, Chapter 14: Notifiable transactions, Chapter 14A: Connected transactions, Chapter 18: Mineral companies and Appendix 14: Corporate governance code and corporate governance report of the Listing Rules; and Part XIVA: Disclosure of inside information of the Securities and Futures Ordinance.

企業管治

本公司致力於維持高標準之企業管治，而董事會則負責履行上市規則所規定之企業管治職責。

於回顧年度內，董事委員會已制訂及審閱本公司企業管治之政策及常規，並檢討及監察董事及高級管理人員之培訓及持續專業發展；檢討及監察本公司之政策及常規有否遵守法律及監管規定；及檢討有否遵守守則及於企業管治報告的披露規定。

董事就財務報表承擔之責任

董事確認，彼等之職責為就年度及中期報告、內幕消息及股價敏感公告及上市規則下之其他財務披露、呈交監管機構之報告以及根據法定規定須予披露之資料，提呈中肯、清晰及合理之評估。於二零一四年三月三十一日，本公司董事並不知悉任何有關可能對本公司按持續基準繼續經營之能力構成重大疑問之事件或情況之任何重大不明朗因素。本公司外聘核數師就彼等對綜合財務報表之申報責任所發出之聲明載於本報告第36頁之獨立核數師報告。

內部監控

董事會負責確保於本集團內部維持健全有效之內部監控制度。本集團已採納內部監控程序及政策以保障資產，確保妥善保存會計記錄及作出可靠之財務報告，並保證符合有關法例及規例。

於回顧年度內，本集團已聘用信永方略風險管理有限公司對本集團進行合規及經營審閱並將其結果向審核委員會彙報。該等審閱每半年進行一次，涵蓋(其中包括)審閱本集團對下列規定之遵行程序：上市規則第十三章持續責任、第十四章須予公佈的交易、第十四A章關連交易、第十八章礦業公司及附錄十四《企業管治守則》及《企業管治報告》；及證券及期貨條例第XIVA部披露內幕消息。



AUDITORS REMUNERATION

For the year ended 31 March 2014, fees paid or payable to the auditor of the Company, Crowe Horwath (HK) CPA Limited, and its affiliates by the Group are as follows:

| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
|---------------------------------|----------|----------------------------------|----------------------------------|
| Audit services | 審核服務 | 710 | 748 |
| Non-audit and taxation services | 非審核及稅務服務 | 137 | 130 |
| Total | 總計 | 847 | 878 |

核數師薪酬

截至二零一四年三月三十一日止年度，本集團已付或應付本公司核數師國富浩華(香港)會計師事務所有限公司及其聯屬公司之費用如下：

COMPANY SECRETARY

Ms. Hung Che Wan, an employee of the Company, acted as the Company Secretary of the Company. During the year under review, Ms. Hung undertook over 15 hours of professional training to update her skills and knowledge.

公司秘書

洪芝雲女士(本公司僱員)，擔任本公司的公司秘書。於回顧年度內，洪女士已接受逾15小時的專業培訓，以更新彼之技能及知識。

SHAREHOLDER'S COMMUNICATIONS

A Shareholders Communication Policy was adopted on 27 March 2012 to ensure that shareholders are provided with ready, equal and timely access to balanced and understandable information about the Company. The policy was available on the Company's website. The Company has established various channels of communications with its shareholders such as publication of interim and annual reports, press release and announcement of the latest development of the Company in a timely manner. The annual general meeting provides an opportunity for shareholders to exchange views with the Board. External auditor is also available at the annual general meeting to address shareholders' queries. Moreover, resolutions are proposed at annual general meeting on each substantially separate issue, including the election of individual directors.

股東通訊

本公司已於二零一二年三月二十七日採納股東通訊政策以確保股東可快速、平等及適時獲得有關本公司全面而易於理解的資料。該政策可於本公司網站查閱。本公司已設立多個渠道與股東溝通，如刊發中期報告及年報，適時地就本公司之最新發展發出新聞稿及公告。股東亦可藉股東周年大會與董事會交流意見。外聘核數師亦可於股東周年大會上回應股東之提問。此外，於股東周年大會上將就各項重要獨立議題(包括個別董事之選舉)提呈決議案。



SHAREHOLDER'S COMMUNICATIONS (continued)

During the year under review, two general meetings of the Company were held. Under code provision E.1.2 of the Code provides that the chairman of the Board should attend the annual general meeting. It was noted that the chairperson of the Board and the Nomination Committee, Ms. Lo Fong Hung and the chairman of the Remuneration Committee, Mr. Wong Man Hin, Raymond were unable to attend the annual general meeting of the Company held on 23 August 2013, while the chairperson of the Board and the Nomination Committee, Ms. Lo Fong Hung was unable to attend the special general meeting of the Company held on 10 March 2014, due to other business commitments.

The 2014 annual general meeting of the Company will be held on 25 August 2014. A notice of annual general meeting will be sent to the shareholders of the Company at least 20 clear business days before the meeting.

SHAREHOLDERS' RIGHTS

Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition sent to the Company's registered office and its principal office in Hong Kong for the attention of the Board or the Company Secretary, to require a special general meeting (the "SGM") to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. The written requisition must state the purposes of the general meeting, signed by the shareholder(s) concerned and may consist of several documents in like form, each signed by one or more of those shareholders. If the requisition is in order, the Company Secretary will ask the Board to convene a SGM by serving sufficient notice in accordance with the statutory requirements to all the registered shareholders. On the contrary, if the requisition is invalid, the shareholders concerned will be advised of this outcome and accordingly, a SGM will not be convened as requested.

股東通訊(續)

於回顧年度內，本公司曾舉行兩次股東大會。根據守則條文第E.1.2條規定，董事會主席應出席股東周年大會，惟因其他公務，董事會兼提名委員會主席羅方紅女士及薪酬委員會主席黃文顯先生未能出席於二零一三年八月二十三日舉行的本公司股東周年大會，而董事會兼提名委員會主席羅方紅女士亦未能出席於二零一四年三月十日舉行的本公司股東特別大會。

本公司將於二零一四年八月二十五日舉行二零一四年股東周年大會。本公司最遲將於股東周年大會舉行前二十個完整營業日向股東寄發大會通告。

股東權利

任何於呈遞要求日期持有不少於本公司實繳股本(附有於本公司股東大會投票的權利)十分之一的股東將於任何時候有權向董事會或公司秘書發出書面要求(方法為將書面要求遞交至本公司的註冊辦事處及香港主要營業地點)，要求董事會召開股東特別大會(「股東特別大會」)以處理有關要求中指明的任何業務交易；而該大會應於呈遞該要求後兩(2)個月內舉行。書面要求必須列明股東大會的目的，由有關股東簽署，並可包括多份相同形式的文件，而每份文件由一名或以上該等股東簽署。倘要求屬妥善，則公司秘書將透過根據法定規定向全體已登記股東發出足夠通知要求董事會召開股東特別大會。反之，倘要求屬無效，則股東將獲通知有關結果，股東特別大會將因此不會應要求召開。



SHAREHOLDERS' RIGHTS (continued)

Shareholder(s) of the Company holding (i) not less than one-twentieth of the total voting rights of all shareholders having the right to vote at the general meeting; or (ii) not less than 100 shareholders, can submit a written request stating the resolution intended to be moved at the annual general meeting (the "AGM") or a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at a particular general meeting. The written request/statements must be signed by the shareholder(s) concerned and deposited at the Company's registered office and its principal office in Hong Kong for the attention of the Company Secretary, not less than six weeks before the AGM in the case of a requisition requiring notice of a resolution and not less than one week before the general meeting in the case of any other requisition. If the written request is in order, the Company Secretary will ask the Board (i) to include the resolution in the agenda for the AGM; or (ii) to circulate the statement for the general meeting, provided that the shareholder(s) concerned have deposited a sum of money reasonably determined by the Board sufficient to meet the Company's expenses in serving the notice of the resolution and/or circulating the statement submitted by the shareholder(s) concerned in accordance with the statutory requirements to all the registered shareholders. On the contrary, if the requisition is invalid or the Shareholder(s) concerned have failed to deposit sufficient money to meet the Company's expenses for the said purposes, the shareholder(s) concerned will be advised of this outcome and accordingly, the proposed resolution will not be included in the agenda for the AGM or the statement will not be circulated for the general meeting.

Shareholders and other stakeholders may at any time send their enquiries and concerns to the Board by addressing them to the Company Secretary by post, fax or email. The contact details are set out as below:

| | |
|---|---|
| Registered office: | Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda |
| Principal place of business in Hong Kong: | Suites 1003-1006, 10/F., Two Pacific Place, 88 Queensway, Hong Kong |
| Postal address: | Suites 1003-1006, 10/F., Two Pacific Place, 88 Queensway, Hong Kong |
| Tel: | 2248 0188 |
| Fax: | 2918 9931 |
| Email: | info@nannanlisted.com |

INVESTOR RELATIONS

During the year under review, there were no change in the Memorandum of Association and Bye-laws of the Company.

股東權利(續)

倘本公司有股東(i)於股東大會上持有全體股東之總投票權不少於二十分之一；或(ii)不少於一百名股東，則可提交要求書，列明擬於股東周年大會(「股東周年大會」)上動議之決議案，或提交一份不超過一千字之聲明，說明任何提呈之決議案所提述之事宜，或將於特定股東大會上處理之事宜。書面要求／陳述必須由相關股東簽署，並於股東周年大會舉行不少於六週前(倘要求需決議案通知)或股東大會舉行不少於一週前(倘為任何其他要求)寄交本公司註冊辦事處及香港主要辦公室，致本公司之公司秘書。倘書面要求妥當，公司秘書將要求董事會(i)將決議案載入股東周年大會議程；或(ii)傳閱股東大會陳述，惟相關股東須支付董事會釐定之合理金額費用，以便本公司根據法定要求向全體登記股東寄發決議案通知及／或向彼等傳閱相關股東提呈之陳述。倘要求無效，或相關股東未能支付足夠費用供本公司作出上述行動，則向相關股東告知此結果，而建議決議案將不會載入股東周年大會議程；或股東大會陳述將不會傳閱。

股東及其他本公司相關人士可於任何時間將彼等之查詢及對董事會之關注事項以郵寄、傳真或電郵之方式遞交至公司秘書。聯絡資料載列如下：

| | |
|-----------|--|
| 註冊辦事處： | Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda |
| 香港主要營業地點： | 香港金鐘道88號 太古廣場二座10樓 1003至1006室 |
| 郵寄地址： | 香港金鐘道88號 太古廣場二座10樓 1003至1006室 |
| 電話： | 2248 0188 |
| 傳真： | 2918 9931 |
| 電郵： | info@nannanlisted.com |

投資者關係

於回顧年度內，本公司的組織章程大綱及公司細則概無任何變動。

REPORT OF THE DIRECTORS

董事會報告



The directors of the Company present their report and the audited financial statements of the Company and the Group for the year ended 31 March 2014.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of the Company and its subsidiaries (the “Group”) are mining and sales of coal.

RESULTS AND DIVIDENDS

The Group’s results for the year ended 31 March 2014 and the state of affairs of the Company and the Group at that date are set out in the consolidated financial statements on pages 38 to 150. The directors of the Company do not recommend the payment of any dividend in respect of the year.

FIVE YEARS FINANCIAL SUMMARY

A summary of the published results, assets and liabilities, and non-controlling interests of the Group for the last five financial years, as extracted from the audited financial statements is set out on pages 151 to 152 of the annual report. This summary does not form part of the audited financial statements.

PROPERTY, PLANT AND EQUIPMENT

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

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company’s share capital and share options are set out in note 26(b) and 32 to the consolidated financial statements respectively.

CONVERTIBLE LOAN NOTES

Details of the convertible loan notes issued by the Company during the year are set out in note 27 to the consolidated financial statements.

本公司董事謹此提呈本公司及本集團截至二零一四年三月三十一日止年度之董事會報告及經審核財務報表。

主要業務

本公司為一間投資控股公司。本公司及其附屬公司(「本集團」)之主要業務為煤炭開採及銷售業務。

業績及股息

本集團截至二零一四年三月三十一日止年度之業績及本公司與本集團於該日之業務狀況載於第38至150頁之綜合財務報表內。本公司董事不建議就本年度派發任何股息。

五年財務摘要

本集團過去五個財政年度已公佈之業績、資產及負債以及非控股權益概要(摘錄自經審核財務報表)載於年報第151至152頁。此概要並不構成經審核財務報表一部分。

物業、廠房及設備

本集團年內之物業、廠房及設備變動詳情載於綜合財務報表附註16。

股本及購股權

本公司股本及購股權之變動詳情分別載於綜合財務報表附註26(b)及32。

可換股貸款票據

本公司於年內發行之可換股借貸票據詳情載於綜合財務報表附註27。



CONTINUING CONNECTED TRANSACTIONS

For the year ended 31 March 2014, the Company shared office premises with its immediate holding company China Sonangol International Limited and paid HK\$615,000 during the year (2013: HK\$510,000). In the opinion of the Board, the sharing of the office premises is on a fair and equitable cost allocation basis which is exempt from the reporting, annual review, announcement and independent shareholders' approval requirements as set out in rule 14A.33 of the Listing Rules.

MAJOR EVENTS

Progress of the Management Restructuring Plan and the Updated Restructuring Proposals

Pursuant to the instructions from the National Development and Reform Commission of the PRC, the Xinjiang Land Department had to plan for a management restructuring of seven different coal mines (including the Zexu Mine of the Company) in the Xiheishan Mining Area (i.e. the Management Restructuring Plan), consolidating some smaller mines together so as to increase the size efficiency (for details, please refer to the Company's announcement dated 11 November 2011). After being informed of this Management Restructuring Plan, the Board has requested our management in Xinjiang to conduct frequent meetings and negotiations with the Xinjiang Land Department and other relevant government authorities in order to protect the Company's interest in relation to the Exploration Permit of the Zexu Mine.

According to the letter dated 13 June 2012 issued by the Changji Administrative Bureau informing the updated status of the Management Restructuring Plan, the following Updated Restructuring Proposals in relation to the Company's Kaiyuan Mine and Zexu Mine have been submitted to the working group head office for coal industry structural upgrade work of Xinjiang Uygur Autonomous Region for consideration and approval:

1. The Company's Kaiyuan Mine would be restructured and upgraded, and the exploration right in the Zexu Mine granted to the Company would be terminated; and
2. The mining area of the Kaiyuan Mine, where the Company is now conducting mining activities, was proposed to be increased from 1.1596 square kilometers to 4.12 square kilometers, with the estimated coal resources of approximately 131.18 million tonnes.

持續關連交易

截至二零一四年三月三十一日止年度，本公司與其直接控股公司安中國際石油有限公司分用辦公室物業，於年內已付615,000港元(二零一三年：510,000港元)。董事會認為，辦公室物業按公平合理之成本分配基準分攤，獲豁免遵守根據上市規則第14A.33條所載之申報、年度審核、公告及獨立股東批准之規定。

主要事件

管理重組計劃及更新重組建議之最新情況

根據中國國家發展和改革委員會之指示，新疆國土資源廳需計劃對西黑山開採區內的七個不同煤礦(包括本公司澤旭煤礦)進行管理重組，即管理重組計劃，將部分小型煤礦整合從而增加規模效益(詳情見本公司日期為二零一一年十一月十一日的公告)。於獲知該項管理重組計劃後，董事會已要求在新疆之管理層與新疆國土資源廳及其他相關政府機關進行多次會面及磋商，以保障本公司澤旭煤礦礦產資源勘查許可證之利益。

根據昌吉管理局就管理重組計劃的最新情況所發出日期為二零一二年六月十三日之函件，下列有關本公司凱源煤礦及澤旭煤礦之更新重組建議已提呈新疆維吾爾自治區煤炭產業結構優化升級工作領導小組辦公室作審批：

1. 本公司之凱源煤礦將改造及升級，而授予本公司之澤旭煤礦勘探權將終止；及
2. 本公司正進行開採活動之凱源煤礦之開採面積建議由1.1596平方公里增至4.12平方公里，估計煤礦資源約為131.18百萬噸。



MAJOR EVENTS (continued)

Progress of the Management Restructuring Plan and the Updated Restructuring Proposals (continued)

As at the date hereof, the Company has still not yet received any written notification from any Xinjiang government department on the updated status of the approval process of the Updated Restructuring Proposals.

As stated in the Company's announcement dated 21 March 2014, the Exploration Permit of the Zexu Mine of the Company has originally expired on 20 February 2014. Concerned that the Company's position and rights in the Management Restructuring Plan might be compromised since the Updated Restructuring Proposals had still not then been approved by the Xinjiang Uygur Autonomous Region Government, the Company through its Xinjiang staff has continued to make informal representations to Chinese officials urging them to exercise their administrative discretion to renew the Exploration Permit. Eventually, on 19 March 2014, the Company obtained a renewal permit from Xinjiang Land Department granting the renewal of the Exploration Permit from 25 February 2014 to 25 February 2016.

The Company will continue to follow up the approval process of the Updated Restructuring Proposals, in order to protect the interest of the Company in Kaiyuan Mine and Zexu Mine.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the By-laws of the Company or the laws of Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

主要事件(續)

管理重組計劃及更新重組建議之最新情況(續)

截至目前，本公司仍未接獲新疆政府部門就更新重組建議批准進度最新情況作出之任何書面通知。

根據本公司於二零一四年三月二十一日發出的公告，本公司之澤旭煤礦礦產資源勘查許可證原已於二零一四年二月二十日屆滿。由於更新重組建議當時尚未獲新疆維吾爾自治區政府批准，本公司可能須就其於管理重組計劃中之地位及權利作出妥協，因此本公司已透過其新疆員工向中國官員保持非正式陳述，要求行使其行政酌情權重續礦產資源勘查許可證。結果，於二零一四年三月十九日，本公司獲新疆國土資源廳重續礦產資源勘查許可證，批准礦產資源勘查許可證由二零一四年二月二十五日重續至二零一六年二月二十五日。

本公司將會繼續跟進更新重組建議批准進度，以保障本公司於凱源煤礦及澤旭煤礦之利益。

優先購買權

本公司之公司細則或百慕達法例並無有關優先購買權之條文，以致本公司必須向其現有股東按比例發行新股份。



PURCHASE, SALE OR REDEMPTION OF SHARES

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

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 26(a) to the consolidated financial statements and in the consolidated statements of changes in equity respectively.

DISTRIBUTABLE RESERVES

At 31 March 2014, the Company had no retained profits available for cash distribution and/or distribution in specie. Under the Companies Act 1981 of Bermuda, the Company's contributed surplus of HK\$128,013,000 may be distributed under certain circumstances. In addition, the Company's share premium account with a balance of HK\$191,534,600 may be distributed in the form of fully paid bonus shares.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2014, sales to the Group's five largest customers accounted for 42.6% of the total sales for the year and sales to the largest customer included therein amounted to 14.1%. Purchases of goods and services from the Group's five largest suppliers accounted for 100.0% of the total purchases for the year and purchases from the largest supplier included therein amounted to 36.2%.

DIRECTORS

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

Executive directors:

Lo Fong Hung (Chairperson and Managing Director)
Wang Xiangfei
Kwan Man Fai

Independent non-executive directors:

Wong Man Hin, Raymond
Lam Ka Wai, Graham
Chan Yiu Fai, Youdey

In accordance with bye-law 87 of the Company's Bye-laws, Ms. Lo Fong Hung and Mr. Lam Ka Wai, Graham will retire by rotation and be eligible for re-election at the forthcoming annual general meeting.

購入、出售或贖回股份

本公司或其任何附屬公司於年內概無購入、出售或贖回本公司任何股份。

儲備

本公司及本集團於年內之儲備變動詳情分別載於綜合財務報表附註26(a)及綜合權益變動表。

可供分派儲備

於二零一四年三月三十一日，本公司並無可作現金分派及／或實物分派之保留溢利。根據百慕達一九八一年公司法，本公司之繳入盈餘為128,013,000港元，於若干情況下可供分派。此外，本公司之股份溢價賬結餘為191,534,600港元，可以繳足紅股形式分派。

主要客戶及供應商

於截至二零一四年三月三十一日止年度內，本集團五大客戶之銷售額佔全年總銷售額42.6%，而當中最大客戶之銷售額則佔14.1%。本集團五大供應商之貨品及服務採購額佔全年總採購額100.0%，而當中最大供應商之採購額則佔36.2%。

董事

以下為年內及截至本報告日期之本公司董事：

執行董事：

羅方紅(主席兼董事總經理)
王翔飛
關文輝

獨立非執行董事：

黃文顯
林家威
陳耀輝

按照本公司之公司細則第87條規定，羅方紅女士及林家威先生將輪值退任，並符合資格於應屆股東周年大會重選連任。



BIOGRAPHY OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 13 and 15 of the annual report.

DIRECTORS' SERVICE CONTRACTS

No director of the Company proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS

No director of the Company had a significant beneficial interest, either direct or indirect, in any contract of significance to the business of the Group to which the Company or any its subsidiaries was a party at any time during the year ended 31 March 2014.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 March 2014, the interests of the directors and chief executives of the Company in the shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register kept by the Company pursuant to section 352 of the SFO or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers were as follows:

Long position

Interests in an associated corporation of the Company

| Name of Directors 董事姓名 | Name of associated corporation 相聯法團名稱 | Nature of interest 權益性質 | Number of shares interested 持有權益之股份數目 | Approximate percentage of the issued share capital 佔已發行股本概約百分比 |
|---|--|---|--|---|
| Ms. Lo Fong Hung (Note 1) 羅方紅女士 (附註1) | New Bright International Development Limited 創輝國際發展有限公司 | Interests of controlled corporation 受控制法團之權益 | 3,000 (L) | 30% |
| Mr. Wang Xiangfei (Note 2) 王翔飛先生 (附註2) | New Bright International Development Limited 創輝國際發展有限公司 | Interests of controlled corporation 受控制法團之權益 | 3,000 (L) | 30% |

(L) denotes as long position

董事及高級管理人員簡歷

本公司董事及本集團高級管理人員簡歷詳情載於年報第13至15頁。

董事服務合約

本公司並無與擬於應屆股東周年大會上重選連任之本公司董事訂立任何不可由本公司於一年內無償終止(法定補償除外)之服務合約。

董事合約權益

本公司董事概無於本公司或其任何附屬公司於截至二零一四年三月三十一日止年度內任何時間所訂立與本集團業務有重大關連之任何合約中，擁有任何直接或間接重大實益權益。

董事及主要行政人員於股份及相關股份之權益

於二零一四年三月三十一日，本公司董事及主要行政人員於本公司或其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份中，擁有本公司根據證券及期貨條例第352條須記入該條所指登記冊之權益；或根據上市發行人董事進行證券交易之標準守則須另行知會本公司及聯交所之權益如下：

好倉

於本公司相聯法團之權益

(L) 指好倉



DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND UNDERLYING SHARES (continued)

Notes:

- Ms. Lo Fong Hung ("Ms. Lo") is interested in 3,000 shares in New Bright International Development Limited ("New Bright"), representing 30% of the issued share capital of New Bright, which currently owns 70% shareholding interests in China Sonangol International Limited ("China Sonangol"). China Sonangol is the holding company of Ascent Goal Investments Limited ("Ascent Goal"), and the controlling shareholder of the Company. The shareholding interests of Ascent Goal is set out in the section headed "Substantial Shareholders" of this report.
- Mr. Wang Xiangfei is the husband of Ms. Lo and is deemed to be interested in 3,000 shares of New Bright under the SFO.
- Ms. Lo, an executive director of the Company, owns 30% of the issued share capital of New Bright which in turn is interested in 70% of China Sonangol. China Sonangol is the holding company of Ascent Goal. Thus, Ms. Lo has an attributable interest in 569,616,589 shares of the Company and a HK\$200,000,000 convertible bond giving rise to an interest in 1,000,000,000 underlying shares of the Company.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under note 32 to the consolidated financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

SHARE OPTION SCHEME

Particulars of the Company's share option scheme are set out in note 32 to the consolidated financial statements.

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2014, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO showed that other than the interests disclosed above in respect of certain directors and chief executives, the following shareholders had notified the Company of the relevant interests in the issued share capital of the Company.

董事及主要行政人員於股份及相關股份之權益(續)

附註：

- 羅方紅女士(「羅女士」)擁有創輝國際發展有限公司(「創輝」)3,000股股份權益，相當於創輝已發行股本30%，而創輝目前擁有安中國際石油有限公司(「安中國際」)70%持股權益。安中國際為本公司控股股東，以及晉標投資有限公司(「晉標」)之控股公司。晉標之持股權益載於本報告「主要股東」一節。
- 王翔飛先生為羅女士之丈夫，故根據證券及期貨條例被視為擁有3,000股創輝股份之權益。
- 本公司執行董事羅女士擁有創輝已發行股本30%，而創輝擁有安中國際70%權益。安中國際為晉標之控股公司。因此，羅女士於本公司569,616,589股股份及於涉及1,000,000,000股本公司相關股份權益之200,000,000港元可換股債券中擁有應佔權益。

董事購買股份或債券之權利

除綜合財務報表附註32所披露者外，於年內任何時間，任何董事、彼等各自之配偶或十八歲以下子女並無獲授任何透過購入本公司股份或債券而獲利之權利，亦無行使任何該等權利；而本公司或其任何附屬公司概無訂立任何安排，致使董事可藉以獲得任何其他法人團體之該等權利。

購股權計劃

本公司購股權計劃之詳情載於綜合財務報表附註32。

主要股東

於二零一四年三月三十一日，本公司根據證券及期貨條例第336條所存置主要股東名冊顯示，除上文所披露有關若干董事及主要行政人員之權益外，下列股東已知會本公司彼等於本公司已發行股本之有關權益。



SUBSTANTIAL SHAREHOLDERS (continued)
Long positions in shares or underlying shares of the Company

主要股東(續)
於本公司股份或相關股份之好倉

| Name of Shareholders 股東名稱 | Notes 附註 | Nature of interest 權益性質 | Number of shares held 所持股份數目 | Number of underlying shares held 所持相關 股份數目 | Total number of shares and underlying shares held 所持股份及 相關股份總數 | Approximate percentage of the issued share capital of the Company (Note 6) 佔本公司 已發行股本 概約百分比 (附註6) |
|---------------------------------------|-------------|--|------------------------------------|--|---|---|
| Ascent Goal 晉標 | 1,4 | Beneficial owner 實益擁有人 | 569,616,589 | 1,000,000,000 | 1,569,616,589 | 205.08% |
| China Sonangol 安中國際 | 2,4 | Interests of controlled corporation 受控制法團之權益 | 569,616,589 | 1,000,000,000 | 1,569,616,589 | 205.08% |
| New Bright 創輝 | 2,4 | Interests of controlled corporation 受控制法團之權益 | 569,616,589 | 1,000,000,000 | 1,569,616,589 | 205.08% |
| Ms. Fung Yuen Kwan, Veronica 馮婉筠女士 | 3,4 | Interests of controlled corporation 受控制法團之權益 | 569,616,589 | 1,000,000,000 | 1,569,616,589 | 205.08% |
| Africa Israel Investments Ltd | 5 | Beneficial owner 實益擁有人 | 45,000,000 | – | 45,000,000 | 5.88% |
| Mr. Lev Leviev Lev Leviev先生 | 5 | Beneficial owner 實益擁有人 | 1,000,000 | – | 1,000,000 | 0.13% |
| | 5 | Interests of controlled corporation 受控制法團之權益 | 74,000,000 | – | 74,000,000 | 9.67% |



SUBSTANTIAL SHAREHOLDERS (continued)

Long positions in shares or underlying shares of the Company (continued)

Notes:

- Ascent Goal was directly interested in 569,616,589 shares and a further 1,000,000,000 underlying shares which may be fully allotted and issued if the convertible bond are converted at the conversion price of HK\$0.20. These 1,569,616,589 shares were held by Ascent Goal directly as beneficial owner. It includes (i) interests in 569,616,589 shares and (ii) the convertible bond giving rise to an interest in 1,000,000,000 underlying shares.
- Since Ascent Goal is a wholly-owned subsidiary of China Sonangol which is beneficially owned as to 70% by New Bright, the interests of Ascent Goal is deemed to be the interests of China Sonangol and in turn the interests of New Bright under the SFO.
- Ms. Fung Yuen Kwan, Veronica is deemed to have interests in the shares and underlying shares through her 70% interest in New Bright.
- The 569,616,589 shares and 1,000,000,000 underlying shares under the convertible bond represent 74.42% and 130.66% of the existing issued share capital of the Company respectively, thus the total of 569,616,589 shares and 1,000,000,000 underlying shares represents 205.08% of the existing issued share capital of the Company. The conversion rights attaching to the convertible bond will not be exercised and the Company will not issue the conversion shares if, immediately following the conversion, the Company would be unable to meet the public float requirement under the Listing Rules.
- For the shares held by Mr. Lev Leviev, of these shares, 45,000,000 shares were held by Africa Israel Investments Ltd, a company controlled by Mr. Lev Leviev through his 74.89% interests in Africa Israel Investments Ltd; 29,000,000 shares were held by Memorand Management (1998) Ltd, a company controlled by Mr. Lev Leviev through his 99% interests in Memorand Ltd.; and 1,000,000 shares were held by Mr. Lev Leviev directly.
- The approximate percentage of shareholdings is based on 765,373,584 shares as at 31 March 2014, not the enlarged issued share capital of the Company upon full conversion of the convertible bond.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

No director of the Company had interests in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group, as defined in the Listing Rules, during the year and up to the date of this report.

主要股東(續)

於本公司股份或相關股份之好倉(續)

附註：

- 晉標於569,616,589股股份中擁有直接權益，並於可換股債券按轉換價0.20港元轉換時可能全面配發及發行之額外1,000,000,000股相關股份中擁有直接權益。該1,569,616,589股股份由晉標作為實益擁有人直接持有，包括(i)於569,616,589股股份之權益；及(ii)涉及1,000,000,000股相關股份權益之可換股債券。
- 由於晉標為安中國際之全資附屬公司，而安中國際由創輝實益擁有70%，故根據證券及期貨條例，晉標之權益被視為安中國際之權益，繼而被視為創輝之權益。
- 馮婉筠女士因擁有創輝70%權益而被視為擁有股份及相關股份之權益。
- 該569,616,589股股份及可換股債券項下1,000,000,000股相關股份分別相當於本公司現有已發行股本之74.42%及130.66%，因此，該569,616,589股股份及1,000,000,000股相關股份合共相當於本公司現有已發行股本之205.08%。倘緊隨兌換後，本公司未能達到上市規則之公眾持股量規定，則可換股債券附帶之兌換權將不予行使，而本公司亦將不會發行兌換股份。
- 就Lev Leviev先生所持有股份而言，該等股份中之45,000,000股股份由Lev Leviev先生於其中擁有74.89%權益及受其控制之Africa Israel Investments Ltd持有；29,000,000股股份則由Lev Leviev先生於其中擁有99%權益之Memorand Ltd所控制公司Memorand Management (1998) Ltd持有；而1,000,000股股份則由Lev Leviev先生直接持有。
- 股權概約百分比根據於二零一四年三月三十一日之765,373,584股股份計算，而非根據於可換股債券獲悉數兌換後本公司之經擴大已發行股本計算。

董事於競爭業務之權益

於年內及截至本報告日期，本公司董事概無於與本集團業務直接或間接構成競爭或可能構成競爭之業務(定義見上市規則)中擁有權益。



PUBLIC FLOAT

As at the date of this report, based on the information publicly available to the Company and within the knowledge of the directors of the Company, over 25% of the issued share capital of the Company was held by the public as required under the Listing Rules.

CONFIRMATION OF INDEPENDENCE

The company has received from each of the independent non-executive directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers all the independent non-executive directors to be independent.

AUDITOR

Crowe Horwath (HK) CPA Limited was appointed as auditor of the Company in 2011 upon the retirement of SHINEWING (HK) CPA Limited.

Crowe Horwath (HK) CPA Limited will retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of Crowe Horwath (HK) CPA Limited as auditor of the Company is to be proposed at the forthcoming annual general meeting.

On Behalf of the Board

Lo Fong Hung

Chairperson and Managing Director

Hong Kong, 17 June 2014

公眾持股量

按本公司所取得公開資料及據本公司董事所知，於本報告日期，公眾人士持有本公司已發行股本超過25%，符合上市規則所規定。

確認獨立身分

本公司已接獲各獨立非執行董事根據上市規則第3.13條就其獨立身分所作出年度確認，並認為所有獨立非執行董事均為獨立人士。

核數師

於二零一一年，國富浩華(香港)會計師事務所有限公司於信永中和(香港)會計師事務所有限公司退任後獲委任為本公司核數師。

國富浩華(香港)會計師事務所有限公司將退任並符合資格重新獲委任。一項重新委任國富浩華(香港)會計師事務所有限公司為本公司核數師之決議案將於應屆股東周年大會上提呈。

代表董事會

羅方紅

主席兼董事總經理

香港，二零一四年六月十七日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



國富浩華 (香港) 會計師事務所有限公司
Crowe Horwath (HK) CPA Limited
Member Crowe Horwath International

香港銅鑼灣禮頓道77號禮頓中心9樓
9/F Leighton Centre,
77 Leighton Road,
Causeway Bay, Hong Kong

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF NAN NAN RESOURCES ENTERPRISE LIMITED

(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Nan Nan Resources Enterprise Limited ("the Company") and its subsidiaries (together "the Group") set out on pages 38 to 150, which comprise the consolidated and company statements of financial position as at 31 March 2014, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and 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 (the "HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

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

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the HKICPA. 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.

致南南資源實業有限公司股東之獨立核數師 報告

(於百慕達註冊成立之有限公司)

我們已完成審核第38至150頁所載南南資源實業有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，其中包括於二零一四年三月三十一日之綜合及公司財務狀況表及截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及主要會計政策概要及其他說明附註。

董事就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則及香港公司條例之披露規定編製及真實而公平地列報之綜合財務報表，並負責董事確認屬必要之有關內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。

核數師之責任

我們的責任是根據我們的審核對該等綜合財務報表發表意見，我們的報告僅按照百慕達公司法第90條，為股東(作為一個團體)而編製，並不為其他任何目的。我們並不就本報告之內容對任何其他人士承擔任何義務或責任。

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



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 judgement, 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 31 March 2014, and of the Group's loss 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 Hong Kong Companies Ordinance.

Crowe Horwath (HK) CPA Limited
Certified Public Accountants
Betty P.C. Tse
Practising Certificate Number P03024

Hong Kong, 17 June 2014

審核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之審核憑證。所選取之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與公司編製及真實而公平地列報綜合財務報表相關之內部控制，以設計按適當情況之審核程序，但並非為對公司內部控制之成效發表意見。審核亦包括評價董事所採用之會計政策之合適性及所作出之會計估計之合理性，以及評價綜合財務報表之整體列報方式。

我們相信，我們所獲得的審核憑證足以適當地為我們之審核意見提供基礎。

意見

我們認為，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 貴集團於二零一四年三月三十一日之業務狀況以及 貴集團截至該日止年度之虧損及現金流量，並已根據香港公司條例之披露規定妥善編製。

國富浩華(香港)會計師事務所有限公司
執業會計師
謝寶珠
執業證書編號P03024

香港，二零一四年六月十七日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 March 2014
截至二零一四年三月三十一日止年度

| | | NOTES 附註 | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
|--|------------------|-------------|----------------------------------|----------------------------------|
| Turnover | 營業額 | 6 | 123,100 | 165,041 |
| Cost of sales | 銷售成本 | | (100,836) | (136,031) |
| Gross profit | 毛利 | | 22,264 | 29,010 |
| Other revenue | 其他收益 | 7 | 3,403 | 2,822 |
| Impairment loss on intangible assets | 無形資產減值虧損 | 17 | – | (49,928) |
| Selling and distribution expenses | 銷售及分銷費用 | | (774) | (1,126) |
| Administrative and other operating expenses | 行政及其他經營費用 | | (23,491) | (21,769) |
| Finance costs | 融資成本 | 9 | – | (23) |
| Change in fair value of convertible loan notes | 可換股貸款票據之公平值變動 | 27 | (15,373) | 24,031 |
| Loss before tax | 除稅前虧損 | | (13,971) | (16,983) |
| Income tax credit | 所得稅抵免 | 10 | 515 | 6,803 |
| Loss for the year | 年內虧損 | 11 | (13,456) | (10,180) |
| Other comprehensive income | 其他全面收入 | | | |
| Items that may be reclassified subsequently to profit or loss: | 其後可能重新分類至損益之項目： | | | |
| Exchange difference on translation of functional currency to presentation currency | 換算功能貨幣為呈列貨幣之匯兌差額 | | 3,235 | 1,079 |
| Other comprehensive income for the year, net of nil tax | 年內其他全面收入，扣除零稅項 | | 3,235 | 1,079 |
| Total comprehensive loss for the year | 年內全面虧損總額 | | (10,221) | (9,101) |
| Loss for the year attributable to: | 以下人士應佔年內虧損： | | | |
| – Owners of the Company | – 本公司擁有人 | | (13,456) | (10,180) |
| Total comprehensive loss for the year attributable to: | 以下人士應佔年內全面虧損總額： | | | |
| – Owners of the Company | – 本公司擁有人 | | (10,221) | (9,101) |
| Loss per share (expressed in Hong Kong cents) | 每股虧損 (以港仙呈列) | | | |
| – Basic | – 基本 | 14 | (1.76) | (1.33) |
| – Diluted | – 攤薄 | 14 | (1.76) | (1.98) |

The notes on pages 46 to 150 form an integral part of these financial statements.

列載於第46至150頁之附註構成該等財務報表之一部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 March 2014
於二零一四年三月三十一日

| | | NOTES | 2014 | 2013 |
|--|---|-------|----------|-----------|
| | | 附註 | 二零一四年 | 二零一三年 |
| | | | HK\$'000 | HK\$'000 |
| | | | 千港元 | 千港元 |
| Non-current assets | 非流動資產 | | | |
| Property, plant and equipment | 物業、廠房及設備 | 16 | 22,196 | 21,215 |
| Intangible assets | 無形資產 | 17 | 73,242 | 71,877 |
| Goodwill | 商譽 | 18 | – | – |
| Security deposit | 保證按金 | 19 | 3,645 | 2,820 |
| Deferred tax assets | 遞延稅項資產 | 29 | – | 3,786 |
| | | | 99,083 | 99,698 |
| Current assets | 流動資產 | | | |
| Inventories | 存貨 | 21 | 13,600 | 68,277 |
| Trade and other receivables | 應收貨款及 其他應收款項 | 22 | 1,805 | 2,952 |
| Cash and cash equivalents | 現金及現金等值項目 | 24 | 319,460 | 255,620 |
| | | | 334,865 | 326,849 |
| Current liabilities | 流動負債 | | | |
| Trade and other payables | 應付貨款及 其他應付款項 | 25 | 49,616 | 38,302 |
| Tax payable | 應付稅項 | | 2,397 | 4,085 |
| Convertible loan notes designated as financial liabilities at fair value through profit or loss | 指定為按公平值列賬 並在損益內處理之 金融負債之 可換股貸款票據 | 27 | – | 189,858 |
| | | | (52,013) | (232,245) |
| Net current assets | 流動資產淨值 | | 282,852 | 94,604 |
| Total assets less current liabilities | 總資產減流動負債 | | 381,935 | 194,302 |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

As at 31 March 2014
於二零一四年三月三十一日



| | | NOTES 附註 | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
|---|-------------------------------|-------------|----------------------------------|----------------------------------|
| Capital and reserves | 股本及儲備 | | | |
| Share capital | 股本 | 26 | 76,537 | 76,537 |
| Reserves | 儲備 | | 87,616 | 97,837 |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | | 164,153 | 174,374 |
| Non-current liabilities | 非流動負債 | | | |
| Convertible loan notes designated as financial liabilities at fair value through profit or loss | 指定為按公平值列賬並在損益內處理之金融負債之可換股貸款票據 | 27 | 205,231 | — |
| Provision for close down, restoration and environmental costs | 關閉、復墾及環境成本撥備 | 28 | 1,996 | 1,959 |
| Deferred tax liabilities | 遞延稅項負債 | 29 | 10,555 | 17,969 |
| | | | 217,782 | 19,928 |
| | | | 381,935 | 194,302 |

Approved and authorised for issue by the board of directors on 17 June 2014.

於二零一四年六月十七日由董事會批准及授權刊發。

On behalf of the board

代表董事會

Lo Fong Hung
羅方紅
Director
董事

Wang Xiangfei
王翔飛
Director
董事

The notes on pages 46 to 150 form an integral part of these financial statements.

列載於第46至150頁之附註構成該等財務報表之一部分。

STATEMENT OF FINANCIAL POSITION

財務狀況表

As at 31 March 2014
於二零一四年三月三十一日

| | NOTES 附註 | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
|---|---|----------------------------------|----------------------------------|
| Non-current assets | 非流動資產 | | |
| Property, plant and equipment | 物業、廠房及設備 | 740 | 1,189 |
| Investments in subsidiaries | 於附屬公司之投資 | – | – |
| | | 740 | 1,189 |
| Current assets | 流動資產 | | |
| Amounts due from subsidiaries | 應收附屬公司款項 | 153,747 | 153,722 |
| Other receivables | 其他應收款項 | 227 | 552 |
| Cash and cash equivalents | 現金及現金等值項目 | 192,047 | 199,515 |
| | | 346,021 | 353,789 |
| Current liabilities | 流動負債 | | |
| Other payables and accruals | 其他應付款項及 應計費用 | 1,407 | 1,192 |
| Convertible loan notes designated as financial liabilities at fair value through profit or loss | 指定為按公平值列賬 並在損益內處理之 金融負債之可換股 貸款票據 | – | 189,858 |
| | | (1,407) | (191,050) |
| Net current assets | 流動資產淨值 | 344,614 | 162,739 |
| Total assets less current liabilities | 總資產減流動負債 | 345,354 | 163,928 |
| Capital and reserves | 股本及儲備 | | |
| Share capital | 股本 | 76,537 | 76,537 |
| Reserves | 儲備 | 63,586 | 87,391 |
| | | 140,123 | 163,928 |
| Non-current liabilities | 非流動負債 | | |
| Convertible loan notes designated as financial liabilities at fair value through profit or loss | 指定為按公平值列賬 並在損益內處理之 金融負債之可換股 貸款票據 | 205,231 | – |
| | | 345,354 | 163,928 |

Approved and authorised for issue by the board of directors on 17 June 2014.

On behalf of the board

Lo Fong Hung
羅方紅
Director
董事

於二零一四年六月十七日由董事會批准及授權刊發。

代表董事會

Wang Xiangfei
王翔飛
Director
董事

The notes on pages 46 to 150 form an integral part of these financial statements.

列載於第46至150頁之附註構成該等財務報表之一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 March 2014
截至二零一四年三月三十一日止年度

Attributable to owners of the Company

本公司擁有人應佔

| | | Share capital | Share premium | Capital reserve | Statutory reserves | Exchange translation reserve | Special reserve | Accumulated losses | Total |
|--|------------------|---------------|----------------|-----------------|--------------------|------------------------------|-----------------|--------------------|----------|
| | | 股本 | 股份溢價 | 資本儲備 | 法定儲備 | 匯兌儲備 | 特別儲備 | 累計虧損 | 總額 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| | | | (note 26 a(i)) | (note 26 a(ii)) | (note 26 a(iii)) | (note 26 a(iv)) | (note 26 a(v)) | | |
| | | | (附註 26 a(i)) | (附註 26 a(ii)) | (附註 26 a(iii)) | (附註 26 a(iv)) | (附註 26 a(v)) | | |
| At 1 April 2012 | 於二零一二年四月一日 | 76,537 | 191,534 | 14,882 | 6,636 | 14,051 | 27,143 | (147,308) | 183,475 |
| Loss for the year | 年內虧損 | - | - | - | - | - | - | (10,180) | (10,180) |
| Exchange difference on translation of functional currency to presentation currency | 換算功能貨幣為呈列貨幣之匯兌差額 | - | - | - | - | 1,079 | - | - | 1,079 |
| Total other comprehensive income for the year | 年內其他全面收入總額 | - | - | - | - | 1,079 | - | - | 1,079 |
| Total comprehensive loss for the year | 年內全面虧損總額 | - | - | - | - | 1,079 | - | (10,180) | (9,101) |
| Transfer | 轉撥 | - | - | - | 2,849 | - | - | (2,849) | - |
| Appropriation of maintenance and production funds | 維修及生產基金之分配 | - | - | - | 28,745 | - | - | (28,745) | - |
| Utilisation of maintenance and production funds | 維修及生產基金之動用 | - | - | - | (28,745) | - | - | 28,745 | - |
| At 31 March 2013 | 於二零一三年三月三十一日 | 76,537 | 191,534 | 14,882 | 9,485 | 15,130 | 27,143 | (160,337) | 174,374 |

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 綜合權益變動表

For the year ended 31 March 2014
截至二零一四年三月三十一日止年度

Attributable to owners of the Company

本公司擁有人應佔

| | | Share capital | Share premium | Capital reserve | Statutory reserves | Exchange translation reserve | Special reserve | Accumulated losses | Total |
|---|----------------------|------------------|-------------------|--------------------|-----------------------|------------------------------------|--------------------|-----------------------|----------|
| | | 股本 | 股份溢價 | 資本儲備 | 法定儲備 | 匯兌儲備 | 特別儲備 | 累計虧損 | 總額 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| | | | (note 26 a(i)) | (note 26 a(ii)) | (note 26 a(iii)) | (note 26 a(iv)) | (note 26 a(v)) | | |
| | | | (附註 26 a(i)) | (附註 26 a(ii)) | (附註 26 a(iii)) | (附註 26 a(iv)) | (附註 26 a(v)) | | |
| At 1 April 2013 | 於二零一三年四月一日 | 76,537 | 191,534 | 14,882 | 9,485 | 15,130 | 27,143 | (160,337) | 174,374 |
| Loss for the year | 年內虧損 | - | - | - | - | - | - | (13,456) | (13,456) |
| Exchange difference on translation of functional currency to presentation currency | 換算功能貨幣為呈列 貨幣之匯兌差額 | - | - | - | - | 3,235 | - | - | 3,235 |
| Total other comprehensive income for the year | 年內其他全面 收入總額 | - | - | - | - | 3,235 | - | - | 3,235 |
| Total comprehensive loss for the year | 年內全面虧損總額 | - | - | - | - | 3,235 | - | (13,456) | (10,221) |
| Transfer | 轉撥 | - | - | - | 376 | - | - | (376) | - |
| At 31 March 2014 | 於二零一四年 三月三十一日 | 76,537 | 191,534 | 14,882 | 9,861 | 18,365 | 27,143 | (174,169) | 164,153 |

The notes on pages 46 to 150 form an integral part of these financial statements.

列載於第46至150頁之附註構成該等財務報表之一部分。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 March 2014
截至二零一四年三月三十一日止年度



| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
|---|--|----------------------------------|----------------------------------|
| Operating activities | 經營業務 | | |
| Loss before tax | 除稅前虧損 | (13,971) | (16,983) |
| Adjustments for: | 就下列項目作調整： | | |
| Depreciation of property, plant and equipment | 物業、廠房及設備 折舊 | 4,512 | 4,053 |
| Amortisation of intangible assets | 無形資產攤銷 | - | 12,798 |
| Impairment loss on intangible assets | 無形資產減值 虧損 | - | 49,928 |
| (Reversal of write down)/write down of inventories | 存貨(撇減撥回)/ 撇減 | (1,877) | 15,058 |
| Fair value change in convertible loan notes designated at fair value through profit or loss | 指定為按公平值列賬 並在損益內處理之 可換股貸款票據之 公平值變動 | 15,373 | (24,031) |
| Loss on disposal of property, plant and equipment | 出售物業、廠房及 設備之虧損 | 116 | - |
| Net exchange loss | 匯兌虧損淨額 | 197 | 65 |
| Interest expenses | 利息開支 | - | 23 |
| Interest income | 利息收入 | (3,209) | (2,599) |
| Operating cash flow before movements in working capital | 營運資金變動前之經營 現金流量 | 1,141 | 38,312 |
| Decrease/(increase) in inventories | 存貨減少/(增加) | 57,763 | (44,442) |
| Decrease in trade and other receivables | 應收貨款及其他應收 款項減少 | 1,188 | 2,112 |
| Increase in trade and other payables | 應付貨款及其他應付 款項增加 | 10,587 | 11,393 |
| Decrease in amount due to an intermediate holding company | 應付一間中介控股公司 款項減少 | - | (40) |
| Cash generated from operations | 經營業務所得現金 | 70,679 | 7,335 |
| Income tax paid | 已付所得稅 | (5,147) | (9,236) |
| Net cash generated from/(used in) operating activities | 經營業務所得/ (所用)現金淨額 | 65,532 | (1,901) |

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 March 2014
截至二零一四年三月三十一日止年度

| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
|--|--------------------------------|----------------------------------|----------------------------------|
| Investing activities | 投資業務 | | |
| Additions of property, plant and equipment | 添置物業、廠房及設備 | (5,652) | (958) |
| Additions of exploration and evaluation assets | 添置勘探及評估資產 | – | (1,659) |
| Proceeds from disposal of property, plant and equipment | 出售物業、廠房及設備所得款項 | 446 | – |
| Interest received | 已收利息 | 3,209 | 2,599 |
| Increase in security deposit | 保證按金增加 | 771 | – |
| Net cash used in investing activities | 投資業務所用現金淨額 | (2,768) | (18) |
| Financing activities | 融資業務 | | |
| Interest paid | 已付利息 | – | (23) |
| Net cash used in financing activities | 融資業務所用現金淨額 | – | (23) |
| Net increase/(decrease) in cash and cash equivalents | 現金及現金等值項目之增加/(減少)淨額 | 62,764 | (1,942) |
| Cash and cash equivalents at beginning of year | 年初之現金及現金等值項目 | 255,620 | 257,246 |
| Effect on foreign exchange rate changes | 匯率變動之影響 | 1,076 | 316 |
| Cash and cash equivalents at end of year, represented by bank balances and cash | 年終之現金及現金等值項目，可分為銀行結存及現金 | 319,460 | 255,620 |

The notes on pages 46 to 150 form an integral part of these financial statements.

列載於第46至150頁之附註構成該等財務報表之一部分。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 March 2014 (Express in thousands of Hong Kong dollars)
截至二零一四年三月三十一日止年度(以千港元為單位)



1. GENERAL

Nan Nan Resources Enterprise Limited (the “Company”) was incorporated in Bermuda as an exempted company with limited liability. The shares of the Company are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). In the opinion of the directors, the Group’s parent company is Ascent Goal Investments Limited (“Ascent Goal”), a company incorporated in the British Virgin Islands with limited liability and the Group’s ultimate holding company is New Bright International Development Limited (“New Bright”), a company incorporated in Hong Kong with limited liability. Its ultimate controlling party is Ms. Fung Yuen Kwan, Veronica.

The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section of the annual report.

The functional currency of the Company is Renminbi (“RMB”). The consolidated financial statements are presented in Hong Kong dollars (“HK\$”) for the convenience of the shareholders as the Company is listed in Hong Kong.

The Company is an investment holding company. The subsidiaries of the Company are principally engaged in mining and sales of coal.

2. CHANGE IN ACCOUNTING POLICIES

In the current year, the Group has applied the following new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA.

| | |
|---|--|
| Amendments to HKFRSs | Annual Improvements to HKFRSs 2009-2011 Cycle |
| Amendments to HKAS 1 | Presentation of Items of Other Comprehensive Income |
| Amendments to HKFRS 7 | Disclosures – Offsetting Financial Assets and Financial Liabilities |
| Amendments to HKFRS 10, HKFRS 11 and HKFRS 12 | Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance |
| HKFRS 10 | Consolidated Financial Statements |
| HKFRS 11 | Joint Arrangements |
| HKFRS 12 | Disclosure of Interests in Other Entities |
| HKFRS 13 | Fair Value Measurement |
| HKAS 19 (as revised in 2011) | Employee Benefits |
| HKAS 27 (as revised in 2011) | Separate Financial Statements |

1. 一般資料

南南資源實業有限公司(「本公司」)於百慕達註冊成立為一間受豁免之有限公司。本公司股份在香港聯合交易所有限公司(「聯交所」)上市。董事認為，本集團之母公司為於英屬處女群島註冊成立之有限公司晉標投資有限公司(「晉標」)，而本集團之最終控股公司則為於香港註冊成立之有限公司創輝國際發展有限公司(「創輝」)，其最終控制方為馮婉筠女士。

本公司註冊辦事處及主要營業地點之地址均於年報之公司資料中披露。

本公司之功能貨幣為人民幣(「人民幣」)。由於本公司於香港上市，為方便股東，綜合財務報表以港元(「港元」)呈列。

本公司為投資控股公司。本公司之附屬公司之主要業務為煤炭開採及銷售。

2. 會計政策變動

於本年度，本集團已應用以下由香港會計師公會所頒佈之新訂及經修訂香港財務報告準則(「香港財務報告準則」)。

| | |
|---|-----------------------------|
| 香港財務報告準則修訂本 | 香港財務報告準則二零零九年至二零一一年週期之年度改進 |
| 香港會計準則第1號修訂本 | 其他全面收入項目之呈列 |
| 香港財務報告準則第7號修訂本 | 披露—抵銷金融資產及金融負債 |
| 香港財務報告準則第10號、香港財務報告準則第11號及香港財務報告準則第12號修訂本 | 綜合財務報表、聯合安排及於其他實體之權益披露：過渡指引 |
| 香港財務報告準則第10號 | 綜合財務報表 |
| 香港財務報告準則第11號 | 聯合安排 |
| 香港財務報告準則第12號 | 於其他實體之權益披露 |
| 香港財務報告準則第13號 | 公平值計量 |
| 香港會計準則第19號(於二零一一年修訂) | 僱員福利 |
| 香港會計準則第27號(於二零一一年修訂) | 獨立財務報表 |

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March 2014 (Express in thousands of Hong Kong dollars)
截至二零一四年三月三十一日止年度(以千港元為單位)

2. CHANGE IN ACCOUNTING POLICIES (continued)

| | |
|------------------------------|---|
| HKAS 28 (as revised in 2011) | Investments in Associates and Joint Ventures |
| HK(IFRIC) – Int 20 | Stripping Costs in the Production Phase of a Surface Mine |

Except as described below, the application of the new and revised HKFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

Amendments to HKAS 1, Presentation of financial statements – Presentation of items of other comprehensive income

The amendments require entities to present separately the items of other comprehensive income that would be reclassified to profit or loss in the future if certain conditions are met from those that would never be reclassified to profit or loss. The presentation of other comprehensive income in the consolidated statement of profit or loss and other comprehensive income in these financial statements has been modified accordingly. In addition, the Group has chosen to use the new title “statement of profit or loss and other comprehensive income” as introduced by the amendments in these financial statements.

HKFRS 10 Consolidated Financial Statements

HKFRS 10 replaces the requirements in HKAS 27 Consolidated and Separate Financial Statements relating to the preparation of consolidated financial statements and HK-SIC 12 Consolidation – Special purpose entities. It introduces a single control model to determine whether an investee should be consolidated, by focusing on whether the entity has power over the investee, exposure or rights to variable returns from its involvement with the investee and the ability to use its power to affect the amount of those returns.

As a result of the adoption of HKFRS 10, the Group has changed its accounting policy with respect to determining whether it has control over an investee. The adoption does not change any of the control conclusions reached by the Group in respect of its involvement with other entities as at 1 January 2013.

2. 會計政策變動(續)

| | |
|------------------------------|-------------------|
| 香港會計準則第28號 (於二零一一年修訂) | 於聯營公司及合營 企業之投資 |
| 香港(國際財務報告詮釋 委員會) – 詮釋第20號 | 露天礦場生產階段 之剝離成本 |

除下文所述者外，於本年度應用新訂及經修訂香港財務報告準則並無對本集團於本年度及過往年度之財務表現與狀況及／或載於該等綜合財務報表之披露造成任何重大影響。

香港會計準則第1號修訂本「財務報表之呈列—其他全面收入項目之呈列」

該等修訂規定，在符合若干條件的情況下，實體須將日後可能重新分類至損益的其他全面收入項目與永不會重新分類至損益的其他全面收入項目分開呈列。本集團已相應修訂於該等財務報表中之綜合損益及其他全面收益表呈列其他全面收入的方式。此外，本集團已選擇在該等財務報表中使用的修訂引入之新標題「損益及其他全面收益表」。

香港財務報告準則第10號「綜合財務報表」

香港財務報告準則第10號取代有關編製綜合財務報表的香港會計準則第27號綜合及獨立財務報表以及香港(常設詮釋委員會)詮釋第12號合併—特殊目的實體的規定。香港財務報告準則第10號引入單一控制權模式，以釐定被投資公司應否予以合併，著重該實體是否有權控制被投資公司、因參與被投資公司業務而獲得可變動回報的風險或權利，以及運用權力影響該等回報金額的能力。

由於採納香港財務報告準則第10號，本集團已修訂有關釐定是否有權控制被投資公司的會計政策。採納是項準則不會改變本集團於二零一三年一月一日參與其他實體業務所達致的任何有關控制權方面的結論。

2. CHANGE IN ACCOUNTING POLICIES (continued)
HKFRS 13 Fair Value Measurement

HKFRS 13 replaces existing guidance in individual HKFRSs with a single source of fair value measurement guidance. HKFRS 13 also contains extensive disclosure requirements about fair value measurements for both financial instruments and non-financial instruments. To the extent that the requirements are applicable to the Group, the Group has provided those disclosures in the relevant notes in the consolidated financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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

a) Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed, 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. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

2. 會計政策變動(續)

香港財務報告準則第13號「公平值計量」

香港財務報告準則第13號以單一公平值計量指引來源取代目前個別香港財務報告準則的有關指引。香港財務報告準則第13號亦就金融工具及非金融工具的公平值計量制訂全面的披露規定。在該等規定適用於本集團的範圍內，本集團已於綜合財務報表的相關附註作出披露。

3. 主要會計政策

除若干金融工具按公平值計量外，綜合財務報表乃於各報告期間結束時以歷史成本基準編製，有關會計政策闡述如下。歷史成本一般按貨品及服務交易所給予代價之公平值計量。

綜合財務報表已根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則及香港公司條例規定之適用披露事項。

a) 綜合賬目基準

綜合財務報表包括本公司及其控制之實體及其附屬公司之財務報表。附屬公司由本集團控制。當本集團因參與實體業務而對可變回報承擔風險或享有權利，且有能力透過其對實體之權力影響該等回報時，則本集團對該實體擁有控制權。當評估本集團是否擁有控制權時，僅實質權利(由本集團及其他人士持有)方予考慮。

於附屬公司之投資自控制開始當日計入綜合財務報表，直至控制結束當日為止。集團內結餘、交易及現金流量以及集團內交易所產生之任何未變現溢利於編製綜合財務報表時悉數對銷。集團內交易所產生之未變現虧損之對銷方法與未變現收益相同，惟僅以無減值證據者為限。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

a) Basis of consolidation (continued)

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

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

Changes in the Group's ownership interests in existing subsidiaries

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

3. 主要會計政策(續)

a) 綜合賬目基準(續)

非控股權益指並非直接或間接歸屬於本公司的附屬公司權益，且本集團並無就此與該等權益持有人協定任何額外條款，致使本集團整體須就該等符合金融負債定義的權益承擔合約責任。

非控股權益乃於綜合財務狀況表之權益中呈列，與本公司擁有人應佔權益分開呈列。於本集團業績中之非控股權益會按照在非控股權益與本公司擁有人之間分配本年度損益總額及全面收入總額之形式，於綜合損益及其他全面收益表中呈列。

本集團於現有附屬公司之擁有權益變動

本集團於現有附屬公司之擁有權益變動若無導致本集團失去對有關附屬公司之控制權，則按權益交易入賬。本集團權益及非控股權益之賬面值作出調整，以反映其於附屬公司之相關權益變動。非控股權益之調整金額與已付或已收代價公平值之間之任何差額直接於權益確認，並歸屬於本公司擁有人。



3. SIGNIFICANT ACCOUNTING POLICIES
(continued)

a) Basis of consolidation (continued)

Changes in the Group's ownership interests in existing subsidiaries (continued)

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 3(l)) unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

3. 主要會計政策(續)

a) 綜合賬目基準(續)

本集團於現有附屬公司之擁有權益變動(續)

倘本集團失去附屬公司之控制權，則入賬為出售該附屬公司全部權益，所產生之收益或虧損於損益確認。於失去控制權當日於該前附屬公司保留之權益確認為公平值，而此金額被視為初步確認金融資產或(如適用)初步確認於聯營公司或合營企業之投資成本。

於本公司財務狀況表，於附屬公司之投資按成本減去減值虧損列賬(見附註3(l))，除非有關投資被分類為持作出售(或計入分類為持作出售之組別)。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

b) Business combinations

Business combinations that took place prior to 1 April 2010

Acquisition of businesses is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that met the relevant conditions for recognition were generally recognised at their fair value at the acquisition date.

Goodwill arising on acquisition was recognised as an asset and initially measured at cost, being the excess of the cost of the acquisition over the Group's interest in the recognised amount of the identifiable assets, liabilities and contingent liabilities recognised. If, after reassessment, the Group's interest in the recognised amount of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the acquisition, the excess was recognised immediately in profit or loss.

The minority interest in the acquiree was initially measured at the minority interest's proportionate share of the recognised amount of the assets, liabilities and contingent liabilities of the acquiree.

c) Goodwill

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

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

3. 主要會計政策(續)

b) 業務合併

於二零一零年四月一日前發生之業務合併

收購業務以購買法列賬。收購成本按本集團就換取被收購公司控制權而給予之資產、產生或承擔之負債及所發行股本工具於交換日期之公平值總額，另加業務合併直接應佔之任何成本計量。被收購公司符合有關確認條件之可識別資產、負債及或然負債一般按收購日期之公平值確認。

收購所產生之商譽確認為資產，並初步按成本(即收購成本高於本集團於已確認可識別資產、負債及或然負債之權益之差額)計量。倘於重新評估後，本集團於被收購公司之可識別資產、負債及或然負債之權益超過收購成本，則超出之差額會即時於損益確認。

被收購公司之少數股東權益乃初步按少數股東於被收購公司已確認之資產、負債及或然負債之應佔金額比例計量。

c) 商譽

收購業務產生之商譽按收購業務當日之成本(見上文會計政策)減累計減值虧損(如適用)列賬。

為進行減值測試，商譽會被分配至預期因合併之協同效應而得益之本集團各現金產生單位或現金產生單位組別。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

c) Goodwill (continued)

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If some or all of the goodwill allocated to a cash-generating unit was acquired in a business combination during the current annual period, that unit shall be tested for impairment before the end of the current annual period. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit, and then to the other assets of the unit on a pro rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in the profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

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

d) Investments in subsidiaries

Investments in subsidiaries are included in the Company's statement of financial position at cost less any identified impairment loss.

e) Intangible assets

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortisation and accumulated impairment losses. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

3. 主要會計政策(續)

c) 商譽(續)

獲分配商譽之現金產生單位會每年進行減值測試，或於出現可能減值之跡象時更頻密地作出減值測試。倘於本年度期間內若干或所有獲分配商譽之現金產生單位於業務合併時獲收購，該單位須於本年度結束前進行減值測試。倘現金產生單位之可收回金額少於其賬面值，則減值虧損會先分配以扣減獲分配至該單位之任何商譽之賬面值，其後按單位內各項資產之賬面值之比例扣減該單位之其他資產。商譽之任何減值虧損直接於損益確認。已確認之商譽減值虧損不會於往後期間撥回。

當出售相關現金產生單位時，商譽之應佔金額將包括釐定出售溢利或虧損金額在內。

d) 於附屬公司之投資

於附屬公司之投資按成本減任何已識別減值虧損於本公司之財務狀況表列賬。

e) 無形資產

於業務合併中收購之無形資產

於業務合併中收購及與商譽分開確認之無形資產於收購當日按其公平值作初步確認(視為其成本)。

可使用年期有限之無形資產於初步確認後，按成本減累計攤銷及累計減值虧損入賬。估計可使用年期及攤銷方法於各報告期間結束時審閱，任何估計變動之影響採用預期法計算。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

e) Intangible assets (continued)

Derecognition of intangible assets

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

Mining right

Mining right is stated at cost less accumulated amortisation and impairment losses and is amortised based on the units of production method utilising only recoverable coal reserves as the depletion base.

Exploration right

Exploration right is stated at cost less impairment losses. Cost of the exploration right is transferred to mining right upon the government's approval of the mining license and the commencement of the mining activities.

f) Exploration and evaluation assets

Exploration and evaluation activity involves the search for mineral resources, the determination of technical feasibility and the assessment of commercial viability of an identified resource.

3. 主要會計政策(續)

e) 無形資產(續)

終止確認無形資產

無形資產於出售或預計不會從使用或出售該項資產中獲得未來經濟利益時終止確認。因終止確認無形資產而產生之收益及虧損，按出售所得款項淨額與資產賬面值間之差額計量，並於終止確認該資產時於損益確認。

採礦權

採礦權按成本減累計攤銷及減值虧損列賬，並僅根據可收回採煤炭儲量按生產單位法以剝離基準攤銷。

勘探權

勘探權以成本減去減值虧損列賬。勘探權之成本於政府批准採礦許可證及開始採礦活動時轉撥至採礦權。

f) 勘探及評估資產

勘探及評估活動涉及尋找礦物資源、決定技術之可行性及評估已識別資源之商業存在能力。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

f) Exploration and evaluation assets (continued)

Exploration and evaluation expenditure comprises costs which are directly attributable to:

- research and analysing historical exploration data;
- gathering exploration data through topographical, geochemical and geophysical studies;
- exploratory drilling, trenching and sampling;
- determining and examining the volume and grade of the resource;
- surveying transportation and infrastructure requirements; and
- conducting market and finance studies

Expenditure during the initial exploration stage of a project is charged to profit or loss as incurred. Exploration and evaluation assets are recognised at cost on initial recognition. Subsequent to initial recognition, exploration and evaluation assets are stated at cost less any accumulated impairment losses. Exploration and evaluation costs, including the costs of acquiring licenses, are capitalised as exploration and evaluation assets on a project-by-project basis pending determination of the technical feasibility and commercial viability of the project.

The capitalised costs are presented as either tangible or intangible exploration and evaluation assets according to the nature of the assets. Tangible and intangible exploration and evaluation assets that are available for use are depreciated/amortised over their useful lives. When a project is abandoned, the related irrecoverable costs are written off to profit or loss immediately.

3. 主要會計政策(續)

f) 勘探及評估資產(續)

勘探及評估開支包括以下各項直接應佔之成本：

- 研究及分析過往勘探數據；
- 透過地形學、地球化學及地球物理學研究收集勘探數據；
- 探測鑽探、鑽挖及樣本；
- 確定及檢定資源量及品位；
- 測試運輸及基建設備所需；及
- 進行市場及融資研究

於項目之初期勘探階段產生之開支於產生時在損益扣除。勘探及評估資產按初步確認之成本確認。於初步確認後，勘探及評估資產按成本減任何累計減值虧損列賬。勘探及評估成本(包括購入特許權之成本)待確定項目之技術可行性及商業存在能力後，按個別項目基準撥充資本，列作勘探及評估資產。

資本化成本根據資產性質，呈列作有形或無形勘探及評估資產。可供動用之有形或無形勘探及評估資產已按其可使用年期折舊／攤銷。倘一項目被放棄，則相關不可收回成本即時撇銷至損益。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

g) Property, plant and equipment

Property, plant and equipment including leasehold land and building held for use in the production or supply of goods or services, or for administrative purposes are stated at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any (see note 3(l)).

Depreciation is calculated to write off the cost of items of property, plant and equipment over their estimated useful lives and after taking into account their estimated residual value, using the straight-line method.

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 expensed in profit or loss during the period in which they are incurred.

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

h) Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

3. 主要會計政策(續)

g) 物業、廠房及設備

物業、廠房及設備包括持作生產或供應貨品或服務所用或作行政用途之租賃土地及樓宇，按成本減其後累計折舊及其後累計減值虧損列賬(如有)(見附註3(l))。

物業、廠房及設備項目之折舊按其估計可使用年期並計及其估計剩餘價值以直線法計算，以撇銷其成本。

僅當有關項目之未來經濟利益有可能流入本集團及該項目之成本能可靠計量時，其後成本計入資產之賬面值或確認為獨立資產(倘適用)。被取代部分之賬面值終止確認。所有其他維修及保養乃於其產生期間於損益支銷。

物業、廠房及設備項目於出售時或於預計不會從持續使用該項資產中獲得未來經濟利益時終止確認。任何因出售或棄用物業、廠房及設備項目而產生之收益或虧損(按出售所得款項與該資產之賬面值間之差額計算)，並於損益確認。

h) 金融工具

金融資產及金融負債於某集團實體成為工具合同條文之訂約方時確認。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

h) Financial instruments (continued)

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

Financial assets

The Group's financial assets are classified as loans and receivables. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Effective interest method

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

Interest income is recognised on an effective interest basis for debt instruments.

3. 主要會計政策(續)

h) 金融工具(續)

金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債直接應佔之交易成本(按公平值列賬並在損益內處理之金融資產及金融負債除外)於初步確認時加入金融資產或金融負債之公平值或自金融資產或金融負債之公平值扣除(如適用)。收購按公平值列賬並在損益內處理之金融資產或金融負債直接應佔之交易成本即時於損益確認。

金融資產

本集團之金融資產分為貸款及應收款項。所有定期購買或出售金融資產按交易日基準確認及終止確認。定期購買或出售為購買或銷售金融資產，並要求於市場規則或慣例設定之時間框架內交付資產。

實際利息法

實際利息法為計算債務工具之攤銷成本及於相關期間分配利息收入之方法。實際利率於初步確認時按債務工具之預計年期或適用之較短期間，準確貼現估計未來現金收入(包括構成實際利率整體部分之一切已付或已收利率費用及利率點、交易成本及其他溢價或折讓)至賬面淨值之利率。

債務工具之利息收入按實際利息基準確認。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

h) Financial instruments (continued)

Financial assets (continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables (including security deposit, trade and other receivables and cash and cash equivalents) are measured at amortised cost using the effective interest method, less any impairment (see accounting policy on impairment loss on financial assets below).

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

Financial liabilities and equity instruments

Classification as debt or equity

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

Equity instruments

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

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

3. 主要會計政策(續)

h) 金融工具(續)

金融資產(續)

貸款及應收款項

貸款及應收款項指並非於活躍市場報價而具備固定或可釐定款項之非衍生金融資產。貸款及應收款項(包括保證按金、應收貨款及其他應收款項以及現金及現金等值項目)均按採用實際利息法計算之已攤銷成本減任何減值入賬(見下文有關金融資產減值虧損之會計政策)。

除短期應收款項於利息確認時為不重大外，利息收入乃採用實際利息法確認。

金融負債及股權工具

分類為債務或權益

由集團實體所發出之債務及股權工具根據合約安排之性質以及金融負債及股權工具之定義分類為金融負債或股權工具。

股權工具

股權工具為證明於實體經扣除其所有負債後之資產中所剩餘權益之任何合約。本集團發行之股權工具確認為扣除直接發行成本後之已收所得款項。

本公司購回其本身之股權工具於權益內確認及直接扣除。本公司購買、銷售、發行或註銷其本身之股權工具並不會於損益確認為收益或虧損。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

h) Financial instruments (continued)

Financial liabilities and equity instruments (continued)

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

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL on initial recognition.

A financial liability is classified as held for trading if:

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

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

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

3. 主要會計政策(續)

h) 金融工具(續)

金融負債及股權工具(續)

按公平值列賬並在損益內處理 (「按公平值列賬並在損益內處理」)之金融負債

當金融負債為持作買賣或於初步確認時指定為按公平值列賬並在損益內處理時，該等金融負債分類為按公平值列賬並在損益內處理之金融負債。

倘符合以下條件，某項金融負債分類為持作買賣：

- 其發生之主要目的為於不久將來購回；
- 於初步確認時為本集團聯管理之已識別金融工具組合之一部分，而近期出現短期獲利之實際模式；或
- 為並非指定亦非有效作為對沖工具之衍生工具。

倘符合下列條件，金融負債(持作買賣之金融負債除外)於初步確認時可被指定為按公平值列賬並在損益內處理之金融負債：

- 該等指定能消除或大幅減低計量或確認方面原應會出現之不協調情況；
- 該金融負債構成一組金融資產或金融負債(或同時兩者)之一部分，並依據本集團已正式載入之風險管理或投資策略以公平值基準管理及評估表現，而關於該分類之資料已據此對內公佈；或
- 構成包含一個或多個嵌入式衍生工具之合約一部分，而香港會計準則第39號「金融工具：確認及計量」允許整份合併合約(資產或負債)被指定為按公平值列賬並在損益內處理類別。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

h) Financial instruments (continued)

Financial liabilities and equity instruments (continued)

Financial liabilities at FVTPL (continued)

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'change in fair value of convertible loan notes' line item in the consolidated statement of profit or loss and other comprehensive income. Fair value is determined in the manner described in note 27.

Other financial liabilities

Other financial liabilities including trade and other payables is subsequently measured at amortised cost, using the effective interest method.

Effective interest method

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

Interest expenses is recognised on an effective interest basis other than financial liabilities classified as at FVTPL.

3. 主要會計政策(續)

h) 金融工具(續)

金融負債及股權工具(續)

按公平值列賬並在損益內處理之金融負債(續)

按公平值列賬並在損益內處理之金融負債按公平值列賬，而重新計量產生之任何盈虧於損益確認。於損益確認之收益或虧損淨額包括任何就金融負債支付之利息及於綜合損益及其他全面收益表中計入「可換股貸款票據之公平值變動」系列項目中。公平值乃按載於附註27所述之方式釐定。

其他金融負債

其他金融負債包括應付貨款及其他應付款項，其後採用實際利息法按已攤銷成本計量。

實際利息法

實際利息法為計算金融負債之攤銷成本及於相關期間分配利息支出之方法。實際利率於初步確認時按金融負債之預計年期或適用之較短期間，準確貼現估計未來現金付款(包括構成實際利率整體部分之一切已付或已收利率費用及利率點、交易成本及其他溢價或折讓)至賬面淨值之利率。

除分類為按公平值列賬並在損益內處理之金融負債外，利息支出乃按實際利息基準確認。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

h) Financial instruments (continued)

Financial liabilities and equity instruments (continued)

Convertible loan notes

Convertible loan notes contains liability and equity components

The component parts of compound instruments (convertible loan notes) issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is classified as an equity instrument.

At the date of issue, the fair value of the liability component is determined using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to share premium. Where the conversion option remains unexercised at the maturity date of the convertible loan notes, the balance recognised in equity will be transferred to retained profits. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

3. 主要會計政策(續)

h) 金融工具(續)

金融負債及股權工具(續)

可換股貸款票據

包括負債及權益部分之可換股貸款票據

本公司發行之複合工具部分(可換股貸款票據)乃根據合約安排之性質以及金融負債及股權工具之定義各自分類為金融負債及股權。將以固定金額之現金或另一項金融資產交換本公司固定數目之股權工具方式償付之轉換權分類為股權工具。

於發行日期，負債部分之公平值乃按同類不可換股工具之現行市場利率釐定。該金額按已攤銷成本基準以實際利息法記入負債，直至於轉換時或該工具到期日對銷為止。

分類為權益之轉換權乃透過自整體複合工具之公平值中扣減負債部分金額而釐定。其將於扣除所得稅影響後於權益確認及記賬，且其後不得重新計量。此外，分類為權益之轉換權將一直保留於權益內，直至轉換權獲行使，而在此情況下，於權益內確認之結餘將轉撥至股份溢價。倘轉換權於可換股貸款票據到期日仍未獲行使，於權益內確認之結餘將轉撥至保留溢利。轉換權獲轉換或屆滿時將不會於損益內確認盈虧。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

h) Financial instruments (continued)

Financial liabilities and equity instruments (continued)

Convertible loan notes (continued)

Convertible loan notes contains liability and equity components (continued)

Transaction costs that relate to the issue of the convertible loan notes are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transactions costs relating to the equity component are recognised directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortised over the live of the convertible loan notes using the effective interest method.

Convertible loan notes designated as financial liabilities at FVTPL

Convertible loan notes issued by the Group (including related embedded derivatives) are designated as financial liabilities at FVTPL on initial recognition. Subsequent to initial recognition, the entire convertible loan note is measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise.

Derecognition

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

3. 主要會計政策(續)

h) 金融工具(續)

金融負債及股權工具(續)

可換股貸款票據(續)

包括負債及權益部分之可換股貸款票據(續)

發行可換股貸款票據之交易成本，按所得款項總額之分配比例分配至負債及權益部分。權益部分之交易成本會直接於權益中扣除。負債部分之交易成本計入負債部分之賬面值中，並以實際利息法於可換股貸款票據之年期內攤銷。

指定為按公平值列賬並在損益內處理之金融負債之可換股貸款票據

本集團發行之可換股貸款票據(包括相關嵌入式衍生工具)於初步確認時指定為按公平值列賬並在損益內處理之金融負債。於初步確認後，全部可換股貸款票據按公平值計量，而公平值變動於產生期間在損益確認。

終止確認

當從資產收取現金流量之權利屆滿，或本集團轉讓金融資產而該資產之絕大部分擁有權風險及回報已轉讓至另一實體時，本集團會終止確認該金融資產。倘本集團並無轉讓或保留已轉讓資產之絕大部分擁有權風險及回報，並繼續控制該資產，則本集團繼續確認其於資產之保留權益部分及確認相關負債。倘本集團保留已轉讓金融資產之絕大部分擁有權風險及回報，則本集團繼續確認該金融資產以及確認已收所得款項之有抵押借款。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

h) Financial instruments (continued)

Derecognition (continued)

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

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

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

3. 主要會計政策(續)

h) 金融工具(續)

終止確認(續)

於全面終止確認金融資產時，資產賬面值與已收及應收代價及已於其他全面收入確認並於權益累計之累計盈虧間之差額，於損益確認。

除全面終止確認外，於終止確認金融資產時，本集團將金融資產之過往賬面值，根據繼續確認部分及不再確認部分於轉讓日期之相關公平值在兩者間作出分配。不再確認部分獲分配之賬面值與不再確認部分之已收代價總和間之差額及其獲分配已於其他全面收入確認之任何累計盈虧，於損益確認。已於其他全面收入確認之累計盈虧乃按繼續確認部分及不再確認部分之相關公平值在該兩者間作出分配。

本集團僅於其責任獲解除、註銷或屆滿時，方會終止確認金融負債。終止確認之金融負債之賬面值與已付及應付代價間之差額於損益確認。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

i) Provisions and contingent liabilities

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

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

Provision for close down, restoration and environmental costs

One consequence of coal mining is land subsidence caused by the resettlement of the land at the mining sites. Depending on the circumstances, the Group may relocate inhabitants from the mining sites prior to conducting mining activities or the Group may compensate the inhabitants for losses or damage from close down and land subsidence after the sites have been mined. The Group may also be required to make payments for restoration, rehabilitation or environmental protection of the land after the sites have been mined.

Close down and restoration costs include the dismantling and demolition of infrastructure and the removal of residual materials and remediation of disturbed areas. Close down and restoration costs are provided in the accounting period when the obligation arising from the related disturbance occurs, whether this occurs during mine development or during the production phase, based on the net present value of estimated future costs. The cost is capitalised where it gives rise to future benefits, whether the rehabilitation activity is expected to occur over the life of the operation or at the time of close down. The capitalised cost is amortised over the life of the operation and the increase in the net present value of the provision is included in borrowing costs.

3. 主要會計政策(續)

i) 撥備及或然負債

當本集團或本公司因過往事件須承擔法定或推定責任，很可能須以經濟利益流出之方式履行有關責任且該金額能可靠估計時，則對不確定時間及金額之負債確認為撥備。倘貨幣之時間價值屬重大，撥備乃按預計履行責任之支出之現值列賬。

倘不大可能導致經濟利益流出或其金額不能可靠估計，則責任披露為或然負債，除非經濟利益流出之可能性極低。可能出現之責任將僅取決於日後是否會發生一項或多項事件，披露為或然負債，除非經濟利益流出之可能性極低。

關閉、復墾及環境成本撥備

煤礦開採之一個後果為因在礦場搬運泥土而造成土地下陷。視乎各種情況，本集團可於進行開採活動前先將居民遷離礦場，或可於礦場開採後就關閉礦場及土地下陷所造成之損失或損害向居民作出賠償。本集團亦可能須支付礦場開採後之土地復墾、修復或環保費用。

關閉及復墾成本包括拆除及清除基建設施、清理殘餘材料及修復受干擾區域之成本。關閉及復墾成本於產生有關干擾引起之責任之會計期間，按估計未來成本之淨現值計提撥備，不論該責任是否在煤礦開發期間或生產階段產生。有關成本於可產生未來利益時資本化，而不論修復活動預期會在經營期限內或在關閉時產生。資本化成本按經營期限攤銷，而撥備淨現值之增加則計入借款成本。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

i) Provisions and contingent liabilities (continued)

Provision for close down, restoration and environmental costs (continued)

Where there is a change in the expected decommissioning and restoration costs, an adjustment is recorded against the carrying value of the provision and related assets, and the effect is then recognised in the consolidated statement of profit or loss and other comprehensive income on a prospective basis over the remaining life of the operation. Provisions for close down and restoration costs do not include any additional obligations which are expected to arise from future disturbance. The cost estimates are reviewed and revised at the end of the reporting period to reflect changes in conditions.

j) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

3. 主要會計政策(續)

i) 撥備及或然負債(續)

關閉、復墾及環境成本撥備(續)

倘預計拆除及復墾成本出現變動，撥備及相關資產賬面值將作出調整，屆時所產生影響將於剩餘經營期限內按預測基準於綜合損益及其他全面收益表確認。關閉及復墾成本之撥備不包括未來干擾事件預期會產生之任何額外責任。成本估計於各報告期間結束時審核及修正，以反映情況變化。

j) 存貨

存貨按成本與可變現淨值之較低者列賬。

成本按照加權平均成本法計算，並包括所有購買成本、兌換成本及將存貨運至現址及達成現狀之其他成本。

可變現淨值乃日常業務過程中之估計售價減估計完工成本及估計進行銷售所需成本。

當存貨售出時，該等存貨之賬面值於確認有關收益之期間內確認為開支。任何由存貨撇減至可變現淨值之金額及所有存貨虧損一概於撇減或虧損產生期間確認為開支。確認為存貨金額減少之存貨撇減之任何撥回金額於撥回期間確認為開支之減少。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

k) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents for the purpose of the consolidated statement of cash flows.

l) Impairment of assets

i) Impairment of investments in equity securities and other receivables

Investments in equity securities and other current and non-current receivables that are stated at cost or amortised cost are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation; and
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor.

3. 主要會計政策(續)

k) 現金及現金等值項目

現金及現金等值項目包括銀行及手頭現金、存放於銀行及其他金融機構之活期存款以及可以隨時兌換為已知金額之現金且價值變動風險不大，並在購入後三個月內到期之短期及高流動性投資。就編製綜合現金流量表而言，現金及現金等值項目亦包括須應要求償還並屬於本集團現金管理組成部分之銀行透支。

l) 資產減值

i) 股本證券投資及其他應收款項之減值

股本證券投資及其他按成本或攤銷成本列賬之即期與非即期應收款項於各報告期間結束時審閱，以釐定是否有出現減值之客觀證據。減值之客觀證據包括本集團注意到以下一項或多項虧損事件之可觀察數據：

- 債務人有重大財務困難；
- 未能繳付或延遲償還利息或本金等違約情況；
- 借款人有可能面臨破產或其他財務重組；及
- 科技、市場、經濟或法律環境出現對債務人產生不利影響之重大改變。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

l) Impairment of assets (continued)

i) Impairment of investments in equity securities and other receivables (continued)

If any such evidence exists, any impairment loss is determined and recognised as follows:

- For trade and other receivables, the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition of these assets), where the effect of discounting is material. This assessment is made collectively where financial assets share similar risk characteristics, such as similar past due status, and have not been individually assessed as impaired. Future cash flows for financial assets which are assessed for impairment collectively are based on historical loss experience for assets with credit risk characteristics similar to the collective group.

If in a subsequent period the amount of an impairment loss decreases and the decrease can be linked objectively to an event occurring after the impairment loss was recognised, the impairment loss is reversed through profit or loss. A reversal of an impairment loss shall not result in the asset's carrying amount exceeding that which would have been determined had no impairment loss been recognised in prior years.

3. 主要會計政策(續)

l) 資產減值(續)

i) 股本證券投資及其他應收款項之減值(續)

倘存在任何有關證據，則按以下方式釐定及確認任何減值虧損：

- 就應收貨款及其他應收款項而言，如貼現影響屬重大，減值虧損乃按資產之賬面值與估計未來現金流量按金融資產原實際利率(即初步確認該等資產時計算之實際利率)貼現之現值間之差額計量。倘金融資產具備類似風險特徵，例如類似之逾期情況及並未單獨評估為減值，則有關評估會一併進行。金融資產之未來現金流量根據與該類資產具有類似信貸風險特徵之資產之過往虧損經驗一併評估減值。

倘於往後期間，減值虧損金額減少，而有關減少可客觀地與確認減值虧損後發生之事件聯繫，則減值虧損透過損益撥回。減值虧損撥回不得導致資產賬面值超出在過往年度並無確認減值虧損之情況下原應釐定之金額。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

l) Impairment of assets (continued)

i) Impairment of investments in equity securities and other receivables (continued)

Impairment losses are written off against the corresponding assets directly, except for impairment losses recognised in respect of trade and other receivables, whose recovery is considered doubtful but not remote. In this case, the impairment losses for doubtful debts are recorded using an allowance account. When the Group is satisfied that recovery is remote, the amount considered irrecoverable is written off against trade and other receivables directly and any amounts held in the allowance account relating to that debt are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

ii) Impairment of other assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- intangible assets; and
- investment in subsidiaries in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated.

3. 主要會計政策(續)

l) 資產減值(續)

i) 股本證券投資及其他應收款項之減值(續)

除包含在應收貨款及其他應收款項中且可收回性被視為難以預料而非極低確認之減值虧損外，減值虧損與相應資產直接撇銷。於此情況下，呆賬之減值虧損計入撥備賬。倘本集團信納可收回性極低，則視為不可收回之金額會從應收貨款及其他應收款項中直接撇銷，而在撥備賬中就有關債務持有之任何金額則會撥回。倘之前計入撥備賬之款項在其後收回，則相關款項會於撥備賬撥回。撥備賬之其他變動及其後收回先前直接撇銷之款項，均於損益確認。

ii) 其他資產之減值

於各報告期間結束時，本公司會審核內部及外部資料，以識別下列資產是否出現減值跡象，或先前確認之減值虧損是否不再存在或已減少(商譽除外)：

- 物業、廠房及設備；
- 無形資產；及
- 在本公司財務狀況表列示的於附屬公司之投資。

倘存出任何有關跡象，則對資產之可收回金額作出估計。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

i) Impairment of assets (continued)

ii) Impairment of other assets (continued)

- *Calculation of recoverable amount*
The recoverable amount of an asset is the greater of its fair value less costs of disposal and value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e., a cash-generating unit).

- *Recognition of impairment losses*
An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use, if determinable.

3. 主要會計政策(續)

i) 資產減值(續)

ii) 其他資產之減值(續)

- *計算可收回金額*
資產之可收回金額為其公平值減出售成本與使用價值之較高者。於評估使用價值時，估計未來現金流量會按可反映當時市場對貨幣時間價值及該資產特定風險之除稅前貼現率，貼現至其現值。倘資產所產生之現金流入基本上不能獨立於其他資產所產生之現金流入，則以能獨立產生現金流入之最小資產組別(即現金產生單位)釐定可收回金額。

- *確認減值虧損*
倘資產或其所屬現金產生單位之賬面值超過其可收回金額時，則於損益確認減值虧損。有關確認現金產生單位之減值虧損時，首先減低分配予現金產生單位(或一組單位)之任何商譽之賬面值，其後再按比例減低該單位(或該組單位)其他資產之賬面值，惟資產之賬面值不得低於其個別公平值減出售成本(如可計量)或使用價值(如可釐定)。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

i) Impairment of assets (continued)

ii) Impairment of other assets (continued)

– Reversals of impairment losses

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

iii) Impairment of exploration and evaluation assets

The carrying amount of the exploration and evaluation assets is reviewed annually and adjusted for impairment in accordance with HKAS 36 Impairment of Assets and whenever one of the following facts and circumstances indicate that the carrying amount may not be recoverable (the list is not exhaustive):

- The period for which the entity has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- Substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- Exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; or

3. 主要會計政策(續)

i) 資產減值(續)

ii) 其他資產之減值(續)

– 減值虧損撥回

就資產(商譽除外)而言,倘用作釐定可收回金額之估算出現有利變動,則會撥回減值虧損。有關商譽之減值虧損不予撥回。

所撥回之減值虧損僅限於在過往年度並未確認減值虧損時原應釐定之資產賬面值。所撥回之減值虧損於確認撥回之年度計入損益。

iii) 勘探及評估資產之減值

倘以下其中一項事件或情況顯示勘探及評估資產之賬面值(並非詳列)或可能無法收回,則根據香港會計準則第36號「資產減值」每年對有關資產進行審閱並就減值作出調整:

- 實體有權勘探特定地區之期限於期內屆滿或將於不久將來屆滿,且預期不獲重續;
- 並無預算或計劃進一步勘探及評估特定地區礦產資源之龐大開支;
- 勘探及評估特定地區之礦產資源並未導致發現商業上可行之礦產資源量,且實體已決定終止於特定地區之有關活動;或



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

l) Impairment of assets (continued)

iii) Impairment of exploration and evaluation assets (continued)

- Sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

An impairment loss is recognised in profit or loss whenever the carrying amount of an asset exceeds its recoverable amount.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

m) Revenue recognition

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

Revenue from sales of goods is recognised on the transfer of risks and rewards of ownership, which generally coincides with the time when the goods are delivered to customers and the title has passed.

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

3. 主要會計政策(續)

l) 資產減值(續)

iii) 勘探及評估資產之減值(續)

- 有足夠數據顯示，儘管可能進行特定地區之發展項目，惟不能從成功發展或銷售中收回勘探及評估資產之全部賬面值。

倘某項資產之賬面值超出其可收回金額，則於損益確認減值虧損。

撥回減值虧損僅限於在過往年度並無確認減值虧損而原應釐定之資產賬面值。所撥回減值虧損於確認撥回之年度計入損益。

m) 收益確認

收益按已收或應收代價之公平值計量，及為於日常業務過程中就銷售貨品及提供服務扣減折扣及相關銷售稅項後之應收金額。

銷售貨物之收益於擁有權之風險及回報轉移時確認，一般與貨品交付客戶及所有權轉移之時間相同。

金融資產之利息收入按時間基準，參照未償還本金及適用之實際利率計算，而該利率為於初步確認時準確將金融資產之預計年期內之估計未來現金收入貼現至該資產之賬面淨值之貼現率。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

n) Share-based payment

Share options granted by the Company to directors and employees of the Company

For grants of share options that are conditional upon satisfying specified vesting conditions, the fair value of services received is determined by reference to the fair value of share options granted at the date of grant and is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share options reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share options reserve.

For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to accumulated losses.

o) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

3. 主要會計政策(續)

n) 股份付款交易

本公司授予本公司董事及僱員之購股權

由於授出購股權須待特定歸屬條件獲達成後，方可作實，故已收取服務之公平值乃參照於授出日期授出之購股權之公平值釐定，並於歸屬期間以直線法支銷，而股權亦作相應增加(購股權儲備)。

本集團會於報告期間結束時修訂其對預期最終歸屬之購股權數目之估計。對原估算作出修訂(如有)之影響在損益確認，以在累計開支反映經修訂估計，而購股權儲備亦會作出相應調整。

由於購股權於授出日期即時歸屬，所授出購股權之公平值即時於損益支銷。

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

o) 所得稅

年內所得稅包括即期稅項以及遞延稅項資產及負債之變動。即期稅項以及遞延稅項資產及負債之變動乃於損益確認，惟於其他綜合收入或直接於權益確認與其有關之項目除外，在此情況下，稅項之有關金額則分別於其他全面收入或直接於權益確認。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

o) Income tax (continued)

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary differences or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

3. 主要會計政策(續)

o) 所得稅(續)

即期稅項乃按年內應課稅收入以報告期間結束時已生效或實際上已生效之稅率計算之預期應付稅項，加過往年度應付稅項之任何調整。

遞延稅項資產及負債分別來自可扣減及應課稅暫時差額，即資產及負債就財務報表目的而呈列之賬面值與稅基間之差額。遞延稅項資產亦來自未使用稅務虧損及未使用稅項抵免。

除若干有限例外情況，所有遞延稅項負債及所有遞延稅項資產(以未來應課稅溢利可能在該資產中動用者為限)均予以確認。可能足以支持確認產生自可扣減暫時差額之遞延稅項資產之未來應課稅溢利，包括因撥回現有應課稅暫時差額而產生之金額，惟該等差額必須與同一稅務機關及同一應課稅實體有關，且預期在預計撥回可扣減暫時差額之同一期間或遞延稅項資產所產生之稅務虧損可予撥回或結轉之期間內撥回。在釐定現有應課稅暫時差額是否足以支持確認由未使用稅務虧損及抵免所產生之遞延稅項資產時，亦會採用同一準則，即須計及與同一稅務機關及同一應課稅實體有關之差額，並預期在能使用稅務虧損或抵免之期間內撥回。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

o) Income tax (continued)

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

3. 主要會計政策(續)

o) 所得稅(續)

遞延稅項資產及負債確認之有限例外情況包括：不得為稅務目的扣減之商譽之暫時差額、不影響會計或應課稅溢利(如屬業務合併之一部分則除外)之資產或負債之初步確認，以及有關於附屬公司之投資之暫時差額。倘為應課稅差額，則以本集團可控制撥回時間，且在可預見將來不大可能撥回差額為限；或倘為可扣減差額，則可在將來撥回差額為限。

已確認之遞延稅項金額乃根據變現或償付資產及負債賬面值之方式，按於報告期間結束時已生效或實際上已生效之稅率計量。遞延稅項資產及負債均不予貼現。

遞延稅項資產之賬面值於各報告期間結束時審閱，倘日後不再可能有足夠應課稅溢利用以動用相關稅項利益，則扣減遞延稅項資產之賬面值。倘日後可能有足夠應課稅溢利予以動用，則撥回任何該等扣減之金額。

產生自分派股息之額外所得稅於確認支付有關股息之責任時確認。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

o) Income tax (continued)

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

3. 主要會計政策(續)

o) 所得稅(續)

即期稅項結餘及遞延稅項結餘以及其相關變動，乃分別呈列且不會互相抵銷。倘本公司或本集團有合法權利以將即期稅項資產抵銷即期稅項負債，而且符合以下額外條件時，即期稅項資產與即時稅項負債對銷，而遞延稅項資產則與遞延稅項負債對銷：

- 就即期稅項資產及負債而言，本公司或本集團擬按淨額基準結算，或同時變現資產及清償負債；或
- 就遞延稅項資產及負債而言，倘其與同一稅務機關所徵收之所得稅有關，且有關所得稅乃向：
 - 同一應課稅實體徵收；或
 - 不同應課稅實體徵收，而該等實體擬在預期有大額遞延稅項負債或資產予以清償或收回之各個未來期間內，按淨額基準變現即期稅項資產及清償即期稅項負債，或同時變現該資產及清償該負債。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

p) Foreign currencies

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

Exchange differences on monetary items are recognised in profit or loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on transactions entered into in order to hedge certain foreign currency risks; and
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

3. 主要會計政策(續)

p) 外幣

於編製各個別集團實體之財務報表時，以實體功能貨幣以外之貨幣(外幣)進行之交易按於交易日期之通行匯率確認。於報告期間結束時，以外幣計值之貨幣項目按當日之通行匯率重新換算。按公平值列賬並以外幣計值之非貨幣項目按釐定公平值當日之通行匯率重新換算。按外幣歷史成本計量之非貨幣項目毋須重新換算。

貨幣項目之匯兌差額於其產生期間在損益確認，惟下列情況除外：

- 當有關用於日後生產之在建資產之外幣借貸匯兌差額被視為外幣借貸之利息成本調整時，匯兌差額計入該等資產之成本；
- 交易之匯兌差額為對沖若干外幣風險產生；及
- 應收或應付一項海外業務之貨幣項目之匯兌差額，既無計劃償付且出現之可能性亦不大(因此構成海外業務投資淨額之一部分)，初步於其他全面收入中確認，並於償還貨幣項目時由權益重新分類至損益。

**3. SIGNIFICANT ACCOUNTING POLICIES (continued)****p) Foreign currencies (continued)**

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Group's entities are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of the reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case, the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange translation reserve (attributing to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e., a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss. In addition, in relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss.

q) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

3. 主要會計政策(續)**p) 外幣(續)**

就呈列綜合財務報表而言，本集團實體之資產及負債按報告期間結束時之通行匯率換算為本集團之呈列貨幣(即港元)。收入及開支項目按該期間之平均匯率換算，惟倘匯率於該期間出現大幅波動則除外，在此情況下，則採用交易日期之通行匯率換算。所產生之匯兌差額(如有)於其他全面收入及累計權益中「匯兌儲備」(倘適用時歸屬於非控股權益)一項中確認。

出售海外業務後(即出售本集團於海外業務的全部權益，或涉及失去附屬公司(包含海外業務)的控制權的出售事項)，就本公司擁有人應佔該業務於權益中累計的所有匯兌差額重新分類至損益。此外，就部分出售附屬公司，而並不會導致本集團失去該附屬公司的控制權而言，相關比例之累計差額重新歸予非控股權益，且並無於損益確認。

q) 租賃資產

倘本集團決定在協定之時期內將一項或多項特定資產使用權出讓以換取一筆或一連串付款之安排，則該項包括一項交易或一連串交易之安排為或包括一項租賃。該決定乃基於安排內容之估價而作出，而不論該安排是否以法律形式進行之租賃。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

q) Leased assets (continued)

i) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases, with the following exceptions:

- property held under operating leases that would otherwise meet the definition of an investment property is classified as an investment property on a property-by-property basis and, if classified as investment property, is accounted for as if held under a finance lease; and
- land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease. For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

3. 主要會計政策(續)

q) 租賃資產(續)

i) 租賃予本集團資產之分類

倘本集團根據租賃持有之資產將擁有權之絕大部分風險及回報轉移至本集團時，租賃分類為融資租賃。擁有權之絕大部分風險及回報並不會轉移至本集團之租賃分類為經營租賃，惟下列者除外：

- 倘根據經營租賃持有之物業可另行符合投資物業之定義，則按個別物業之基準分類為投資物業，而倘分類為投資物業，則猶如根據融資租賃持有入賬；及
- 根據經營租賃持作自用之土地，而其公平值無法與於其上蓋興建之樓宇於租賃生效時之公平值分開計量，有關土地則根據融資租賃持有入賬，惟有關樓宇已明確地根據經營租賃持有者則例外。就此而言，租賃生效之時間為本集團首次訂立租賃之時間，或從先前承租人接管租賃之時間。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

q) Leased assets (continued)

ii) Assets acquired under finance leases

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset or, if lower, the present value of the minimum lease payments, of such assets are included in property, plant and equipment and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. Depreciation is provided at rates which write off the cost of the assets over the term of the relevant lease or, where it is likely the Group will obtain ownership of the asset, the life of the asset, as set out in note 3(g). Impairment losses are accounted for in accordance with the accounting policy as set out in note 3(l). Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

iii) Operating lease charges

Where the Group has the use of assets under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term except where the property is classified as an investment property.

3. 主要會計政策(續)

q) 租賃資產(續)

ii) 以融資租賃所收購的資產

倘本集團根據融資租賃收購資產之使用權，則按照所租賃資產之公平值或該資產最低租賃付款之現值(倘為較低者)計入物業、廠房及設備，而扣除融資費用後之相應負債則列為融資租賃項下之負債。折舊乃於相關租賃期或資產之可使用期限(見附註3(g))(如本集團可能取得該資產之所有權)內按撇銷資產成本之比率計提。減值虧損按照附註3(l)所載之會計政策入賬。租賃付款內含之融資費用於租賃期內於損益內扣除，使每個會計期間之融資費用所佔負債餘額之比率大致相同。或然租金在其產生之會計期間內於損益內扣除。

iii) 經營租賃費用

倘本集團擁有根據經營租賃持有之資產之使用權，則根據租賃作出之付款會於租賃期所涵蓋之會計期間內，以等額在損益內扣除，惟倘有其他基準能更清楚反映租賃資產所產生之收益模式則除外。租賃優惠於損益內確認為租賃淨付款總額之組成部分。或然租金在其產生之會計期間於損益內扣除。

根據經營租賃持有之土地之收購成本於租賃期內以直線法攤銷，惟該物業分類為投資物業者則除外。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

r) Employee benefits

i) Short-term employee benefits and contributions to defined contribution retirement plans

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are carried at their present values.

ii) Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

s) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

3. 主要會計政策(續)

r) 僱員福利

i) 短期僱員福利以及定額供款退休計劃

薪金、年度花紅、有薪年假、定額供款退休計劃以及非貨幣福利之成本於僱員提供相關服務之年度內計提。倘付款或結算獲遞延及影響屬重大，則按該等金額之現值列值。

ii) 終止福利

終止福利於本集團再無能力撤回提供福利時或本集團確認重組成本(涉及支付終止福利)時(以較早者為準)確認。

s) 借貸成本

與收購、建設或生產需要長時間才可投入擬定用途或銷售之資產直接相關之借貸成本會資本化為該資產成本之一部分。其他借貸成本於其產生期間支銷。

屬於合資格資產成本一部分之借貸成本在用於資產之開支產生、產生借貸成本及使資產投入擬定用途或銷售所必需之準備工作進行期間開始資本化。當使合資格資產投入擬定用途或銷售所必需之絕大部分準備工作中止或完成時，借貸成本便會被暫停或停止資本化。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March 2014 (Express in thousands of Hong Kong dollars)
截至二零一四年三月三十一日止年度(以千港元為單位)



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

t) Related parties

- a) A person, or a close member of that person's family, is related to the Group if that person:
- i) has control or joint control over the Group;
 - ii) has significant influence over the Group; or
 - iii) is a member of the key management personnel of the Group or the Group's parent.
- b) An entity is related to the Group if any of the following conditions applies:
- i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - iii) Both entities are joint ventures of the same third party.
 - iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
 - vi) The entity is controlled or jointly controlled by a person identified in (a).
 - vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

3. 主要會計政策(續)

t) 關連人士

- a) 倘屬以下人士，則該人士或該人士之近親與本集團有關連：
- i) 控制或共同控制本集團；
 - ii) 對本集團有重大影響；或
 - iii) 為本集團或本集團母公司之主要管理人員。
- b) 倘符合下列任何條件，則該實體與本集團有關連：
- i) 該實體與本集團屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
 - ii) 一間實體為另一實體之聯營公司或合營企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)。
 - iii) 兩間實體均為同一第三方之合營企業。
 - iv) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。
 - v) 實體為本集團或與本集團有關連之實體就僱員利益設立之離職福利計劃。
 - vi) 實體受(a)所識別人士控制或受共同控制。
 - vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體之母公司)主要管理人員。



3. SIGNIFICANT ACCOUNTING POLICIES (continued)

t) Related parties (continued)

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

u) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's executive directors for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

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

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

3. 主要會計政策(續)

t) 關連人士(續)

個人之近親家庭成員指預期可影響，或受該人士影響彼等與該實體交易之家庭成員。

u) 分類報告

經營分類及財務報表內呈報之各分類項目之金額自定期提供予本集團執行董事之財務資料中識別出來，以將資源分配至本集團之各項業務及評估本集團各項業務及地區之表現。

就財務報告而言，除非分類具備相似的經濟特徵及在產品及服務性質、生產工序性質、客戶類型或類別、用作分配產品或提供服務之方法以及監管環境之性質方面相似，否則各重大經營分類不會彙集計算。個別非重大之經營分類，倘符合上述大部分標準，則可彙集計算。

4. 關鍵會計判斷及估計不明朗因素之主要來源

於應用附註3所述本集團之會計政策時，本公司董事須對不能從其他資料來源得知之資產及負債賬面值作出判斷、估計及假設。該等估計及相關假設根據過往經驗及其他被認為有關之因素作出。實際結果可能有別於此等估計。

該等估計及相關假設會持續檢討。如修訂會計估計僅影響修訂估計期間，則該等估計在該期間確認，或如修訂影響現時及未來期間，則在修訂期間及未來期間確認。



4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty

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

Reserve estimates

Reserves are estimates of the amount of products that can be economically and legally extracted from the Group's coal reserves. In order to calculate reserves, estimates and assumptions are required about a range of geological, technical and economic factors, including quantities, grades, production techniques, recovery rates, production costs, transport costs, commodity demand and commodity prices. Estimating the quantity and/or grade of reserves requires the size, shape and depth of ore bodies or fields to be determined by analysing geological data such as drilling samples. This process may require complex and difficult geological judgements and calculations to interpret the data.

4. 關鍵會計判斷及估計不明朗因素之主要來源(續)

估計不明朗因素之主要來源

以下為有關未來之主要假設及於報告期間結束時估計不明朗因素之其他主要來源，可能導致對下一個財政年度之資產及負債賬面值須作出重大調整。

儲量估計

儲量為可按經濟原則合法自本集團之煤礦儲量取得之估計產品數量。為計算儲量，須就地質、技術及經濟因素範疇作出估計及假設，其中包括數量、品位、生產技術、採收率、生產成本、運輸成本、商品需求及商品價格。估計儲量之數量及／或品位時，須按鑽探採樣等地質數據分析，釐定礦體或礦場之規模、形狀及深度。此工序或涉及繁複艱鉅之地質判斷及計算以解釋有關數據。



4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Reserve estimates (continued)

Because the economic assumptions used to estimate reserves change from period to period, and because additional geological data is generated during the course of operations, estimates of reserves may change from period to period. Changes in reported reserves may affect the Group's financial results and financial position in a number of ways, including the following:

- i) Asset carrying values may be affected due to changes in estimated future cash flows.
- ii) Depreciation, depletion and amortisation charged to the profit or loss may change where such charges are determined by the units of production basis, or where the useful economic lives of assets change.
- iii) Decommissioning, site restoration and environmental provisions may change where changes in estimated reserves affect expectations about the timing or cost of these activities.
- iv) The carrying value of deferred tax may change as a result of changes in the asset carrying values as discussed above.

4. 關鍵會計判斷及估計不明朗因素之主要來源(續)

估計不明朗因素之主要來源(續)

儲量估計(續)

由於估計儲量所用經濟假設會隨著不同期間而改變，而營運過程中會額外產生地質數據，故儲量估算或會隨不同期間而有所變動。呈報儲量之變動可循不同方法影響本集團之財務業績及財務狀況，其中包括下列各項：

- i) 因估計未來現金流量之變動可能影響資產賬面值。
- ii) 倘折舊、耗減及攤銷支出按生產單位為基準予以釐定，或資產之可使用經濟年限有所變動，於損益內扣除之折舊、耗減及攤銷可能有所變動。
- iii) 倘估計儲量之變動影響拆撤、礦場復墾及環保工作預期之時間表或成本，拆撤、礦場復墾及環保撥備可能有所變動。
- iv) 遞延稅項之賬面值或因上文所討論之資產賬面值改變而有所變動。



4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Carrying value of property, plant and equipment and intangible assets

The Group's property, plant and equipment and intangible assets (exclude exploration and evaluation assets classified as intangible assets) are carried at cost less accumulated depreciation and amortisation and impairment losses, where appropriate. These carrying amounts reviewed for impairment whenever internal and external sources of information indicate that the carrying amounts 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 of disposal and value in use. In estimating the recoverable amounts of assets, various assumptions, including future cash flows to be associated with the non-current assets and discount rates, are made. If future events do not correspond to such assumptions, the recoverable amounts will need to be revised, and this may have an impact on the Group's results of operations or financial position. The impairment assessment of the Group's mining right and exploration and evaluation assets included in intangible assets is further discussed below.

4. 關鍵會計判斷及估計不明朗因素之主要來源(續)

估計不明朗因素之主要來源(續)

物業、廠房及設備以及無形資產賬面值

本集團之物業、廠房及設備以及無形資產(不包括分類為無形資產之勘探及評估資產)按成本減累計折舊與攤銷及減值虧損(如適用)列賬。倘內部及外界資料來源顯示賬面值可能無法收回,則會檢討該等項目之賬面值是否出現減值。若資產賬面值超過其可收回金額時,會就其差額確認減值虧損。可收回金額為資產公平值減出售成本或使用價值之較高者。在估計資產之可收回金額時作出多項假設,包括與非流動資產有關之未來現金流量及貼現率。倘未來事項與該等假設不符,可收回金額將需要作出修訂,此修訂可能影響本集團之經營業績或財務狀況。計入無形資產之本集團採礦權及勘探及評估資產,其減值評估於下文進一步論述。



4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Impairment of mining right and exploration and evaluation assets

The Group assesses each cash generating unit annually to determine whether any indication of impairment exists, which included internal and external sources of information for mining right, and facts and circumstances for exploration and evaluation assets. Where an indicator of impairment exists, a formal estimate of the recoverable amount is made, which is considered to be the higher of the fair value less costs of disposal and value in use. These assessments require the use of estimates and assumptions such as long-term commodity prices, discount rates, future capital requirements, exploration potential and operating performance. It is difficult to precisely estimate fair value because quoted market prices are not readily available. In determining the value in use, expected cash flows generated by the asset are discounted to their present value, which require significant judgement estimates such as sale volume, selling price and amount of operating costs. Management has assessed its cash generating units as being an individual mine site, which is the lowest level for which cash flows are largely independent of other assets. For the year ended 31 March 2014, an impairment loss of HK\$Nil for exploration and evaluation assets (2013: HK\$49,928,000) was recognised in profit and loss. Details of impairment test on intangible assets are set out in note 17.

4. 關鍵會計判斷及估計不明朗因素之主要來源(續)

估計不明朗因素之主要來源(續)

採礦權以及勘探及評估資產之減值

本集團每年評估各現金產生單位，以確定是否存在減值跡象，包括有關採礦權之內部及外界資料來源以及勘探及評估資產之實情及情況。倘出現減值跡象，則會作出可收回金額之正式估計，有關金額即公平值減出售成本與使用價值間之較高者。該等評估須採用有關估計及假設，如長期商品價格、貼現率、未來資金規定、勘探潛力及經營表現。由於該等資產可能缺乏現成之市場報價，故難以準確地估計公平值。在釐定使用價值時，資產產生之預期現金流量貼現至其現值，須作出銷量、售價及經營成本等重大判斷估計。管理層已評估其現金產生單位作為某個別礦場，其為獨立於其他資產之現金流量之最低水平。截至二零一四年三月三十一日止年度，勘探及評估資產之減值虧損為零港元(二零一三年：49,928,000港元)，已於損益確認。有關無形資產之減值測試詳情載於附註17。



4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Valuation for convertible loan notes

The fair value of convertible loan notes are determined by using valuation techniques. The Group has adopted judgement to select an appropriate valuation method and make assumption that are mainly based on market conditions existing at the transaction date and each reporting date with reference to the valuation performed by Asset Appraisal Limited, an independent firm of professional valuers. The valuation model requires the input of subjective assumptions which includes the stock price volatility, expected dividend yield, risk free rate and time to expiration. As at 31 March 2014, the carrying amount of convertible loan notes designated as FVTPL is HK\$205,231,000 (2013: HK\$189,858,000).

Changes in subjective input assumptions can materially affect the fair value estimate.

Useful lives of property, plant and equipment

The Group's management determines the estimated useful lives and related depreciation charges for its property, plant and equipment. This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. It could change significantly as a result of technical innovations and competitor actions in response to severe industry cycles. Management will increase the depreciation charges where useful lives are less than previously estimated lives, or it will write off or write down technically obsolete or non-strategic assets that have been abandoned or sold.

4. 關鍵會計判斷及估計不明朗因素之主要來源(續)

估計不明朗因素之主要來源(續)

評估可換股貸款票據

可換股貸款票據之公平值採用估值技術釐定。本集團已參考由獨立專業估值公司中誠達資產評估有限公司進行之評估，採取判斷選擇合適估值方法及作出主要基於交易日期及各報告日期之現有市況之假設。估值方法須輸入有關主觀假設，其中包括股價波幅、預期股息收益率、無風險利率及屆滿年期。於二零一四年三月三十一日，指定為按公平值列賬並在損益內處理之可換股貸款票據賬面值為205,231,000港元(二零一三年：189,858,000港元)。

主觀輸入假設之變動可對公平值估計產生重大影響。

物業、廠房及設備之可使用年限

本集團管理層釐定其物業、廠房及設備之估計可使用年限及有關折舊費用。該估計以相似性質及功能之物業、廠房及設備之實際可使用年限過往經驗為基準，並可能因科技創新及競爭對手對嚴峻行業周期之反應而大幅改變。倘可使用年限較先前所估計年限為短，則管理層將增加折舊費用，或撇銷或撇減已棄置或出售之技術過時或非策略性資產。



4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Write down of inventories

The management of the Group reviews the aging analysis of inventories at the end of each reporting period, and makes allowance for obsolete and slow-moving inventory items identified that are no longer suitable for use in production or sales. The management estimates the net realisable value for consumables and coals based primarily on the latest invoice prices and current market conditions. The Group carries out an inventory review on a item-by-item basis at the end of each reporting period and makes allowance for obsolete items. During the year ended 31 March 2014, a reversal of write-down of inventories of HK\$1,877,000 (2013: write-down of HK\$15,058,000) was recognised in profit or loss. As at 31 March 2014, the carrying amount of inventories is HK\$13,600,000 (2013: HK\$68,277,000).

4. 關鍵會計判斷及估計不明朗因素之主要來源(續)

估計不明朗因素之主要來源(續)

存貨撇減

本集團管理層於各報告期間結束時檢討存貨賬齡分析，並就確定為不再適合用作生產或銷售之過時及滯銷存貨項目作出撥備。管理層主要根據最近期發票價格及當時市況估計該等消費品及煤炭之可變現淨值。本集團於各報告期間結束時對每種產品進行盤點，並為過時項目作出撥備。截至二零一四年三月三十一日止年度，撥回撇減存貨1,877,000港元(二零一三年：撇減15,058,000港元)，已於損益確認。於二零一四年三月三十一日，存貨之賬面值為13,600,000港元(二零一三年：68,277,000港元)。



4. CRITICAL ACCOUNTING JUDGEMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Key sources of estimation uncertainty (continued)

Provision for close down, restoration and environmental costs

The provision for close down, restoration and environmental costs is determined by management based on their past experience and best estimation of future expenditures, after taking into account existing relevant PRC regulations. However, in so far as the effect on the land and the environment from current mining activities becomes apparent in future years, the estimate of the associated costs may be subject to revision from time to time. Details of the Group's provision for close down, restoration and environmental costs are set out in note 28.

Recognition of deferred tax assets

The Group has recognised deferred tax assets which arose from deductible temporary differences as set out in note 29. The realisability of the deferred tax assets mainly depends on whether it is probable that future taxable profits or taxable temporary differences will be available against which the assets can be utilised. In cases where the actual future taxable profits or taxable temporary differences generated are less than expected, a reversal of deferred tax assets may arise, which will be recognised in profit or loss for the period in which such reversal takes place. As at 31 March 2014, the carrying amount of deferred tax assets is HK\$7,756,000 (2013: HK\$3,786,000).

4. 關鍵會計判斷及估計不明朗因素之主要來源(續)

估計不明朗因素之主要來源(續)

關閉、復墾及環境成本撥備

關閉、復墾及環境成本撥備由管理層考慮現有相關中國規例後，根據過往經驗及對未來支出之最佳估計釐定。然而，在目前採礦活動於未來數年對土地及環境之影響變得明顯之情況下，有關成本之估計可能須不時予以修訂。本集團就關閉、復墾及環境成本撥備之詳情載於附註28。

確認遞延稅項資產

本集團已確認遞延稅項資產，其源自可扣減暫時差額，詳情載於附註29。遞延稅項資產之可變現性主要取決於是否存在未來應課稅溢利或應課稅暫時差額，可供抵銷資產。倘所產生之實際未來應課稅溢利或應課稅暫時差額較預期為低，則可能出現撥回遞延稅項資產，其於有關撥回發生期間於損益確認。於二零一四年三月三十一日，遞延稅項資產的賬面值為7,756,000港元(二零一三年：3,786,000港元)。

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5. FINANCIAL INSTRUMENTS

a) Categories of financial instruments

| | | The Group 本集團 | | The Company 本公司 | |
|---|------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
| Loans and receivables (including cash and cash equivalents) | 貸款及應收款項 (包括現金及 現金等值項目) | 324,743 | 261,280 | 345,852 | 353,677 |
| Financial liabilities at amortised cost | 按已攤銷成本計量 之金融負債 | 8,158 | 6,822 | — | — |
| Financial liabilities at FVTPL | 按公平值列賬並在 損益內處理之 金融負債 | 205,231 | 189,858 | 205,231 | 189,858 |

b) Financial risk management objectives and policies

The Group's major financial instruments include security deposit, trade and other receivables, cash and cash equivalents, trade and other payables and convertible loan notes. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

i) Currency risk

Several subsidiaries of the Company have foreign currency expenditures, which expose the Group to foreign currency risk. The Group does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

5. 金融工具

a) 金融工具類別

b) 財務風險管理目標及政策

本集團之主要金融工具包括保證按金、應收貨款及其他應收款項、現金及現金等值項目、應付貨款及其他應付款項以及可換股貸款票據。該等金融工具詳情於各相關附註披露。與該等金融工具相關之風險包括市場風險(貨幣風險、利率風險及價格風險)、信貸風險及流動資金風險。如何降低該等風險之政策載於下文。管理層管理及監控該等風險，以確保及時與有效地採取適當措施。

i) 貨幣風險

本公司若干附屬公司有外幣開支，令本集團承受外幣風險。本集團並無任何外幣對沖政策。然而，管理層監察外匯風險，並於有需要時考慮對沖重大外幣風險。

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5. FINANCIAL INSTRUMENTS (continued)

b) Financial risk management objectives and policies (continued)

i) Currency risk (continued)

Certain receivables, cash and cash equivalents and payables of the Group and the Company are denominated in currencies other than the functional currency of the group entity to which they relate.

The following table shows the Group's and the Company's exposure at the end of the reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate.

5. 金融工具(續)

b) 財務風險管理目標及政策(續)

i) 貨幣風險(續)

本集團及本公司之若干應收款項、現金及現金等值項目以及應付款項均以本集團實體之相關功能貨幣以外之貨幣計值。

下表顯示本集團及本公司於報告期間結束時因已確認以相關實體功能貨幣以外之貨幣計值之資產或負債所產生之貨幣風險。

| | | The Group 本集團 | |
|-------------|----|--|--|
| | | As at 31 March 2014 於二零一四年 三月三十一日 HK\$'000 千港元 | As at 31 March 2013 於二零一三年 三月三十一日 HK\$'000 千港元 |
| Assets | 資產 | 192,274 | 200,067 |
| Liabilities | 負債 | 206,638 | 191,050 |

| | | The Company 本公司 | |
|-------------|----|--|--|
| | | As at 31 March 2014 於二零一四年 三月三十一日 HK\$'000 千港元 | As at 31 March 2013 於二零一三年 三月三十一日 HK\$'000 千港元 |
| Assets | 資產 | 345,852 | 353,789 |
| Liabilities | 負債 | 206,638 | 191,050 |

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5. FINANCIAL INSTRUMENTS (continued)

b) Financial risk management objectives and policies (continued)

i) Currency risk (continued)

Sensitivity analysis

The group entities are mainly exposed to foreign currency risk of HK\$.

The following table details the group entities' sensitivity to a 5% (2013: 5%) decrease and increase in HK\$ against each group entity's functional currency. 5% (2013: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% (2013: 5%) change in foreign currency rates. A negative number below indicates an increase in loss for the year and accumulated losses of the Group and the Company (2013: increase in loss for the year and accumulated losses of the Group, decrease in profit for the year and increase in accumulated losses of the Company) where each group entity's functional currency strengthen 5% (2013: 5%) against HK\$. For a 5% (2013: 5%) weakening of each group entity's functional currency against HK\$, there would be an equal and opposite impact.

5. 金融工具(續)

b) 財務風險管理目標及政策(續)

i) 貨幣風險(續)

敏感度分析

本集團實體主要承受港元之外幣風險。

下表詳列本集團實體對港元兌各本集團實體之功能貨幣之匯率升跌5%(二零一三年: 5%)之敏感度。5%(二零一三年: 5%)為向主要管理人員內部匯報外幣風險所用之敏感度比率, 並指管理層對外幣匯率可能合理變動之評估。敏感度分析僅包括以外幣計值之未償還貨幣項目, 並就外幣匯率之5%(二零一三年: 5%)變動調整於年終之換算。當各本集團實體之功能貨幣兌港元升值5%(二零一三年: 5%)時, 下表負數顯示本集團及本公司年內虧損及累計虧損增加(二零一三年: 本集團年內虧損及累計虧損增加, 本公司年內溢利減少及累計虧損增加)。倘各本集團實體之功能貨幣兌港元貶值5%(二零一三年: 5%), 則構成金額相等但效果相反之影響。

| | The Group 本集團 | | The Company 本公司 | |
|--|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
| Profit or loss and accumulated losses | 718 | (450) | (6,961) | (8,136) |
| 溢利或虧損及 累計虧損 | | | | |



5. FINANCIAL INSTRUMENTS (continued)

b) Financial risk management objectives and policies (continued)

ii) Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to bank balances and security deposit carried at prevailing market rate. The Group has not used any derivative contracts to hedge its exposure to interest rate risk. The Group has not formulated a policy to manage the interest rate risk.

Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for non-derivative instruments at the end of reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of reporting period were outstanding for the whole year.

If interest rates had been 50 basis points higher/lower and all other variables were held constant would decrease/increase the Group's loss for the year ended 31 March 2014 and decrease/increase the Group's accumulated losses as at the reporting date by approximately HK\$1,616,000 (2013: HK\$1,292,000), and would decrease/increase Company's loss for the year ended 31 March 2014 and decrease/increase the Company's accumulated losses as at the reporting date by approximately HK\$960,000 (increase/decrease the Company's profit of the year ended 31 March 2013 and decrease/increase in the Company's accumulated losses by approximately HK\$998,000 as at 31 March 2013). This was mainly attributable to the exposure to interest rates on its variable-rate bank balances of the Group and of the Company.

5. 金融工具(續)

b) 財務風險管理目標及政策(續)

ii) 利率風險

本集團須承受有關以當前市場利率計息之銀行結存及保證按金之現金流量利率風險。本集團並無運用任何衍生合約對沖其利率風險。本集團並無制定政策管理其利率風險。

敏感度分析

下文之敏感度分析乃根據非衍生工具於報告期間結束時之利率風險釐定。編製分析時假設於報告期間結束時之未償還金融工具於整個年度均未償還。

倘利率上調/下滑50個基點，而所有其他變數維持不變，則本集團截至二零一四年三月三十一日止年度之虧損將減少/增加及本集團於報告日期之累計虧損將減少/增加約1,616,000港元(二零一三年：1,292,000港元)，而本公司截至二零一四年三月三十一日止年度的虧損將減少/增加及本公司於報告日期之累計虧損將減少/增加約960,000港元(本公司截至二零一三年三月三十一日止年度之溢利增加/減少及本公司於二零一三年三月三十一日的累計虧損減少/增加約998,000港元)，主要原因為本集團及本公司面對其浮動利率銀行結存之利率風險。



5. FINANCIAL INSTRUMENTS (continued)

b) Financial risk management objectives and policies (continued)

iii) Equity price risk

The Group was required to estimate the fair value of the convertible loan notes (see note 27) at the end of the reporting period with changes in fair value to be recognised in the profit or loss. The fair value adjustment would be affected either positively or negatively, amongst others, by the changes in the Company's share market price.

Sensitivity analysis

The sensitivity analyses below had been determined based on the exposure to the Company's share price risk at the reporting date only. If the Company's share price had been 5% higher and all other variables were held constant, the Group's and the Company's post-tax loss for the year (as a result of changes in fair value of convertible loan notes) would increase and accumulated losses would increase by approximately HK\$7,458,000 (2013: the Group's post-tax loss for the year would increase and accumulated loss would increase and the Company's post-tax profit for the year would decrease and accumulated loss would increase by approximately HK\$514,000) during the year ended 31 March 2014. If the input of share price to the valuation model of the derivatives embedded in the convertible loan notes had been 5% lower while all other variables were held constant, the Group's and the Company's post-tax loss for the year (as a result of changes in fair value of convertible loan notes) would decrease and accumulated losses would decrease by approximately HK\$7,957,000 (2013: the Group's post-tax loss for the year would decrease and accumulated losses would decrease and the Company's post-tax profit would increase and accumulated losses would decrease by approximately HK\$482,000) during the year ended 31 March 2014.

5. 金融工具(續)

b) 財務風險管理目標及政策(續)

iii) 股本價格風險

本集團須於報告期間結束時估計可換股貸款票據(見附註27)之公平值，並於損益內確認其公平值變動。公平值調整將受(其中包括)本公司股份市價變動之正面或負面影響。

敏感度分析

下述敏感度分析僅根據於報告日期所承受之本公司股價風險釐定。倘本公司股價上升5%，而所有其他變數維持不變，則本集團及本公司截至二零一四年三月三十一日止年度之除稅後年內虧損(乃源自可換股貸款票據之公平值變動)上升，而累計虧損將增加約7,458,000港元(二零一三年：本集團之除稅後年內虧損將增加而累計虧損將增加，本公司除稅後年內溢利將減少而累計虧損將增加約514,000港元)。倘可換股貸款票據內含衍生工具估值模式有關之股價輸入減少5%，而所有其他變數維持不變，則本集團及本公司及截至二零一四年三月三十一日止年度之除稅後年內虧損(乃源自可換股貸款票據之公平值變動)將減少而累計虧損將下跌約7,957,000港元(二零一三年：本集團之除稅後年內虧損將減少而累計虧損將減少，本公司除稅後溢利將增加而累計虧損將減少約482,000港元)。

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5. FINANCIAL INSTRUMENTS (continued)

b) Financial risk management objectives and policies (continued)

iv) Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The following tables detail the Group's and the Company's remaining contractual maturity for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group and the Company can be required to pay. The table includes both interest and principal cash flows.

Liquidity risk table

The Group

| | | Within 1 year or on demand 一年內或 應要求 HK\$'000 千港元 | More than 1 year but less than 2 years 超過一年 但少於兩年 HK\$'000 千港元 | 2 years to 5 years 兩年至 五年 HK\$'000 千港元 | Total undiscounted cash flows 未貼現現金 流量總額 HK\$'000 千港元 | Carrying amount 賬面值 HK\$'000 千港元 |
|--|---------------------------------------|---|---|--|---|--|
| 31 March 2014 | 二零一四年三月三十一日 | | | | | |
| Non-derivative financial liabilities | 非衍生金融負債 | | | | | |
| Trade and other payables | 應付貨款及其他應付款項 | 8,158 | - | - | 8,158 | 8,158 |
| Convertible loan notes designated as financial liabilities at FVTPL | 指定為按公平值列賬並在 損益內處理之金融負債 之可換股貸款票據 | - | - | 200,000 | 200,000 | 205,231 |
| | | 8,158 | - | 200,000 | 208,158 | 213,389 |

5. 金融工具(續)

b) 財務風險管理目標及政策(續)

iv) 流動資金風險

就管理流動資金風險而言，本集團監察及維持現金及現金等值項目於管理層認為足夠之水平，為本集團業務提供資金，並減低現金流量波動之影響。

下表載有本集團及本公司非衍生金融負債剩餘合約到期日之詳情。有關列表根據於本集團及本公司可能被要求付款之最早日期之金融負債未貼現現金流量編製。列表載有利息及主要現金流量。

流動資金風險列表

本集團

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5. FINANCIAL INSTRUMENTS (continued)

b) Financial risk management objectives and policies (continued)

iv) Liquidity risk (continued)

Liquidity risk table (continued)

The Group (continued)

5. 金融工具(續)

b) 財務風險管理目標及政策(續)

iv) 流動資金風險(續)

流動資金風險列表(續)

本集團(續)

| | | Within 1 year or on demand 一年內或 應要求 HK\$'000 千港元 | More than 1 year but less than 2 years 超過一年 但少於兩年 HK\$'000 千港元 | 2 years to 5 years 兩年至 五年 HK\$'000 千港元 | Total undiscounted cash flows 未貼現現金 流量總額 HK\$'000 千港元 | Carrying amount 賬面值 HK\$'000 千港元 |
|--|---------------------------------------|---|---|--|---|--|
| 31 March 2013 | 二零一三年三月三十一日 | | | | | |
| Non-derivative financial liabilities | 非衍生金融負債 | | | | | |
| Trade and other payables | 應付貨款及其他應付款項 | 6,822 | - | - | 6,822 | 6,822 |
| Convertible loan notes designated as financial liabilities at FVTPL | 指定為按公平值列賬並在 損益內處理之金融負債 之可換股貸款票據 | 200,000 | - | - | 200,000 | 189,858 |
| | | 206,822 | - | - | 206,822 | 196,680 |

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5. FINANCIAL INSTRUMENTS (continued)

b) Financial risk management objectives and policies (continued)

iv) Liquidity risk (continued)

Liquidity risk table (continued)

The Company

5. 金融工具(續)

b) 財務風險管理目標及政策(續)

iv) 流動資金風險(續)

流動資金風險列表(續)

本公司

| | | Within 1 year or on demand 一年內或 應要求 HK\$'000 千港元 | More than 1 year but less than 2 years 超過一年 但少於兩年 HK\$'000 千港元 | 2 years to 5 years 兩年至 五年 HK\$'000 千港元 | Total undiscounted cash flows 未貼現現金 流量總額 HK\$'000 千港元 | Carrying amount 賬面值 HK\$'000 千港元 |
|--|---------------------------------------|---|---|--|---|--|
| 31 March 2014 | 二零一四年三月三十一日 | | | | | |
| Non-derivative financial liabilities | 非衍生金融負債 | | | | | |
| Convertible loan notes designated as financial liabilities at FVTPL | 指定為按公平值列賬並在 損益內處理之金融負債 之可換股貸款票據 | - | - | 200,000 | 200,000 | 205,231 |
| | | Within 1 year or on demand 一年內或 應要求 HK\$'000 千港元 | More than 1 year but less than 2 years 超過一年 但少於兩年 HK\$'000 千港元 | 2 years to 5 years 兩年至 五年 HK\$'000 千港元 | Total undiscounted cash flows 未貼現現金 流量總額 HK\$'000 千港元 | Carrying amount 賬面值 HK\$'000 千港元 |
| 31 March 2013 | 二零一三年三月三十一日 | | | | | |
| Non-derivative financial liabilities | 非衍生金融負債 | | | | | |
| Convertible loan notes designated as financial liabilities at FVTPL | 指定為按公平值列賬並在 損益內處理之金融負債 之可換股貸款票據 | 200,000 | - | - | 200,000 | 189,858 |



5. FINANCIAL INSTRUMENTS (continued)

b) Financial risk management objectives and policies (continued)

v) Credit risk

The Group

As at 31 March 2014, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade debt at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

The Group has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

The Company

The directors of the Company consider that there is no significant credit risk on receivables from subsidiaries given their strong financial background and good credibility.

5. 金融工具(續)

b) 財務風險管理目標及政策(續)

v) 信貸風險

本集團

於二零一四年三月三十一日，因對手方未能履行責任而導致本集團蒙受財務虧損之本集團最高信貸風險即綜合財務狀況表所列各項已確認金融資產之賬面值。

為將信貸風險減至最低，本集團管理層已指派一支團隊，負責釐定信貸額、審批信貸及執行其他監察程序，確保採取跟進行動收回逾期債務。此外，本集團審閱每筆貿易債務於各報告期間結束時之可收回金額，確保就不能收回之金額作出足夠減值虧損。就此，本公司董事認為本集團之信貸風險已大幅減低。

由於對手方為獲國際信貸評級機構給予高信貸評級之銀行，故有關流動資金之信貸風險有限。

本集團並無重大信貸風險集中之問題，風險分佈於多名對手方及客戶。

本公司

本公司董事認為，鑒於附屬公司財力雄厚及信貸質素良好，故應收款項並無重大信貸風險。



5. FINANCIAL INSTRUMENTS (continued)

c) Fair value

Other than the financial liabilities at FVTPL, the directors of the Company consider that the carrying amounts of other financial assets and financial liabilities, recorded at amortised cost, in the consolidated financial statements approximate their fair values.

Fair value hierarchy

The following table presents the fair value of the Group's and the Company's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

The Group uses an independent valuer to perform valuations of financial instruments which are categorised into Level 3 of the fair value hierarchy. A valuation report with analysis of changes in fair value measurement is prepared by the independent valuer at each interim and annual reporting date, and is reviewed and approved by the financial controller. Discussion of the valuation process and results with the financial controller is held twice a year to coincide with the reporting dates.

5. 金融工具(續)

c) 公平值

除按公平值列賬並在損益內處理之金融負債外，本公司董事認為，綜合財務報表按已攤銷成本入賬之其他金融資產及金融負債之賬面值與其公平值相若。

公平值層級

下表呈列本集團及本公司金融工具之公平值，乃於報告期間結束時按經常性基準計量，並分類為香港財務報告準則第13號「公平值計量」所界定之三級公平值架構。將公平值計量分類之等級乃經參考如下估值方法所用數據之可觀察性及重要性後釐定：

- 第一級估值：僅使用第一級輸入數據(即於計量日同類資產或負債於活躍市場之未經調整報價)計量之公平值
- 第二級估值：使用第二級輸入數據(即未能達到第一級之可觀察輸入數據)且並未使用重大不可觀察輸入數據計量之公平值。不可觀察輸入數據為無市場數據之輸入數據
- 第三級估值：使用重大不可觀察輸入數據計量之公平值

本集團透過獨立估值師對分類為公平值層級第三級之金融工具進行估值。載有公平值計量變動分析之估值報告由獨立估值師於各中期及年度報告日期編製，並由財務總監審閱及批准，並配合報告日期與財務總監每年兩次討論估值過程及結果。

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5. FINANCIAL INSTRUMENTS (continued)

c) Fair value (continued) Fair value hierarchy (continued)

| | | Fair value measurements as at 31 March 2014 categorised into 於二零一四年三月三十一日之公平值計量分類 | | | |
|--|-------------------------------|---|-----------------------------------|-----------------------------------|-----------------------------------|
| | | Fair value at 31 March 2014 於二零一四年 三月三十一日 之公平值 HK\$'000 千港元 | 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 |
| The Group and the Company | 本集團及本公司 | | | | |
| Recurring fair value measurements | 經常性公平值計量 | | | | |
| Liabilities: | 負債: | | | | |
| Convertible loans notes designated as financial liabilities at FVTPL | 指定為按公平值列賬並在損益內處理之金融負債之可換股貸款票據 | 205,231 | - | - | 205,231 |
| | | | | | |
| | | Fair value measurements as at 31 March 2013 categorised into 於二零一三年三月三十一日之公平值計量分類 | | | |
| | | Fair value at 31 March 2013 於二零一三年 三月三十一日 之公平值 HK\$'000 千港元 | 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 |
| The Group and the Company | 本集團及本公司 | | | | |
| Recurring fair value measurements | 經常性公平值計量 | | | | |
| Liabilities: | 負債: | | | | |
| Convertible loans notes designated as financial liabilities at FVTPL | 指定為按公平值列賬並在損益內處理之金融負債之可換股貸款票據 | 189,858 | - | - | 189,858 |

During the years ended 31 March 2013 and 2014, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

截至二零一三年及二零一四年三月三十一日止年度，概無第一級與第二級之間轉換，或由第三級轉入或轉出。本集團之政策為確認於報告期間結束時所產生之公平值層級之層級間轉換。

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5. FINANCIAL INSTRUMENTS (continued)

c) Fair value (continued)

Information about Level 3 fair value measurements

The fair value of the convertible loan notes is equal to the summation of the fair value of the liability component and conversion option component, calculated using discounted cash flows and binomial model, respectively. The assumptions adopted for the valuation of the convertible loan notes are as follows:

- i) The estimation of risk free rate has made reference to the yield of Exchange Fund Bill with same duration as the convertible loan notes;
- ii) The estimation of volatility for the underlying share price has considered the historical price movements of those companies engaged in similar industry;
- iii) The discount rate was arrived at based on the Company's credit rating and select comparable corporate bonds with similar maturity and credit risk to derive the range of comparable yield to maturity as of date of valuation and the median range has been adopted.

Major parameter adopted in the calculation of the fair value are summarised below:

| | | 31 March 2014 二零一四年 三月三十一日 | 14 March 2014 二零一四年 三月十四日 | 31 March 2013 二零一三年 三月三十一日 |
|--------------------------|---------|----------------------------------|---------------------------------|----------------------------------|
| Stock price | 股價 | HK\$0.40港元 | HK\$0.40港元 | HK\$0.64港元 |
| Exercise price | 行使價 | HK\$0.20港元 | HK\$0.20港元 | HK\$0.20港元 |
| Risk free rate | 無風險利率 | 0.859% | 0.603% | 0.116% |
| Discount rate | 貼現率 | 8.506% | 8.916% | 8.499% |
| Dividend yield | 股息率 | 0% | 0% | 0% |
| Time to expiration | 到期時間 | 2.95 years 年 | 3 years 年 | 0.95 years 年 |
| Stock price volatility | 股價波幅 | 49.57% | 53.16% | 54.88% |
| Borrowing rate of issuer | 發行人貸款息率 | 8.51% | 8.92% | 8.50% |

The significant unobservable input used in the fair value measurement is expected stock price volatility. The fair value measurement is positively correlated to the expected stock price volatility. If the expected stock price volatility has been 5% higher with all other variables held constant, the Group's and the Company's loss for the year and accumulated losses would increase by approximately HK\$2,936,000 during the year ended 31 March 2014. If the expected stock price volatility has been 5% lower with all other variables held constant, the Group's and the Company's loss for the year and accumulated losses would decrease by approximately HK\$2,960,000 during the year ended 31 March 2014.

5. 金融工具(續)

c) 公平值(續)

有關第三級公平值計量之資料

可換股貸款票據公平值等於負債部分與轉換期權部分分別按貼現現金流量及二項式期權定價模式計算的公平值的總和。可換股貸款票據估值採納之假設如下：

- i) 無風險利率乃參考年期與可換股貸款票據相同之外匯基金票據收益估計；
- ii) 相關股價波幅之估計已考慮從事類似行業之公司之過往價格變動；
- iii) 貼現率乃根據本公司之信貸評級及具有類似到期期限及信貸風險之指定可資比較公司債券而訂定，以得出於估值日之可資比較到期收益範圍，計算時採納中位範圍。

計算公平值所採納之主要參數概列如下：

公平值計量中所用的重大不可觀察輸入數據為預期股價波幅。公平值計量與預期股價波幅呈正相關。倘預期股價波幅調高5%，而所有其他變數維持不變，截至二零一四年三月三十一日止年度，本集團及本公司的年內虧損及累計虧損將增加約2,936,000港元。倘預期股價波幅調低5%，而所有其他變數維持不變，則於截至二零一四年三月三十一日止年度，本集團及本公司的年內虧損及累計虧損將減少約2,960,000港元。

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5. FINANCIAL INSTRUMENTS (continued)

c) Fair value (continued)

Reconciliation of Level 3 fair value measurements

The movement during the year in the balance of financial liability of Level 3 fair value measurements is as follows:

Convertible loan notes (note 27): 可換股貸款票據(附註27) :

| | | The Group and the Company 本集團及本公司 | |
|---|---------------------------------------|--------------------------------------|----------------------------------|
| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
| At beginning of the year | 於年初 | 189,858 | 213,889 |
| Total gain/(loss) recognised in profit or loss: | 於損益中確認之收益／(虧損)總額： | | |
| Fair value change charged/(credited) to the profit or loss, included in a line item of consolidated statement of profit or loss and other comprehensive income | 於損益扣除／(計入)之公平值變動，計入綜合損益及其他全面收益表中之相關項目 | 15,373 | (24,031) |
| Gain on translation of convertible loan notes denominated in a foreign currency into the functional currency, included in administrative and other operating expenses | 換算以外幣計值之可換股貸款票據為功能貨幣之收益，計入行政及其他經營費用 | (3,604) | (725) |
| Total loss/(gain) included in profit or loss for the year | 計入年內溢利或虧損之虧損／(收益)總額 | 11,769 | (24,756) |
| Total gain recognised in other comprehensive income: | 於其他全面收入中確認之收益總額： | | |
| Exchange adjustment arising on translation of functional currency to presentation currency | 換算功能貨幣為呈列貨幣所產生之外匯調整 | 3,604 | 725 |
| Derecognition on maturity | 於到期時終止確認 | (200,000) | – |
| Recognition on date of extension | 於延期日期確認 | 200,000 | – |
| At end of the year | 於年末 | 205,231 | 189,858 |
| Total loss/(gain) for the year relating to: | 年內虧損／(收益)總額： | | |
| – financial liability held at the end of reporting period, under change in fair value of convertible loan notes | – 於報告期間結束時持有之金融負債之可換股貸款票據公平值變動 | 5,231 | (24,756) |
| – financial liability matured during the year, under change in fair value of convertible loan notes and administrative and other operating expenses | – 於年內到期之金融負債之可換股貸款票據公平值變動以及行政及其他經營費用 | 6,538 | – |
| | | 11,769 | (24,756) |
| Included in other comprehensive income arising on translation of functional currency to presentation currency | 計入換算功能貨幣為呈報貨幣所產生之其他全面收入 | 3,604 | 725 |

5. 金融工具(續)

c) 公平值(續)

有關第三級公平值計量之對賬
第三級公平值計量之金融負債結
存之年內變動如下：

The Group and the Company 本集團及本公司

| | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
|---|----------------------------------|----------------------------------|
| At beginning of the year | 189,858 | 213,889 |
| Total gain/(loss) recognised in profit or loss: | | |
| Fair value change charged/(credited) to the profit or loss, included in a line item of consolidated statement of profit or loss and other comprehensive income | 15,373 | (24,031) |
| Gain on translation of convertible loan notes denominated in a foreign currency into the functional currency, included in administrative and other operating expenses | (3,604) | (725) |
| Total loss/(gain) included in profit or loss for the year | 11,769 | (24,756) |
| Total gain recognised in other comprehensive income: | | |
| Exchange adjustment arising on translation of functional currency to presentation currency | 3,604 | 725 |
| Derecognition on maturity | (200,000) | – |
| Recognition on date of extension | 200,000 | – |
| At end of the year | 205,231 | 189,858 |
| Total loss/(gain) for the year relating to: | | |
| – financial liability held at the end of reporting period, under change in fair value of convertible loan notes | 5,231 | (24,756) |
| – financial liability matured during the year, under change in fair value of convertible loan notes and administrative and other operating expenses | 6,538 | – |
| | 11,769 | (24,756) |
| Included in other comprehensive income arising on translation of functional currency to presentation currency | 3,604 | 725 |

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6. TURNOVER

Turnover represents the net amounts received and receivable for coal sold by the Group to outside customers, less returns, discounts allowed and value added tax. An analysis of the Group's turnover is as follows:

| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
|---------------|------|----------------------------------|----------------------------------|
| Sales of coal | 銷售煤炭 | 123,100 | 165,041 |

7. OTHER REVENUE

| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
|---------------------------------|-----------|----------------------------------|----------------------------------|
| Interest income on bank deposit | 銀行存款之利息收入 | 3,209 | 2,599 |
| Others | 其他 | 194 | 223 |
| | | 3,403 | 2,822 |

8. SEGMENT INFORMATION

The Group's operating segments, based on information reported to the chief operating decision maker who are also the executive directors, for the purpose of resources allocation and performance assessment, is more specifically focused on the types of goods delivered and services provided by the Group's operating divisions.

Coal mine business is the only reportable operating segment from which the Group derived its revenue from sale of coal. Accordingly, no further segment information is provided.

The geographical location of customers is determined based on the location where the goods delivered. The Group's turnover and results from operations mainly derived from activities in the PRC. Activities outside the PRC are insignificant. The principal assets of the Group are also located in the PRC. Accordingly, no geographical information is provided.

Information about major customers

For the year ended 31 March 2014, a single customer of the coal mine business of the Group with revenue contributed to the Group amounting to approximately HK\$17,387,000 had individually accounted for 10% or more of the Group's total revenue.

For the year ended 31 March 2013, there was no individual customer contributed 10% or more of the total revenue of the Group.

6. 營業額

營業額指本集團銷售煤炭予對外客戶減去退貨及折扣撥備及增值稅後之已收及應收款項淨額。本集團之營業額分析如下：

7. 其他收入

| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
|---------------------------------|-----------|----------------------------------|----------------------------------|
| Interest income on bank deposit | 銀行存款之利息收入 | 3,209 | 2,599 |
| Others | 其他 | 194 | 223 |
| | | 3,403 | 2,822 |

8. 分類資料

本集團經營分類按分配資源及評估表現向主要經營決策者(其亦為執行董事)所報告之資料進行分析,尤其注重本集團經營分類所交付貨品及所提供服務之類型。

煤炭業務為唯一可報告經營分類,而本集團收益均來自該分類之煤炭銷售。因此,並無提供進一步分類資料。

客戶地區位置乃依據貨品交付地點釐定。本集團之營業額及經營業績主要源自中國之業務。在中國境外從事之業務並不重大。本集團之主要資產亦均位於中國。因此,並無提供地區資料。

有關主要客戶之資料

於截至二零一四年三月三十一日止年度,本集團煤炭業務有單一客戶為本集團收益貢獻約17,387,000港元,個別佔本集團總收益10%或以上。

於截至二零一三年三月三十一日止年度,並無個別客戶佔本集團總收益10%或以上。

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9. FINANCE COSTS

| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
|---|--------------------|----------------------------------|----------------------------------|
| Interest expenses on bank advances wholly repayable within five years | 須於五年內悉數償還的銀行墊款利息開支 | | |
| – interest expenses on bills receivables discounted to banks | – 已貼現予銀行的應收票據的利息開支 | – | 23 |

9. 融資成本

10. INCOME TAX CREDIT

| | | The Group 本集團 | |
|---|-------------------|----------------------------------|----------------------------------|
| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
| Tax credit comprises: | 稅項抵免包括： | | |
| Hong Kong Profits Tax | 香港利得稅 | | |
| – current year | – 本年度 | – | – |
| Tax in other jurisdictions | 其他司法權區之稅項 | | |
| – current year | – 本年度 | 3,068 | 12,419 |
| – under/(over)-provision in prior years | – 過往年度撥備不足／(超額撥備) | 315 | (261) |
| | | 3,383 | 12,158 |
| Deferred tax (Note 29) | 遞延稅項(附註29) | (3,898) | (18,961) |
| | | (515) | (6,803) |

10. 所得稅抵免

Hong Kong Profits Tax has not been provided for in the consolidated financial statements as there was no estimated assessable profits being derived from Hong Kong for both years ended 31 March 2014 and 2013. Where there is Hong Kong assessable profits, Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits.

由於截至二零一四年及二零一三年三月三十一日止兩個年度內，並無源自香港之估計應課稅溢利，故並無於綜合財務報表就香港利得稅作出撥備。倘有源自香港之應課稅溢利，則香港利得稅按估計應課稅溢利之16.5%來計算。

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

根據中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法之實施條例，中國附屬公司兩個年度之稅率為25%。

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10. INCOME TAX CREDIT (continued)

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

10. 所得稅抵免(續)

本年度稅項抵免與綜合損益及其他全面收益表中除稅前虧損之對賬如下：

| | | The Group 本集團 | |
|--|------------------------------|----------------------------------|----------------------------------|
| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
| Loss before tax | 除稅前虧損 | (13,971) | (16,983) |
| Notional tax on loss before tax, calculated at the rates applicable to loss in the countries concerned | 按照在相關國家錄得虧損之適用稅率計算除稅前虧損之名義稅項 | (1,166) | (5,674) |
| Tax effect of expenses not deductible for tax purposes | 不作扣稅開支之稅務影響 | 6,168 | 4,862 |
| Tax effect of deductible temporary difference previously not recognised | 過往未確認之可扣稅暫時差額之稅務影響 | (5,401) | - |
| Tax effect of income not taxable for tax purpose | 毋須課稅收入之稅務影響 | (1,133) | (4,425) |
| Tax effect of temporary differences and tax losses not recognised | 未確認之暫時差額及稅項虧損之稅務影響 | 702 | (1,305) |
| Under/(over)-provision in prior years | 過往年度撥備不足/ (超額撥備) | 315 | (261) |
| Tax credit for the year | 本年度稅項抵免 | (515) | (6,803) |

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11. LOSS FOR THE YEAR

Loss for the year has been arrived at after charging/(crediting):

11. 年內虧損

年內虧損已扣除/(計入)下列各項：

| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
|---|-------------------------------|----------------------------------|----------------------------------|
| Amount of inventories sold (Reversal of write down)/write down of inventories | 出售存貨之金額 存貨(撥回撇減)/撇減 | 102,713 (1,877) | 120,973 15,058 |
| Amount of inventories recognised as an expense | 確認為開支之 存貨金額 | 100,836 | 136,031 |
| Staff costs (excluding directors' remuneration (Note 15)): | 員工成本(董事酬金 (附註15)除外)： | | |
| Basic salaries and allowances | 基本薪金及津貼 | 10,748 | 10,475 |
| Contributions to defined contribution retirement plan | 定額供款退休計劃 | 1,149 | 1,049 |
| | | 11,897 | 11,524 |
| Depreciation of property, plant and equipment | 物業、廠房及設備 折舊 | 4,512 | 4,053 |
| Amortisation of intangible assets | 無形資產攤銷 | - | 12,798 |
| Less: Amounts included in cost of inventories | 減：計入存貨 成本金額 | - | (6,497) |
| Amounts included in cost of sales | 計入銷售成本金額 | - | 6,301 |
| Auditor's remuneration | 核數師酬金 | | |
| - audit services | - 核數服務 | 710 | 748 |
| - other services | - 其他服務 | 137 | 130 |
| | | 847 | 878 |
| Operating leases charge on rented premises | 租賃物業的經營租賃 開支 | 2,365 | 2,076 |
| Net exchange gain on financial liabilities at FVTPL | 按公平值列賬並在損益內處理 之金融負債之匯兌收益淨額 | (3,604) | (725) |
| Other net exchange loss | 其他匯兌虧損淨額 | 3,801 | 790 |
| Loss on disposal of property, plant and equipment | 出售物業、廠房及設備之 虧損 | 116 | - |
| Interest income on financial assets not at fair value through profit or loss | 不按公平值列賬並在損益內 處理之金融資產之利息收入 | (3,209) | (2,599) |

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12. LOSS ATTRIBUTABLE TO OWNERS OF THE COMPANY

The consolidated loss attributable to owners of the Company includes a loss of HK\$26,917,000 (2013: profit of HK\$16,209,000) which has been dealt with in the financial statements of the Company.

13. DIVIDEND

No dividend was paid or proposed during the year ended 31 March 2014, nor has any dividend been proposed since the end of the reporting period (2013: Nil).

14. LOSS PER SHARE

a) Basic loss per share

The calculation of the basic loss per share attributable to the owners of the Company for the year is based on the following data:

12. 本公司擁有人應佔虧損

本公司擁有人應佔綜合虧損包括一項已於本公司財務報表處理的虧損 26,917,000 港元(二零一三年：溢利 16,209,000 港元)。

13. 股息

於截至二零一四年三月三十一日止年度內既無派付亦無建議派付股息，而自報告期間結束以來亦無建議派付任何股息(二零一三年：無)。

14. 每股虧損

a) 每股基本虧損

本公司擁有人應佔年內每股基本虧損乃根據下列數據計算：

| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
|---|---------------------------------|----------------------------------|----------------------------------|
| Loss | 虧損 | | |
| Loss for the purpose of basic loss per share (Loss for the year attributable to owners of the Company) | 用以計算每股基本虧損之虧損 (本公司擁有人應佔年內虧損) | (13,456) | (10,180) |
| Weighted average number of ordinary shares | 普通股加權平均數 | | |
| Weighted average number of ordinary shares for the purpose of basic loss per share | 用以計算每股基本虧損之普通股加權平均數 | 765,373,584 | 765,373,584 |

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14. LOSS PER SHARE (continued)

b) Diluted loss per share

The calculation of the diluted loss per share attributable to the owners of the Company for the year is based on the following data:

i) Loss for the year attributable to owners of the Company (diluted)

| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
|--|----------------|----------------------------------|----------------------------------|
| Loss for the year attributable to owners | 擁有人應佔年內虧損 | (13,456) | (10,180) |
| Fair value gain of convertible loan notes* | 可換股貸款票據之公平值收益* | — | (24,031) |
| Exchange gain on convertible loan notes* | 可換股貸款票據之匯兌收益* | — | (725) |
| Loss attributable to owners (diluted) | 擁有人應佔虧損(攤薄) | (13,456) | (34,936) |

ii) Weighted average number of ordinary shares (diluted)

| | | 2014 二零一四年 | 2013 二零一三年 |
|--|---------------------|---------------|---------------|
| Weighted average number of ordinary shares for the purpose of basic loss per share | 用以計算每股基本虧損之普通股加權平均數 | 765,373,584 | 765,373,584 |
| Effect of conversion of convertible loan notes* | 轉換可換股貸款票據之影響* | — | 1,000,000,000 |
| Weighted average number of ordinary shares for the purpose of diluted loss per share | 用以計算每股攤薄虧損之普通股加權平均數 | 765,373,584 | 1,765,373,584 |

* The calculation of diluted loss per share for the year ended 31 March 2014 does not assume the conversion of convertible loan notes since its conversion would result in a decrease in loss per share. The basic and diluted loss per share are the same.

14. 每股虧損(續)

b) 每股攤薄虧損

本公司擁有人應佔年內每股攤薄虧損乃根據下列數據計算：

i) 本公司擁有人應佔年內虧損(攤薄)

| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
|--|----------------|----------------------------------|----------------------------------|
| Loss for the year attributable to owners | 擁有人應佔年內虧損 | (13,456) | (10,180) |
| Fair value gain of convertible loan notes* | 可換股貸款票據之公平值收益* | — | (24,031) |
| Exchange gain on convertible loan notes* | 可換股貸款票據之匯兌收益* | — | (725) |
| Loss attributable to owners (diluted) | 擁有人應佔虧損(攤薄) | (13,456) | (34,936) |

ii) 普通股加權平均數(攤薄)

| | | 2014 二零一四年 | 2013 二零一三年 |
|--|---------------------|---------------|---------------|
| Weighted average number of ordinary shares for the purpose of basic loss per share | 用以計算每股基本虧損之普通股加權平均數 | 765,373,584 | 765,373,584 |
| Effect of conversion of convertible loan notes* | 轉換可換股貸款票據之影響* | — | 1,000,000,000 |
| Weighted average number of ordinary shares for the purpose of diluted loss per share | 用以計算每股攤薄虧損之普通股加權平均數 | 765,373,584 | 1,765,373,584 |

* 由於轉換可換股貸款票據會導致每股虧損減少，故計算截至二零一四年三月三十一日止年度每股攤薄虧損時並無假設有關轉換。每股基本及攤薄虧損相同。

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15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

a) Directors' emoluments

The emoluments paid or payable to each of the six (2013: six) directors were as follows:

For the year ended 31 March 2014

15. 董事及高級管理人員酬金

a) 董事酬金

已付或應付各六名(二零一三年:六名)董事之酬金如下:

截至二零一四年三月三十一日止年度

| | Other emoluments 其他酬金 | | | Total 總額 HK\$'000 千港元 |
|--|-------------------------------|--|---|--------------------------------|
| | Fees 袍金 HK\$'000 千港元 | Salaries, allowances and other benefits 薪金、津貼及其他福利 HK\$'000 千港元 | Retirement benefits scheme contributions 退休福利計劃供款 HK\$'000 千港元 | |
| Executive directors: 執行董事: | | | | |
| Lo Fong Hung 羅方紅 | — | 720 | 15 | 735 |
| Wang Xiangfei 王翔飛 | — | 480 | 15 | 495 |
| Kwan Man Fai 關文輝 | 480 | — | — | 480 |
| Independent non-executive directors: 獨立非執行董事: | | | | |
| Wong Man Hin, Raymond 黃文顯 | 288 | — | — | 288 |
| Lam Ka Wai, Graham 林家威 | 288 | — | — | 288 |
| Chan Yiu Fai, Youdey 陳耀輝 | 288 | — | — | 288 |
| | 1,344 | 1,200 | 30 | 2,574 |

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15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (continued)

a) Directors' emoluments (continued)

For the year ended 31 March 2013

15. 董事及高級管理人員酬金(續)

a) 董事酬金(續)

截至二零一三年三月三十一日止年度

| | Fees | Other emoluments | | Total |
|--|----------|---|--|----------|
| | | Salaries, allowances and other benefits | Retirement benefits scheme contributions | |
| | 袍金 | 薪金、津貼及其他福利 | 退休福利計劃供款 | 總額 |
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | 千港元 | 千港元 | 千港元 | 千港元 |
| Executive directors: 執行董事： | | | | |
| Lo Fong Hung 羅方紅 | – | 720 | 11 | 731 |
| Wang Xiangfei 王翔飛 | – | 480 | 15 | 495 |
| Kwan Man Fai 關文輝 | 480 | – | – | 480 |
| Independent non-executive directors: 獨立非執行董事： | | | | |
| Wong Man Hin, Raymond 黃文顯 | 288 | – | – | 288 |
| Lam Ka Wai, Graham 林家威 | 288 | – | – | 288 |
| Chan Yiu Fai, Youdey 陳耀輝 | 288 | – | – | 288 |
| | 1,344 | 1,200 | 26 | 2,570 |

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15. DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (continued)

b) Senior management's emoluments

Of the five individuals with the highest emoluments in the Group, three (2013: three) were directors of the Company whose emoluments are set out above. The emoluments of the remaining two (2013: two) highest paid individuals were as follows:

| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
|--|------------|----------------------------------|----------------------------------|
| Salaries, allowances and other benefits | 薪金、津貼及其他福利 | 1,653 | 1,781 |
| Retirement benefits scheme contributions | 退休福利計劃供款 | 30 | 29 |
| | | 1,683 | 1,810 |

The emoluments of two (2013: two) highest paid employees fall in the following band:

| | | Number of individuals 人數 | |
|-------------------------------|-------------------------|-----------------------------|---------------|
| | | 2014 二零一四年 | 2013 二零一三年 |
| Nil – HK\$1,000,000 | 零至1,000,000港元 | 2 | 1 |
| HK\$1,000,001 – HK\$1,500,000 | 1,000,001港元至1,500,000港元 | – | 1 |

c) No emoluments have been paid by the Group to the directors of the Company or the five highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office during the two years ended 31 March 2014 and 31 March 2013.

15. 董事及高級管理人員酬金(續)

b) 高級管理人員酬金

於本集團五名最高薪人士中，三名(二零一三年：三名)為本公司董事，其酬金載於上文。餘下兩名(二零一三年：兩名)最高薪人士之酬金如下：

兩名(二零一三年：兩名)最高薪僱員之酬金介乎下列酬金範圍：

c) 於截至二零一四年三月三十一日及二零一三年三月三十一日止兩個年度，本集團並無向本公司董事或五名最高薪人士支付任何酬金以作為彼等加盟本集團或加盟本集團時之獎勵，或作為彼等之離職賠償。

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16. PROPERTY, PLANT AND EQUIPMENT The Group

16. 物業、廠房及設備 本集團

| | | Leasehold land and buildings 租賃土地及 樓宇 HK\$'000 千港元 | Plant and machinery 廠房及機器 HK\$'000 千港元 | Furniture, equipment and motor vehicles 傢俬、 設備及汽車 HK\$'000 千港元 | Total 總額 HK\$'000 千港元 |
|--|----------------|--|--|---|--------------------------------|
| Cost | 成本 | | | | |
| At 1 April 2012 | 於二零一二年四月一日 | 8,614 | 20,190 | 4,456 | 33,260 |
| Exchange realignment | 匯兌調整 | 35 | 82 | 23 | 140 |
| Additions | 添置 | - | 40 | 918 | 958 |
| At 31 March 2013 | 於二零一三年三月三十一日 | 8,649 | 20,312 | 5,397 | 34,358 |
| At 1 April 2013 | 於二零一三年四月一日 | 8,649 | 20,312 | 5,397 | 34,358 |
| Exchange realignment | 匯兌調整 | 164 | 386 | 102 | 652 |
| Additions | 添置 | - | 4,932 | 720 | 5,652 |
| Disposals | 出售 | - | (190) | (918) | (1,108) |
| At 31 March 2014 | 於二零一四年三月三十一日 | 8,813 | 25,440 | 5,301 | 39,554 |
| Accumulated depreciation and amortisation | 累計折舊及攤銷 | | | | |
| At 1 April 2012 | 於二零一二年四月一日 | 1,548 | 5,833 | 1,650 | 9,031 |
| Exchange realignment | 匯兌調整 | 8 | 39 | 12 | 59 |
| Charge for the year | 本年度支出 | 527 | 2,619 | 907 | 4,053 |
| At 31 March 2013 | 於二零一三年三月三十一日 | 2,083 | 8,491 | 2,569 | 13,143 |
| At 1 April 2013 | 於二零一三年四月一日 | 2,083 | 8,491 | 2,569 | 13,143 |
| Exchange realignment | 匯兌調整 | 39 | 161 | 49 | 249 |
| Charge for the year | 本年度支出 | 540 | 2,857 | 1,115 | 4,512 |
| Eliminated on disposals | 出售時對銷 | - | (115) | (431) | (546) |
| At 31 March 2014 | 於二零一四年三月三十一日 | 2,662 | 11,394 | 3,302 | 17,358 |
| Carrying amount | 賬面值 | | | | |
| At 31 March 2014 | 於二零一四年三月三十一日 | 6,151 | 14,046 | 1,999 | 22,196 |
| At 31 March 2013 | 於二零一三年三月三十一日 | 6,566 | 11,821 | 2,828 | 21,215 |

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16. PROPERTY, PLANT AND EQUIPMENT 16. 物業、廠房及設備(續)
(continued)

The Company

本公司

Furniture and
equipment

傢俬及設備

HK\$'000

千港元

| Cost | 成本 | |
|--|----------------|-------|
| At 1 April 2012 | 於二零一二年四月一日 | 702 |
| Exchange realignment | 匯兌調整 | 8 |
| Additions | 添置 | 910 |
| At 31 March 2013 | 於二零一三年三月三十一日 | 1,620 |
| At 1 April 2013 | 於二零一三年四月一日 | 1,620 |
| Exchange realignment | 匯兌調整 | 30 |
| At 31 March 2014 | 於二零一四年三月三十一日 | 1,650 |
| Accumulated depreciation and amortisation | 累計折舊及攤銷 | |
| At 1 April 2012 | 於二零一二年四月一日 | 51 |
| Exchange realignment | 匯兌調整 | 2 |
| Charge for the year | 本年度支出 | 378 |
| At 31 March 2013 | 於二零一三年三月三十一日 | 431 |
| At 1 April 2013 | 於二零一三年四月一日 | 431 |
| Exchange realignment | 匯兌調整 | 8 |
| Charge for the year | 本年度支出 | 471 |
| At 31 March 2014 | 於二零一四年三月三十一日 | 910 |
| Carrying amount | 賬面值 | |
| At 31 March 2014 | 於二零一四年三月三十一日 | 740 |
| At 31 March 2013 | 於二零一三年三月三十一日 | 1,189 |

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16. PROPERTY, PLANT AND EQUIPMENT (continued)

The above property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

| | |
|---|---|
| Leasehold land and buildings | Over the shorter of the term of the leases or 3.33% |
| Plant and machinery | 10% to 25% |
| Furniture, equipment and motor vehicles | 10% to 25% |

The analysis of carrying amount of leasehold land and building is as follows:

16. 物業、廠房及設備(續)

上述物業、廠房及設備以直線法按下列年率計提折舊：

| | |
|----------|------------------|
| 租賃土地及樓宇 | 按租賃年期或3.33%之間較短者 |
| 廠房及機器 | 10%至25% |
| 傢俬、設備及汽車 | 10%至25% |

租賃土地及樓宇賬面值分析如下：

| | | The Group 本集團 | |
|---|----------------|----------------------------------|----------------------------------|
| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
| Outside Hong Kong, held under medium term lease | 位於香港境外，按中期租約持有 | 6,151 | 6,566 |

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17. INTANGIBLE ASSETS

17. 無形資產

| | | The Group 本集團 | | |
|--|----------------|--|--|--------------------------------|
| | | Exploration and evaluation assets 勘探及 評估資產 (Note i, iii & iv) (附註i、iii及iv) HK\$'000 千港元 | Mining right 採礦權 (Note i, ii, & iv) (附註i、ii及iv) HK\$'000 千港元 | Total 總額 HK\$'000 千港元 |
| Cost | 成本 | | | |
| At 1 April 2012 | 於二零一二年四月一日 | 48,065 | 105,257 | 153,322 |
| Addition | 添置 | 1,659 | - | 1,659 |
| Exchange realignment | 匯兌調整 | 204 | 426 | 630 |
| At 31 March 2013 | 於二零一三年三月三十一日 | 49,928 | 105,683 | 155,611 |
| At 1 April 2013 | 於二零一三年四月一日 | 49,928 | 105,683 | 155,611 |
| Exchange realignment | 匯兌調整 | 948 | 2,007 | 2,955 |
| At 31 March 2014 | 於二零一四年三月三十一日 | 50,876 | 107,690 | 158,566 |
| Accumulated amortisation and impairment | 累計攤銷及減值 | | | |
| At 1 April 2012 | 於二零一二年四月一日 | - | 20,851 | 20,851 |
| Exchange realignment | 匯兌調整 | - | 157 | 157 |
| Impairment loss | 減值虧損 | 49,928 | - | 49,928 |
| Charge for the year | 本年度支出 | - | 12,798 | 12,798 |
| At 31 March 2013 | 於二零一三年三月三十一日 | 49,928 | 33,806 | 83,734 |
| At 1 April 2013 | 於二零一三年四月一日 | 49,928 | 33,806 | 83,734 |
| Exchange realignment | 匯兌調整 | 948 | 642 | 1,590 |
| At 31 March 2014 | 於二零一四年三月三十一日 | 50,876 | 34,448 | 85,324 |
| Carrying amount | 賬面值 | | | |
| At 31 March 2014 | 於二零一四年三月三十一日 | - | 73,242 | 73,242 |
| At 31 March 2013 | 於二零一三年三月三十一日 | - | 71,877 | 71,877 |

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17. INTANGIBLE ASSETS (continued)

Notes:

i) The mining right and the exploration and evaluation assets acquired as part of a business combination during the year ended 31 March 2010 were initially recognised at their respective fair values on acquisition with reference to a professional valuation using discounted cash flow method based on the operating environment of each of the operating entities.

ii) Mining right

At the end of each reporting period, the management conducted impairment review of the mining right. As at 31 March 2014 and 2013, with reference to valuations conducted by an independent professional valuer using discounted cash flow method, the management expected that the recoverable amount of the mining right exceeded its carrying amount.

17. 無形資產(續)

附註：

i) 截至二零一零年三月三十一日止年度收購採礦權以及勘探及評估資產作為業務合併一部分，並參照按各經營實體經營環境之已貼現現金流量方法作出之專業估值，初步以收購時各自之公平值確認。

ii) 採礦權

於各報告期間結束時，管理層對採礦權進行減值檢討。於二零一四年及二零一三年三月三十一日，參照獨立專業估值師使用已貼現現金流量方法作出之估值，管理層預期採礦權之可收回金額超過其賬面值。

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17. INTANGIBLE ASSETS (continued)

Notes: (continued)

iii) Exploration and evaluation assets

The exploration and evaluation assets represented the exploration right possessed by the Group. For the year ended 31 March 2013, the exploration and evaluation assets were fully impaired in profit or loss based on a professional valuation, which concluded that no defined or reliable future economic benefit could be drawn due to the following facts and circumstances:

- the exploration right has been renewed twice and the expiry date of it would be on 20 February 2014;
- according to a legal opinion obtained by the Group, that under PRC law and regulation the exploration right can only be renewed twice, and no further renewal for period beyond 20 February 2014 can be obtained;
- the management re-assessed the status and considered that the Group is not able to obtain a mining right prior to the expiry of the exploration right; and
- that no defined or reliable future economic benefit could be drawn based on the current progress relating to the Management Restructuring Plan (as defined in iv below).

During the year ended 31 March 2014, the relevant government bureau exercised an administrative discretionary right and granted a renewed exploration right with valid period from 25 February 2014 to 25 February 2016.

Despite the successful renewal of the exploration right, with reference to a professional valuation conducted by an independent professional valuer, the Group concluded that no defined or reliable future economic benefit could be drawn from it and the impairment loss should not be reversed with the following reasons:

- the Group intends to hold the exploration right until the Management Restructuring Plan is approved;
- due to the Management Restructuring Plan, it is not feasible and practicable for the Group to obtain a mining right; and
- that defined or reliable future economic benefit could not be drawn based on the current progress of the Management Restructuring Plan.

17. 無形資產(續)

附註：(續)

iii) 勘探及評估資產

勘探及評估資產指本集團擁有之勘探權。截至二零一三年三月三十一日止年度，勘探及評估資產已根據專業估值於損益中悉數減值，由此結論於以下事實及情況，本集團日後將無法取得明確或可靠的經濟利益：

- 勘探權已重續兩次，並會於二零一四年二月二十日到期；
- 根據本集團所得的法律意見，於中國法律及法規下，勘探權僅可重續兩次，以及於二零一四年二月二十日後無法再重續勘探權；
- 管理層重新評估情況，認為本集團未能於勘探權到期前取得採礦權；及
- 基於管理重組計劃(定義見下文iv)的目前進度，日後無法取得明確或可靠經濟利益。

於截至二零一四年三月三十一日止年度，有關政府機關行使行政酌情權，授予重續勘探權，有效期自二零一四年二月二十五日至二零一六年二月二十五日。

儘管成功重續勘探權，經參照獨立專業估值師提供之專業估值後本集團結論為，本集團日後將無法取得明確或可靠的經濟利益及減值虧損不應撥回，乃基於以下原因：

- 本集團擬持有勘探權直至管理重組計劃獲得批准；
- 基於管理重組計劃，本集團認為取得採礦權並非切實可行；及
- 基於管理重組計劃的目前進度，日後無法取得明確或可靠經濟利益。

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17. INTANGIBLE ASSETS (continued)

Notes: (continued)

- iv) During the year ended 31 March 2012, the Department of Land and Resources of Xinjiang Uygur Autonomous Region (the "Xinjiang Land Department") informed the Group that pursuant to the instructions of the National Development and Reform Commission of the PRC, the Xinjiang Land Department is planning a management restructuring of different coal mines in the Xiheishan Mining Area (the "Management Restructuring Plan"), where the Group's Kaiyuan Open Pit Coal Mine (the "Kaiyuan Mine") and Zexu Open Pit Coal Mine (the "Zexu Mine") are situated.

On 14 March 2012, a restructuring proposal (the "Restructuring Proposal") was issued by the People's Government of Mulei Kazak Autonomous County, where the Group's Kaiyuan Mine is located, to the Administrative Bureau of Coal Industry of Changji Prefecture (the "Changji Administrative Bureau"). According to the Restructuring Proposal, which is part of the Management Restructuring Plan, the mining area of the Kaiyuan Mine, where the Group is now conducting mining activities, is proposed to be increased to 4.12 square kilometers, with the estimated additional coal resources of approximately 131.18 million tonnes. In the Restructuring Proposal, it is also stated that the production capacity of the Kaiyuan Mine will increase from 0.9 million tonnes per year to 3 million tonnes per year.

The Group received a letter dated 13 June 2012 issued by the Changji Administrative Bureau (the "13 June Letter") informing the updated status of the Management Restructuring Plan. According to the 13 June Letter, the following proposals in relation to the Group's Kaiyuan Mine and Zexu Mine (the "Updated Restructuring Proposals") have been submitted to the working group head office for coal industry structural upgrade work of Xinjiang Uygur Autonomous Region for consideration and approval:

- the Group's Kaiyuan Mine will be restructured and upgraded, and the exploration right in the Zexu Mine granted to the Group will be terminated; and
- the mining area of the Kaiyuan Mine, where the Group is now conducting mining activities, is proposed to be increased from 1.1596 square kilometers to 4.12 square kilometers, with the estimated coal resources of approximately 131.18 million tonnes.

The directors of the Company are of the view that as the above proposals are still subject to final approval by the People's Government of Xinjiang Uygur Autonomous Region, it is uncertain whether the above changes will be materialised. The Group will engage an independent qualified valuer to value the additional coal resources when the final approval is obtained.

17. 無形資產(續)

附註：(續)

- iv) 截至二零一二年三月三十一日止年度，新疆維吾爾自治區國土資源廳(「新疆國土資源廳」)知會本集團，根據中國國家發展和改革委員會之指示，新疆國土資源廳已為西黑山礦區內不同煤礦作出管理重組規劃(「管理重組規劃」)，本集團之凱源露天煤礦(「凱源煤礦」)及澤旭露天煤礦(「澤旭煤礦」)位於該礦區內。

於二零一二年三月十四日，本集團凱源煤礦所在之木壘哈薩克自治縣人民政府向昌吉州煤炭工業管理局(「昌吉管理局」)發出重組建議(「重組建議」)。根據為管理重組計劃一部分之重組建議，本集團正進行開採活動之凱源煤礦的開採面積建議增至4.12平方公里，估計額外煤礦資源約為131.18百萬噸。於重組建議中，亦列明凱源煤礦之產能由每年0.9百萬噸增至每年3百萬噸。

本集團接獲昌吉管理局就通知管理重組計劃的最新情況所發出之日期為二零一二年六月十三日之函件(「六月十三日函件」)。根據六月十三日函件，下列有關本集團凱源煤礦及澤旭煤礦之建議(「更新重組建議」)已提呈新疆維吾爾自治區煤炭產業結構優化升級工作領導小組辦公室作審批：

- 本集團之凱源煤礦將改造及升級，而授予本集團之澤旭煤礦勘探權將終止；及
- 本集團正進行開採活動之凱源煤礦之開採面積建議由1.1596平方公里增至4.12平方公里，估計煤礦資源約為131.18百萬噸。

本公司董事認為上述建議仍有待新疆維吾爾自治區人民政府最終審批，上述變動會否落實仍屬未知數。倘取得最終批准，本集團將委聘獨立合資格估值師對額外煤礦資源進行估值。

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18. GOODWILL

18. 商譽

| | | The Group 本集團 HK\$'000 千港元 |
|---|--|-------------------------------------|
| Cost | 成本 | |
| At 1 April 2012, 31 March 2013 and 31 March 2014 | 於二零一二年四月一日、二零一三年三月 三十一日及二零一四年三月三十一日 | 37,469 |
| Impairment | 減值 | |
| At 1 April 2012, 31 March 2013 and 31 March 2014 | 於二零一二年四月一日、二零一三年三月 三十一日及二零一四年三月三十一日 | 37,469 |
| Carrying amount | 賬面值 | |
| At 31 March 2014 | 於二零一四年三月三十一日 | - |
| At 31 March 2013 | 於二零一三年三月三十一日 | - |

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18. GOODWILL (continued)

At the end of the reporting period, the carrying amount of goodwill allocated to these CGUs is as follows:

| | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
|--|----------------------------------|----------------------------------|
| Qitai County Zexu Trading Company Limited (奇台縣澤旭商貿有限責任公司) (“E&E CGU”) 奇台縣澤旭商貿有限責任公司 (「勘探及評估現金產生單位」) | — | — |
| Mulei County Kai Yuan Coal Company Limited (木壘縣凱源煤炭有限責任公司) (“Mining CGU”) 木壘縣凱源煤炭有限責任公司 (「採礦現金產生單位」) | — | — |
| | — | — |

The goodwill arising on acquisition of Qitai County Zexu Trading Company Limited (奇台縣澤旭商貿有限責任公司) and Mulei County Kai Yuan Coal Company Limited (木壘縣凱源煤炭有限責任公司) was fully impaired during the year ended 31 March 2011.

18. 商譽(續)

於報告期間結束時，分配至該等現金產生單位之商譽賬面值如下：

收購奇台縣澤旭商貿有限責任公司及木壘縣凱源煤炭有限責任公司所產生之商譽於截至二零一一年三月三十一日止年度已悉數減值。

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19. SECURITY DEPOSIT

The Group

The balance represents a deposit placed with a bank to secure the Group's obligation to restore the environment after mining. The deposit bears interest at the prevailing bank saving interest rate and can be withdrawn upon the expiry of the Group's mining right and fulfillment of environment restoration obligation.

19. 保證按金

本集團

結餘指本集團就履行採礦後復墾環境之承擔而於銀行存置之存款。存款按當時之銀行儲蓄利率計息，並可於本集團之採礦權屆滿及完成環境復墾責任時提取。

20. INVESTMENTS IN SUBSIDIARIES

20. 於附屬公司之投資

| | | The Company 本公司 | |
|-------------------------------|-----------|----------------------------------|----------------------------------|
| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
| Unlisted shares, at cost | 非上市股份，按成本 | — | — |
| Amounts due from subsidiaries | 應收附屬公司款項 | 153,747 | 153,722 |
| | | 153,747 | 153,722 |

The amounts due from subsidiaries are unsecured, non interest-bearing and repayable on demand.

應收附屬公司款項為無抵押、不計息及須應要求償還。

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20. INVESTMENTS IN SUBSIDIARIES (continued)

Details of the principal subsidiaries held by the Company as at 31 March 2014 and 2013 are as follows:

| Name of subsidiary 附屬公司名稱 | Class of shares held 所持股份類別 | Place of incorporation/ registration and operation 註冊成立/註冊 及經營地點 | Issued shares/ registered capital 已發行股份面值/ 註冊資本 | Percentage of equity attributable to the Group 本集團應佔股權百分比 | | Principal activities 主要業務 |
|---|--------------------------------|--|--|---|--------------------|---|
| | | | | 2014 二零一四年 % | 2013 二零一三年 % | |
| Directly held: 直接持有： | | | | | | |
| Lasting Power Investments Limited 力恒投資有限公司 | Ordinary 普通股 | BVI 英屬處女群島 | US\$1 1美元 | 100 | 100 | Investment holding 投資控股 |
| Indirectly held: 間接持有： | | | | | | |
| Star Fortune International Investment Company Limited ("Star Fortune") 星力富鑫國際投資有限公司 (「星力富鑫」) | Ordinary 普通股 | BVI 英屬處女群島 | US\$100 100美元 | 100 | 100 | Investment holding 投資控股 |
| Ming Kei Kai Yuan Investment Company Limited 明基凱源投資有限公司 | Ordinary 普通股 | Hong Kong 香港 | HK\$60,000,000 60,000,000港元 | 100 | 100 | Investment holding 投資控股 |
| Mulei County Kai Yuan Coal Company Limited 木壘縣凱源煤炭有限責任公司* | Registered 註冊資本 | PRC 中國 | RMB30,000,000 人民幣30,000,000元 | 100 | 100 | Coal mining and sales 開採及銷售煤炭 |
| Qitai County Zexu Trading Company Limited 奇台縣澤旭商貿有限責任公司# | Registered 註冊資本 | PRC 中國 | RMB2,000,000 人民幣2,000,000元 | 100 | 100 | Holding of an exploration right of coal mine 持有煤礦勘探權 |

* Registered under the laws of PRC as wholly-foreign-owned enterprise

Registered under the laws of PRC as domestic enterprise

The above table lists the subsidiaries of the Group which, in the opinion of the directors of the Company, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries had any debt securities outstanding as at the end of the year or at any time during the year.

20. 於附屬公司之投資(續)

本公司於二零一四年及二零一三年三月三十一日持有之主要附屬公司詳情如下：

* 根據中國法例註冊為外商獨資企業

根據中國法例註冊為境內企業

上表列示本公司董事認為主要影響本集團業績或資產之本集團附屬公司。董事認為，詳列其他附屬公司之資料會導致篇幅過於冗長。

於年終或年內任何時間，概無附屬公司擁有任何已發行之債務證券。

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21. INVENTORIES

21. 存貨

| | | The Group 本集團 | |
|-------------|-----|----------------------------------|----------------------------------|
| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
| Consumables | 消費品 | 927 | 600 |
| Coal | 煤炭 | 12,673 | 67,677 |
| | | 13,600 | 68,277 |

During the year ended 31 March 2014, a reversal of HK\$1,877,000 for inventory written-down in prior year was recognised in profit or loss as certain government levy on coal production was cancelled. During the year ended 31 March 2013, write down of inventories to net realisable value amounted to HK\$15,058,000 was recognised as an expense.

截至二零一四年三月三十一日止年度內，由於若干煤炭生產之政府徵費取消，故於損益中確認撥回上一年度之存貨撇減1,877,000港元。截至二零一三年三月三十一日止年度，15,058,000港元存貨撇減至可變現淨值已確認為開支。

22. TRADE AND OTHER RECEIVABLES

22. 應收貨款及其他應收款項

| | | The Group 本集團 | | The Company 本公司 | |
|---|----------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
| Trade and bills receivables | 應收貨款及應收票據 | – | 735 | – | – |
| Prepayments, deposits and other receivables | 預付款項、按金及其他應收款項 | 1,805 | 2,217 | 227 | 552 |
| | | 1,805 | 2,952 | 227 | 552 |

All of the trade and other receivables are expected to be recovered or recognised as expense within one year.

所有應收貨款及其他應收款項預期於一年內收回或確認為開支。

The Group's sales to coal customers are largely done on payment in advance basis. For certain well-established customers, the Group allows an average credit period of 90 days.

本集團向煤炭客戶之銷售大部分按預付款項基準作出。就若干關係良好之客戶而言，本集團批准之平均信貸期為90天。

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22. TRADE AND OTHER RECEIVABLES (continued)

Included in the trade and bills receivables are bills receivables amounted to approximately HK\$Nil (2013: HK\$684,000) aged within one year.

At the end of reporting period, the aging analysis of the trade receivables (presented based on the invoice date) and bills receivables (presented based on the issuance date of relevant bills), net of allowance for doubtful debts was as follows:

| | | The Group 本集團 | |
|---------------------|-----------|----------------------------------|----------------------------------|
| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
| Within 90 days | 90天內 | — | 684 |
| 91–180 days | 91天至180天 | — | — |
| 181 days – 365 days | 181天至365天 | — | — |
| Over 1 year | 超過1年 | — | 51 |
| | | — | 735 |

As of the end of reporting period, the aging analysis of trade and bills receivables that were past due but not impaired are as follows:

| | | The Group 本集團 | | | | |
|-----------|-------------|---|--|--|--|--|
| | | Neither past due nor impaired 未逾期且 未出現減值 HK\$'000 千港元 | Past due but not impaired 已逾期但未出現減值 | | | |
| | | | <90 days 少於90天 HK\$'000 千港元 | 91 to 365 days 91天至 365天 HK\$'000 千港元 | Over 1 year 超過1年 HK\$'000 千港元 | |
| 31/3/2014 | 二零一四年三月三十一日 | — | — | — | — | |
| 31/3/2013 | 二零一三年三月三十一日 | 735 | 684 | — | 51 | |

22. 應收貨款及其他應收款項(續)

計入應收貨款及應收票據之應收票據約零港元(二零一三年: 684,000港元), 賬齡為一年內。

於報告期間結束時, 應收貨款(按發票日期呈列)及應收票據(按相關票據發出日期呈列)(於扣除呆賬撥備後)之賬齡分析如下:

於報告期間結束時, 已逾期但未出現減值之應收貨款及應收票據之賬齡分析如下:

**22. TRADE AND OTHER RECEIVABLES (continued)**

Trade and bills receivables for 2013 that were neither past due nor impaired related to wide range of customers for whom there was no recent history of default. The Group did not hold any collateral over these balances.

Trade and bills receivables for 2013 that were past due but not impaired related to an individual customer that has a good track record with the Group. Based on past experience, management believes that no impairment was necessary as there had not been a significant change in credit quality and the balances was still considered fully recoverable. The Group does not hold any collateral over this balance.

23. TRANSFERS OF FINANCIAL ASSETS

The Group discounted certain bills receivable accepted by banks in the PRC (the "Discounted Bills") to a bank to finance its operating cash flow with a carrying amount in aggregate of HK\$Nil as at 31 March 2014 (2013: HK\$244,000). The Discounted Bills have a maturity within six months at the end of the reporting period. In accordance with the Law of Negotiable Instruments in the PRC and relevant discounting arrangement with the bank, the holders of the Discounted Bills have a right of recourse against the Group if the accepting banks default (the "Continuing Involvement").

In the opinion of the directors, the Group has transferred substantially all risks and rewards relating to the Discounted Bills. Accordingly, it has derecognised the full carrying amounts of the Discounted Bills. The maximum exposure to loss from the Group's Continuing Involvement in the Discounted Bills and the undiscounted cash flows to repurchase these Discounted Bills equal to their carrying amounts. In the opinion of the directors, the fair value of the Group's Continuing Involvement in the Discounted Bills is not significant.

During the year, the Group has not recognised any gain or loss on the date of transfer of the Discounted Bills. No gains or losses were recognised from the Continuing Involvement, both during the year or cumulatively.

22. 應收貨款及其他應收款項(續)

未逾期且未出現減值之二零一三年應收貨款及應收票據與近期無拖欠記錄之多名客戶有關。本集團並無就此等結餘持有任何抵押品。

已逾期但未出現減值之二零一三年應收貨款及應收票據涉及一名過往於本集團記錄良好之個別客戶。由於信貸質素並無重大變動，而該等結餘仍被視為可全數收回，故根據過往經驗，管理層相信毋須作出減值。本集團並無就該等結餘持有任何抵押品。

23. 轉讓金融資產

本集團向一間銀行貼現獲多間中國銀行接納的若干應收票據(「已貼現票據」)，以為其經營現金流量撥資，於二零一四年三月三十一日，所涉賬面總值為零港元(二零一三年：244,000港元)。於報告期間結束時，已貼現票據於六個月內到期。根據中國票據法及與銀行訂立之相關貼現安排，倘接納票據之銀行拖欠付款，則已貼現票據持有人對本集團擁有追索權(「持續牽涉責任」)。

董事認為，本集團已轉移有關已貼現票據的絕大部分風險及回報。因此，其已取消確認已貼現票據的全數賬面值。本集團因已貼現票據之持續牽涉責任而可能承受的最大損失，以及購回已貼現票據的未貼現現金流量，相等於該等票據的賬面值。董事認為，本集團已貼現票據持續牽涉責任的公平值並不重大。

年內，本集團並無於已貼現票據轉讓當日，確認任何收益或虧損，亦無確認來自持續牽涉責任的年度或累計收益或虧損。

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24. CASH AND CASH EQUIVALENTS

Cash and cash equivalents of the Group comprised bank balances and cash held by the Group and short-term deposits amounting to approximately HK\$319,460,000 (2013: HK\$255,620,000) with an original maturity of three months or less, while the bank balance and cash held by the Company amounting to approximately HK\$192,047,000 (2013: HK\$199,515,000). The bank balances and bank deposits carried interest at market rates ranging from 0% to 1.43% (2013: 0% to 1.33%) per annum.

Included in cash and cash equivalents are the following amounts denominated in foreign currencies other than the functional currency of the entity to which they relate:

24. 現金及現金等值項目

本集團之現金及現金等值項目包括本集團持有之銀行結餘及現金以及原到期日為三個月或以內之短期存款約319,460,000港元(二零一三年: 255,620,000港元), 而本公司持有之銀行結餘及現金約為192,047,000港元(二零一三年: 199,515,000港元)。銀行結餘及銀行存款按介乎0厘至1.43厘(二零一三年: 0厘至1.33厘)之市場年利率計息。

現金及現金等值項目包括下列以相關實體功能貨幣以外之外幣計值之款項:

| | | The Group 本集團 | | The Company 本公司 | |
|------|----|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
| HK\$ | 港元 | 192,052 | 199,518 | 192,047 | 199,515 |

As at 31 March 2014, the balances that were placed with banks in the PRC amounted to RMB100,309,000 (equivalent to HK\$127,177,000) (2013: RMB45,089,000, equivalent to HK\$56,101,000). Remittance of funds out of the PRC is subject to the exchange controls imposed by the PRC government.

於二零一四年三月三十一日, 存於中國境內銀行之結餘為人民幣100,309,000元(相當於127,177,000港元)(二零一三年: 人民幣45,089,000元, 相當於56,101,000港元)。匯出中國境外之資金須受中國政府實行之外匯管制所規限。

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25. TRADE AND OTHER PAYABLES

At the end of reporting period, the aging analysis of the trade payables (presented based on the invoice date) were as follows:

25. 應付貨款及其他應付款項

於報告期間結束時，應付貨款(按發票日期呈列)之賬齡分析如下：

| | | The Group 本集團 | | The Company 本公司 | |
|---|---------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
| Within 90 days | 90天內 | 1,540 | 658 | – | – |
| 91–180 days | 91天至180天 | 559 | 337 | – | – |
| 181–365 days | 181天至365天 | 750 | 546 | – | – |
| Over 1 year | 超過1年 | 45 | 29 | – | – |
| Trade payables | 應付貨款 | 2,894 | 1,570 | – | – |
| Receipt in advance | 預收款項 | 1,237 | 2,152 | – | – |
| Value-added tax and non-income tax payable | 應付增值稅及非所得稅 | 3,443 | 1,524 | – | – |
| Government levies payable: | 應付政府徵費： | | | | |
| – Economic development fees in coal resources areas | – 煤炭資源地方經濟發展費 | 29,888 | 21,201 | – | – |
| – Others | – 其他 | 4,741 | 4,909 | – | – |
| Accrued expenses | 應計費用 | 2,149 | 1,694 | 1,407 | 1,192 |
| Other payables | 其他應付款項 | 5,264 | 5,252 | – | – |
| | | 49,616 | 38,302 | 1,407 | 1,192 |

All the trade and other payables are expected to be settled or recognised as income within one year.

所有應付貨款及其他應付款項預期於一年內清償或確認為收入。

The average credit period of purchases of goods is 180 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

採購商品之平均信貸期為180天。本集團已制定財務風險管理政策，確保所有應付款項於信貸期限內清償。

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26. CAPITAL AND RESERVES

a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

The Company

| | | Share premium 股份溢價 HK\$'000 千港元 (note i) (附註i) | Exchange translation reserve 匯兌儲備 HK\$'000 千港元 (note iv) (附註iv) | Contributed surplus 繳入盈餘 HK\$'000 千港元 (note vi) (附註vi) | Accumulated losses 累計虧損 HK\$'000 千港元 | Total 總額 HK\$'000 千港元 |
|---|------------------------|--|--|--|--|--------------------------------|
| At 1 April 2012 | 於二零一二年四月一日 | 191,534 | 11,652 | 128,013 | (260,705) | 70,494 |
| Profit for the year | 年內溢利 | - | - | - | 16,209 | 16,209 |
| Exchange differences on translation of functional currency to presentation currency | 換算功能貨幣為呈列貨幣之匯兌差額 | - | 688 | - | - | 688 |
| Total comprehensive income for the year | 年內全面收入總額 | - | 688 | - | 16,209 | 16,897 |
| At 31 March 2013 and 1 April 2013 | 於二零一三年三月三十一日及二零一三年四月一日 | 191,534 | 12,340 | 128,013 | (244,496) | 87,391 |
| Loss for the year | 年內虧損 | - | - | - | (26,917) | (26,917) |
| Exchange differences on translation of functional currency to presentation currency | 換算功能貨幣為呈列貨幣之匯兌差額 | - | 3,112 | - | - | 3,112 |
| Total comprehensive loss for the year | 年內全面虧損總額 | - | 3,112 | - | (26,917) | (23,805) |
| At 31 March 2014 | 於二零一四年三月三十一日 | 191,534 | 15,452 | 128,013 | (271,413) | 63,586 |

Notes:

i) Share premium

The application of share premium is governed by Section 40 of the Bermuda Companies Act 1981.

附註：

i) 股份溢價

運用股份溢價須受百慕達一九八一年公司法第40條管轄。

26. 股本及儲備

a) 權益部分變動

本集團之綜合股權各個部分之年初及年末結餘對賬載於綜合權益變動表。本公司個別權益部分之年初及年末變動載列如下：

本公司



26. CAPITAL AND RESERVES (continued)

a) Movements in components of equity (continued)

The Company (continued)

Notes: (continued)

ii) Capital reserve

Capital reserve arose from the acquisition of the additional equity interest of subsidiaries in prior years. It represents the difference between the carrying amount of the net assets of the subsidiaries attributable to the additional interest at the dates of acquisition and the fair value of consideration paid by the Group.

iii) Statutory reserves

Statutory surplus reserve

In accordance with the People's Republic of China (the "PRC") regulations, all of the Group's subsidiaries in the PRC are required to transfer part of their profit after tax to the statutory surplus reserve, which are non-distributable, before profit distributions are made. The amounts of the transfers are subject to the approval of the boards of directors of these companies in accordance with their articles of association.

Specific reserve for maintenance and production funds

Pursuant to the relevant PRC regulations, the Group is required to transfer production and maintenance funds at fixed rates based on production volume to a specific reserve accounts. The production and maintenance funds could be utilised when expenses or capital expenditures on production maintenance and safety measures are incurred. The amount of production and maintenance funds utilised would be transferred from the specific reserve account to retained earnings.

iv) Exchange translation reserve

Exchange translation reserve comprises all foreign exchange differences arising from the translation of functional currency to presentation currency. The reserve is dealt with in accordance with the accounting policy set out in note 3(p).

v) Special reserve

The amount in special reserve represents the difference between the consideration paid for acquiring a further 49% equity interest in Star Fortune and the decrease in the carrying amount of the non-controlling interests of Star Fortune.

vi) Contributed surplus

The contributed surplus of the Company represents the difference between the nominal value of the Company's shares issued in exchange for the issued shares of the companies being acquired and the value of net assets of the underlying companies acquired at the time of the Group's reorganisation in preparation for its listing in 1995. Under the Companies Act 1981 of Bermuda, the Company may make distributions to its members out of the contributed surplus in certain circumstances.

26. 股本及儲備(續)

a) 權益部分變動(續)

本公司(續)

附註:(續)

ii) 股本儲備

股本儲備源於過往年度收購附屬公司額外股本權益。該儲備指於收購日期有關額外股本權益應佔該等附屬公司資產淨值之賬面值與本集團所付代價公平值之間的差額。

iii) 法定儲備

法定盈餘儲備

根據中華人民共和國(「中國」)法規,本集團所有在中國之附屬公司須於分派溢利前將其部分除稅後溢利轉撥至法定儲備,該儲備為不可分派之儲備。轉撥金額須經由該等公司之董事會按照其組織章程細則批准。

維簡及生產資金之專項儲備

根據相關中國規例,本集團須按照產量以固定比率轉撥生產及維簡基金至專項儲備賬。生產及維簡基金可在產生生產維簡及安全設施之開支或資本性開支時動用。已動用生產及維簡基金將由專項儲備賬轉撥至保留溢利。

iv) 匯兌儲備

匯兌儲備包括換算功能貨幣至呈列貨幣時產生之全部外匯差額。該儲備根據附註3(p)所載會計政策處理。

v) 特別儲備

特別儲備金額相當於進一步收購星力富鑫49%股本權益已付代價與星力富鑫非控股權益賬面值減額間之差額。

vi) 繳入盈餘

本公司之繳入盈餘指本公司為交換所收購公司已發行股份而發行之本公司股份面值,與所收購相關公司於本集團在一九九五年為籌備上市進行重組時之資產淨值之差額。根據百慕達一九八一年公司法,本公司可在若干情況下自繳入盈餘向其股東作出分派。

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26. CAPITAL AND RESERVES (continued)

b) Authorised and issued share capital

| | |
|--------------------------|--------------|
| Authorised: | 法定： |
| Balance at 1 April 2012, | 於二零一二年四月一日、 |
| 31 March 2013 and | 二零一三年三月三十一日及 |
| 31 March 2014 | 二零一四年三月三十一日之 |
| | 結餘 |
| Issued and fully paid: | 已發行及繳足： |
| Balance at 1 April 2012, | 於二零一二年四月一日、 |
| 31 March 2013 and | 二零一三年三月三十一日及 |
| 31 March 2014 | 二零一四年三月三十一日之 |
| | 結餘 |

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regards to the Company's residual assets.

c) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, and to generate sufficient profit to maintain growth and provide a satisfactory return to its shareholders.

The management actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholders' returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic condition. In view of this, the Group will balance its overall capital structure through the payment of dividend or the issue of new debt. No changes were made in the objectives or policies during the year.

26. 股本及儲備(續)

b) 法定及已發行股本

| | Number of ordinary shares of HK\$0.10 each 每股面值 0.10港元之 普通股數目 | Amount 金額 HK\$'000 千港元 |
|--|--|---------------------------------|
| | 5,000,000,000 | 500,000 |
| | 765,373,584 | 76,537 |

普通股持有人有權收取不時宣派之股息，並可於本公司會議上享有一股一票之權利。所有普通股在分攤本公司之剩餘資產方面均享有同等權益。

c) 資本管理

本集團管理資本之首要目標乃保障本集團能夠繼續根據持續經營基準經營，以及賺取足夠利潤以維持增長，及為股東賺取滿意回報。

管理層積極定期檢討及管理其資本架構，以在較高股東回報情況下可能伴隨之較高借貸水平與穩健資本狀況帶來之好處及保障之間取得平衡，並根據經濟狀況變化對資本結構作出調整。有鑒於此，本集團將透過派付股息或發行新債務平衡其整體資本結構。於年內並無對目標或政策作出任何變動。

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26. CAPITAL AND RESERVES (continued)

c) Capital management (continued)

The Group monitors its capital structure on the basis of a debt-to-equity ratio. For this purpose, total debt represented convertible loan notes designated as financial liabilities at fair value through profit or loss. Equity comprises all components of equity.

The Group

The debt-to-equity ratio at 31 March 2014 and 2013 are as follows:

26. 股本及儲備(續)

c) 資本管理(續)

本集團以權益負債比率作為監控資本架構之基準。就此而言，總負債即指定為按公平值列賬並在損益內處理之金融負債之可換股貸款票據。權益包括權益之所有組成部分。

本集團

於二零一四年及二零一三年三月三十一日之權益負債比率如下：

| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
|---|-------------------------------|----------------------------------|----------------------------------|
| Current liabilities | 流動負債 | | |
| Convertible loan notes designated as financial liabilities at fair value through profit or loss | 指定為按公平值列賬並在損益內處理之金融負債之可換股貸款票據 | – | 189,858 |
| Non-current liabilities | 非流動負債 | | |
| Convertible loan notes designated as financial liabilities at fair value through profit or loss | 指定為按公平值列賬並在損益內處理之金融負債之可換股貸款票據 | 205,231 | – |
| Total debt | 總負債 | 205,231 | 189,858 |
| Total equity | 總權益 | 164,153 | 174,374 |
| Debt-to-equity ratio | 權益負債比率 | 1.25 | 1.09 |

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26. CAPITAL AND RESERVES (continued)

c) Capital management (Continued)

The Company

The debt-to-equity ratio at 31 March 2014 and 2013 are as follows:

| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
|---|-------------------------------|----------------------------------|----------------------------------|
| Current liabilities | 流動負債 | | |
| Convertible loan notes designated as financial liabilities at fair value through profit or loss | 指定為按公平值列賬並在損益內處理之金融負債之可換股貸款票據 | – | 189,858 |
| Non-current liabilities | 非流動負債 | | |
| Convertible loan notes designated as financial liabilities at fair value through profit or loss | 指定為按公平值列賬並在損益內處理之金融負債之可換股貸款票據 | 205,231 | – |
| Total debt | 總負債 | 205,231 | 189,858 |
| Total equity | 總權益 | 140,123 | 163,928 |
| Debt-to-equity ratio | 權益負債比率 | 1.46 | 1.16 |

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

本公司或其任何附屬公司均無受到外間所施加之資本規定之限制。

26. 股本及儲備(續)

c) 資本管理(續)

本公司

於二零一四年及二零一三年三月三十一日之權益負債比率如下：



27. CONVERTIBLE LOAN NOTES

The Group and the Company

On 14 March 2008, the Company issued zero-coupon convertible loan notes with an aggregate principal amount of HK\$200,000,000 to Ascent Goal simultaneously upon completion of the issue and allotment of 400,000,000 ordinary shares of HK\$0.1 each. The notes are denominated in HK\$ and entitle the holders to convert them into ordinary shares of the Company at any time between the date of issue of the notes and their settlement date on 13 March 2011 in multiples of HK\$1,000,000 at a conversion price HK\$0.20 (subject to adjustments) per share. The shares to be issued and allotted upon conversions shall rank pari passu in all respects among themselves and with all other ordinary shares in issue by the Company on the date of such allotment and issue. If the convertible loan notes has not been converted, the Company shall repay the principal amount of the outstanding convertible loan notes to Ascent Goal at 13 March 2011.

On 11 February 2011, the Company entered into a deed of amendment with Ascent Goal, to extend the maturity date of the convertible loan notes for 36 months and the conversion period will accordingly be extended for 36 months from 14 March 2011 (date of extension) to 13 March 2014. Apart from the extension of the maturity date and the conversion period, all terms of the convertible loan notes remain unchanged from the original terms.

Following the change of functional currency from HK\$ to RMB, the board of directors is of the view that the convertible loan notes upon extension of maturity date ("Convertible Loan Notes") was no longer convertible at a fixed for fixed relationship. Accordingly, the convertible loan notes was designated as a financial liability at FVTPL in the consolidated statement of financial position.

27. 可換股貸款票據

本集團及本公司

於二零零八年三月十四日，本公司於完成發行及配發400,000,000股每股面值0.1港元之普通股之同時，向晉標發行本金總額為200,000,000港元之零息可換股貸款票據。該等票據以港元計值，賦予持有人權利於該等票據發行日期至結算日期二零一一年三月十三日期間，隨時按轉換價每股0.20港元(可予調整)將之轉換為本公司普通股，轉換時須為1,000,000港元之倍數。轉換時發行及配發之股份彼此之間及與配發及發行日期本公司所有其他已發行普通股於各方面均享有同等權益。倘可換股貸款票據未獲轉換，本公司應於二零一一年三月十三日償還晉標未轉換可換股貸款票據之本金額。

於二零一一年二月十一日，本公司與晉標訂立修訂契據，以將可換股貸款票據之到期日延期36個月及轉換期將相應從二零一一年三月十四日(延期日期)延期36個月至二零一四年三月十三日。除延長到期日及轉換期外，所有可換股貸款票據條款按原有條款維持不變。

功能貨幣從港元轉為人民幣後，董事會認為可換股貸款票據(「可換股貸款票據」)於到期日延期時不可再以固定關係轉換。因此，可換股貸款票據於綜合財務狀況表內指定為按公平值列賬並在損益內處理之金融負債。



27. CONVERTIBLE LOAN NOTES (continued)

The Group and the Company (continued)

On 21 January 2014, the Company entered into a second deed of amendment with Ascent Goal ("New Convertible Loan Notes"), to extend the maturity date of the convertible loan notes for 36 months and the conversion period will accordingly be extended for 36 months from 14 March 2014 (date of extension) to 13 March 2017 ("New Maturity Date"). Apart from the extension of maturity date and the conversion period, all terms of the convertible loan notes remain unchanged from the original terms.

The New Maturity Date is considered to be a substantial modification of terms of the Convertible Loan Notes as the discounted present value of the cash flows of the New Convertible Loan Notes is more than 10% different from the discounted present value of the cash flows of the outstanding convertible loan notes prior to the extension of maturity date. As such, Convertible Loan Notes was derecognised and New Convertible Loan Notes was recognised. The fair value of the New Convertible Loan Notes as at 14 March 2014 amounting to approximately HK\$200,000,000. An extinguishment loss of approximately HK\$211,000 has been recognised in profit or loss.

The Convertible Loan Notes and New Convertible Loan Notes were valued by the directors of the Company with reference to valuation reports issued by Asset Appraisal Limited, an independent qualified valuer not connected to the Group. The increase in fair value of the Convertible Loan Notes from its carrying amount as at 31 March 2013 to the date of extension, and the New Convertible Loan Notes from the date of extension to 31 March 2014, approximately HK\$15,373,000 have been recognised in the profit or loss for the year ended 31 March 2014.

27. 可換股貸款票據(續)

本集團及本公司(續)

於二零一四年一月二十一日，本公司與晉標訂立第二份修訂契據(「新可換股貸款票據」)，以將可換股貸款票據之到期日延期36個月，而轉換期將因此從二零一四年三月十四日(延期日期)延期36個月至二零一七年三月十三日(「新到期日」)。除延長到期日及轉換期外，所有可換股貸款票據條款按原有條款維持不變。

由於新可換股貸款票據之現金流量已貼現現值超過與延長到期日前之尚未行使可換股貸款票據之現金流量已貼現現值相差超過10%，故新到期日被視為可換股貸款票據條款之重大修改。因此，已終止確認可換股貸款票據及確認新可換股貸款票據。新可換股貸款票據於二零一四年三月十四日之公平值約為200,000,000港元。約211,000港元清償虧損已於損益中確認。

可換股貸款票據及新可換股貸款票據經本公司董事參考與本集團並無關連之獨立合資格估值師中誠達資產評估顧問有限公司所出具估值報告進行估值。可換股貸款票據由其於二零一三年三月三十一日之賬面值至延期日期及新可換股貸款票據由延期日期至二零一四年三月三十一日之公平值增幅約15,373,000港元已於截至二零一四年三月三十一日止年度之損益中確認。

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27. CONVERTIBLE LOAN NOTES (continued)

The Group and the Company (continued)

The movement of the Convertible Loan Notes and the New Convertible Loan Notes for the year is set out below:

27. 可換股貸款票據(續)

本集團及本公司(續)

可換股貸款票據及新可換股貸款票據於年內之變動載列如下：

| | | Convertible Loan Notes 可換股貸款票據 | |
|--|--------------------------------|--|----------------------------------|
| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
| Balance at beginning of the year | 年初結餘 | 189,858 | 213,889 |
| Fair value change charged/(credited) to the profit or loss | 於損益扣除/(計入)之公平值變動 | 10,142 | (24,031) |
| Gain on translation of convertible loan notes denominated in a foreign currency into the functional currency | 可換股貸款票據由外幣換算為功能貨幣計值之收益 | (3,604) | (725) |
| Exchange adjustment arising on translation of functional currency to presentation currency and charged to other comprehensive income | 換算功能貨幣為呈列貨幣時產生之匯兌調整，並於其他全面收入扣除 | 3,604 | 725 |
| Derecognition on maturity | 於到期時終止確認 | (200,000) | - |
| Balance at end of the year | 年末結餘 | - | 189,858 |
| | | New Convertible Loan Notes 新可換股貸款票據 HK\$'000 千港元 | |
| Recognition of New Convertible Loan Notes on 14 March 2014 (date of extension) | 於二零一四年三月十四日(延期日期)確認新可換股貸款票據 | | 200,000 |
| Fair value change charged to the profit or loss | 於損益扣除之公平值變動 | | 5,231 |
| Balance at end of the year | 年末結餘 | | 205,231 |
| Analysed for reporting as: Non-current liabilities | 分析呈報如下： 非流動負債 | | 205,231 |
| Difference between carrying amount and maturity amount: | 賬面值與到期金額間之差額： | | |
| Convertible loan notes at fair value | 可換股貸款票據之公平值 | | 205,231 |
| Amount payable on maturity | 到期時應付金額 | | 200,000 |
| | | | 5,231 |

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27. CONVERTIBLE LOAN NOTES (continued)

The Group and the Company (continued)

None of the convertible loan notes had been converted into ordinary shares of the Company during the years ended 31 March 2014 and 2013.

Fair value change charged/(credited) to profit or loss:

27. 可換股貸款票據(續)

本集團及本公司(續)

截至二零一四年及二零一三年三月三十一日止年度並無可換股貸款票據已獲轉換為本公司普通股。

於損益扣除/(計入)之公平值變動：

| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
|----------------------------|----------|----------------------------------|----------------------------------|
| Convertible Loan Notes | 可換股貸款票據 | 10,142 | (24,031) |
| New Convertible Loan Notes | 新可換股貸款票據 | 5,231 | - |
| | | 15,373 | (24,031) |

28. PROVISION FOR CLOSE DOWN, RESTORATION AND ENVIRONMENTAL COSTS

28. 關閉、復墾及環境成本撥備

The Group

本集團

| | | HK\$'000 千港元 |
|---------------------|--------------|-----------------|
| At 1 April 2013 | 於二零一三年四月一日 | 1,959 |
| Exchange difference | 匯兌差額 | 37 |
| At 31 March 2014 | 於二零一四年三月三十一日 | 1,996 |

**28. PROVISION FOR CLOSE DOWN, RESTORATION AND ENVIRONMENTAL COSTS (continued)**

Mining activities may result in land subsidence, which could lead to losses to the residents of the mining areas. Pursuant to the relevant PRC regulations, the Group is required to make compensation payments to the residents for their losses resulting from land subsidence, or to restore the mining areas back to certain acceptable conditions.

Under existing legislation, management believes that there are no probable liabilities that will have a material adverse effect on the financial position or results of operations of the Group. The PRC government, however, has moved and may move further towards the adoption of more stringent environmental standards. Environmental liabilities are subject to considerable uncertainty which affect the Group's ability to estimate the ultimate cost of remediation efforts. These uncertainties include: (i) the exact nature and extent of the contamination at various sites including, but not limited to, coal mines areas, whether operating, closed or sold, (ii) the extent of required cleanup efforts, (iii) varying costs of alternative remediation strategies, (iv) changes in environmental remediation requirements, and (v) the identification of new remediation sites.

The provision for close down, restoration and environmental clean up costs has been determined by management based on their past experience and best estimate of future expenditure by discounting the expected expenditures to their net present value. However, in so far as the effect on the land and the environment from current mining activities becomes apparent in future periods, the estimate of the associated costs may be subject to revision in the future. The amounts provided in relation to close down, restoration and environmental clean up costs are reviewed at least annually based upon the facts and circumstances available at the time and the provisions are updated accordingly.

28. 關閉、復墾及環境成本撥備 (續)

開採活動可能導致地陷，從而可令開採地區之居民遭受損失。根據相關中國法規，本集團須就地陷對居民造成之損失向有關居民作出賠償，或將開採地區恢復至一定可接受狀況。

根據現行法例，管理層相信不會發生任何可能對本集團財務狀況或經營業績有重大負面影響之責任。然而，中國政府已經並有可能進一步實施更嚴格之環保標準。環保責任涉及相當程度之不確定因素，並可能影響本集團估計最終環境補償成本之能力。此等不確定因素包括：(i)於不同地點(包括但不限於營運中、已關閉或已出售之礦場)確實出現污染之性質及程度；(ii)需要展開清理工作之程度；(iii)各種其他可供選用補救措施之成本；(iv)環境補償規定之更改；及(v)確定需要採取補救措施之新地點。

管理層已根據彼等過往經驗，以及對未來開支之最佳估計，並將預期開支貼現至其現有淨值而釐定關閉、復墾及環境清理成本撥備。然而，只要目前採礦活動帶來之土地及環境影響於未來期間變得顯著，則相關成本之估計或須於未來作出修訂。就關閉、復墾及環境清理成本計提之撥備至少每年根據當時可得之事實及情況而審閱，並相應更新撥備。

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29. DEFERRED TAX

The Group

The following are the major deferred tax liabilities/(assets) recognised and movement thereof during the current and prior reporting periods.

29. 遞延稅項

本集團

以下為已確認之主要遞延稅項負債／(資產) 以及其於本報告期間及過往報告期間之變動。

| | | Intangible assets 無形資產 HK\$'000 千港元 | Inventories 存貨 HK\$'000 千港元 | Accrual expenses 應計費用 HK\$'000 千港元 | Total 總額 HK\$'000 千港元 |
|---|--------------------------|---|--------------------------------------|--|--------------------------------|
| At 1 April 2012 | 於二零一二年四月一日 | 33,118 | - | - | 33,118 |
| Exchange realignment | 匯兌調整 | 47 | (21) | - | 26 |
| Credit to consolidated statement of profit or loss and other comprehensive income for the year | 計入本年度之綜合損益及其他全面收益表 | (15,196) | (3,765) | - | (18,961) |
| At 31 March 2013 | 於二零一三年三月三十一日 | 17,969 | (3,786) | - | 14,183 |
| Exchange realignment | 匯兌調整 | 342 | (72) | - | 270 |
| Charge/(credit) to consolidated statement of profit or loss and other comprehensive income for the year | 於本年度之綜合損益及其他全面收益表扣除／(計入) | - | 3,573 | (7,471) | (3,898) |
| At 31 March 2014 | 於二零一四年三月三十一日 | 18,311 | (285) | (7,471) | 10,555 |

Reconciliation to the consolidated statement of financial position:

綜合財務狀況表對賬：

| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
|---|---------------------|----------------------------------|----------------------------------|
| Net deferred tax asset recognised in the consolidated statement of financial position | 於綜合財務狀況表確認的遞延稅項資產淨值 | - | (3,786) |
| Net deferred tax liability recognised in the consolidated statement of financial position | 於綜合財務狀況表確認的遞延稅項負債淨值 | 10,555 | 17,969 |
| | | 10,555 | 14,183 |

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29. DEFERRED TAX (continued)

At 31 March 2014, the Group had unused tax losses of HK\$892,000 (2013: HK\$845,000) available for offset against future profits. No deferred tax asset has been recognised in respect of the tax losses due to the unpredictability of future profits streams. Tax losses may be expired in 5 years.

Under the EIT Law of the PRC, withholding tax is payable on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to the accumulated taxable profits of the PRC subsidiaries amounting to HK\$59,961,000 (2013: HK\$49,254,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

30. RELATED PARTY TRANSACTIONS

- a) Except as disclosed elsewhere in the consolidated financial statements, the significant related party transactions are as follows:

| | |
|---|--|
| China Sonangol International Limited ("CSI") (note a) – rental expenses (note b) | 安中國際石油有限公司 (「安中國際」)(附註a) – 租金開支(附註b) |
|---|--|

Notes:

- a) CSI is an intermediate holding company of the Company.
- b) Operating lease commitment for future minimum lease payments under non-cancellable operating lease with CSI was amounted to HK\$495,000 (2013: HK\$450,000).

29. 遞延稅項(續)

於二零一四年三月三十一日，本集團之未動用稅項虧損為892,000港元(二零一三年：845,000港元)可用作對銷未來溢利。由於難以預測日後之溢利來源，因此未有就稅項虧損確認遞延稅項資產。稅項虧損可於五年內到期。

根據中國企業所得稅法規定，自二零零八年一月一日起，將向中國附屬公司就其所賺取之溢利而宣派之股息徵收預扣稅。概無就中國附屬公司累計稅項溢利應佔之暫時差額59,961,000港元(二零一三年：49,254,000港元)於綜合財務報表作出遞延稅項撥備，乃因本集團能控制撥回暫時差額之時間，且有關暫時差額於可見將來不大可能撥回。

30. 關連人士交易

- a) 除綜合財務報表其他部分所披露者外，重大關連人士交易如下：

| 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
|----------------------------------|----------------------------------|
| 615 | 510 |

附註：

- a) 安中國際為本公司之中介控股公司。
- b) 根據與安中國際訂立之不可撤銷經營租賃之未來應付最低租賃款項承擔達495,000港元(二零一三年：450,000港元)。

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30. RELATED PARTY TRANSACTIONS (continued)

b) Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
|------------------------------|--------|----------------------------------|----------------------------------|
| Short-term employee benefits | 短期僱員福利 | 4,197 | 4,325 |
| Post-employment benefits | 離職後福利 | 60 | 55 |
| | | 4,257 | 4,380 |

The remuneration of directors was determined by the remuneration committee having regard to the performance of individuals and market trends.

董事薪酬由薪酬委員會參照彼等之個人表現及市場趨勢後釐定。

31. OPERATING LEASE COMMITMENTS

The Group as lessee

The Group leases certain of its offices, warehouse and staff quarters under operating lease arrangements. Lease for properties are negotiated for a term ranging from one to three years and rental are fixed.

At the end of reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 |
|---|----------------|----------------------------------|----------------------------------|
| Within one year | 一年內 | 2,349 | 2,062 |
| In the second to fifth years, inclusive | 第二至第五年(包括首尾兩年) | 471 | 2,146 |
| | | 2,820 | 4,208 |

30. 關連人士交易(續)

b) 主要管理人員補償

年內董事及其他主要管理層成員之薪酬如下：

31. 經營租賃承擔

本集團作為承租人

本集團根據經營租賃安排租用旗下若干辦公室、倉庫及員工宿舍。該等物業之租約期介乎一年至三年不等，租金固定。

於報告期間結束時，本集團根據不可撤銷經營租賃之未來應付最低租賃款項承擔於以下期間到期：



32. SHARE OPTION SCHEME

The Company adopted a share option scheme on 28 August 2003 (the "Scheme") for the purpose of providing incentives and rewards to directors and eligible employees and expired on 27 August 2013.

According to the Scheme, the directors of the Company may grant options to eligible employees, including directors of the Company or any of its subsidiaries and any suppliers, customers, any technical, financial, and legal professional advisors who have contributed to the Group, to subscribe for shares in the Company for a consideration of HK\$1 for each lot of share options granted.

Options granted should be accepted within 28 days from the date of grant. The total number of shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the shares of the Company in issue at the date of adoption of the Scheme.

At the end of the reporting period, there was no remaining outstanding share options granted under the Scheme (2013: Nil). The total number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. Options granted to director, chief executive or substantial shareholder of the Company or any of their associates in excess of 0.1% of the Company's share capital or with a value in excess of HK\$5 million must be approved in advance by the Company's shareholders.

Options granted may be exercised at any time during the option period and are to be settled by issuance of the Company's shares. The directors may at their absolute discretion determine the period during which an option may be exercised, such period to expire not later than 10 years from the date of grant of the option. The exercise price is determined by the directors and shall not be less than the highest of (i) the closing price of the Company's share on the date of grant, (ii) the average closing price of the Company's shares for the five business days immediately preceding the date of grant, and (iii) the nominal value of the share.

32. 購股權計劃

本公司於二零零三年八月二十八日採納一項購股權計劃(「計劃」)，目的為向董事及合資格僱員提供獎勵及回報，計劃已於二零一三年八月二十七日屆滿。

根據計劃，本公司董事可向合資格僱員，包括本公司或其任何附屬公司之董事，以及任何曾對本集團作出貢獻之供應商、客戶以及任何技術、財務及法律專業顧問，授予購股權以認購本公司股份，每批已授出購股權之代價為1港元。

授出之購股權須於授出日期起計28日內接納。根據計劃及本公司任何其他購股權計劃將予授出之購股權獲悉數行使時可發行之股份總數，不得超過本公司於計劃採納日期已發行股份之10%。

於報告期間結束時，並無根據計劃已授出而尚未行使之購股權(二零一三年：無)。在未經本公司股東事先批准下，任何個別人士在任何一年內獲授之購股權涉及之股份總數均不得超過本公司在任何時候已發行股份之1%。向本公司董事、主要行政人員或主要股東或彼等之任何聯繫人士授出之購股權如涉及本公司股本超過0.1%或總值超過5,000,000港元，必須事先獲本公司股東批准。

授出之購股權可於購股權期間內任何時間獲行使，並通過發行本公司股份支付。董事可全權酌情決定購股權可予行使之期間，惟該期間不得超過授出購股權當日起計十年。行使價由董事釐定，惟不得低於(i)本公司股份於授出日期之收市價；(ii)本公司股份於緊接授出日期前五個營業日之平均收市價；及(iii)股份面值三者中之最高者。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March 2014 (Express in thousands of Hong Kong dollars)
截至二零一四年三月三十一日止年度(以千港元為單位)



32. SHARE OPTION SCHEME (continued)

The Scheme has expired on 27 August 2013.

Total number of securities available for issue under the share option scheme as at 31 March 2014 was Nil (2013: 229,612,075 shares, represented 30% of the issued share capital of the Company at 31 March 2013). The maximum number of shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the New Scheme and any other option schemes of the Company must not in aggregate exceed 30% of the issued share capital of the Company from time to time.

During the year ended 31 March 2014 and 31 March 2013, no option was granted under the New Schemes to directors, employees or consultants of the Group.

There was no outstanding share option as at 1 April 2012, 31 March 2013 and 31 March 2014.

32. 購股權計劃(續)

計劃已於二零一三年八月二十七日屆滿。

於二零一四年三月三十一日，根據購股權計劃可予發行之證券總數為零(二零一三年：229,612,075股，佔本公司於二零一三年三月三十一日之已發行股本30%)。根據新計劃及本公司任何其他購股權計劃授出而尚待行使之所有未行使購股權獲行使時可發行之股份數目，最多合共不得超過本公司不時已發行股本之30%。

於截至二零一四年三月三十一日及二零一三年三月三十一日止年度，並無根據新計劃向本集團董事、僱員或顧問授出購股權。

於二零一二年四月一日、二零一三年三月三十一日及二零一四年三月三十一日，概無尚未行使之購股權。



33. DEFINED CONTRIBUTION RETIREMENT PLAN

The Group operates a defined contribution Mandatory Provident Fund Scheme (“MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employee’s salaries and are charged to the consolidated statement of profit or loss and other comprehensive income as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

The Company’s subsidiaries established in the PRC are members of the state-managed retirement benefits scheme operated by the PRC government. The retirement scheme contributions, which are based on a certain percentage of the salaries of the PRC subsidiaries’ employees, are charged to the consolidated statement of profit or loss and other comprehensive income in the year to which they are related and represented the amount of contributions payable by these subsidiaries to this scheme.

The total cost charged to the consolidated statement of profit or loss and other comprehensive income of approximately HK\$1,179,000 (2013: HK\$1,075,000) represents contributions payable to the schemes by the Group in respect of the current financial year.

33. 定額供款退休計劃

本集團根據強制性公積金計劃條例為合資格參與定額供款強制性公積金計劃(「強積金計劃」)之僱員設立強積金計劃。供款根據僱員之薪金百分比計算，並根據強積金計劃之規則於應付時在綜合損益及其他全面收益表內扣除。強積金計劃之資產由一個獨立管理之基金持有，與本集團之資產分開處理。本集團之僱主供款於向強積金計劃供款時全數撥歸僱員所有。

本公司在中國成立之附屬公司為中國政府營辦之國家管理退休福利計劃之成員。退休計劃供款根據中國附屬公司僱員之薪金若干百分比計算，並在供款有關年度在綜合損益及其他全面收益表內扣除，數額為此等附屬公司應付予該項計劃之供款金額。

於綜合損益及其他全面收益表扣除之總成本約1,179,000港元(二零一三年：1,075,000港元)指本集團就本財政年度向該等計劃應付之供款。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

For the year ended 31 March 2014 (Express in thousands of Hong Kong dollars)
截至二零一四年三月三十一日止年度(以千港元為單位)

34. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2014

Up to the date of issue of these financial statements, the HKICPA has issued the following amendments, new standards and interpretations which are not yet effective for the year ended 31 March 2014 and which have not been adopted in these financial statements.

| | |
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| Amendments to HKFRSs | Annual Improvements to HKFRSs 2010-2012 Cycle ² |
| Amendments to HKFRSs | Annual Improvements to HKFRSs 2011-2013 Cycle ³ |
| HKFRS 9 HKFRS 14 Amendments to HKFRS 9 and HKFRS 7 | Financial Instruments ⁴ Regulatory Deferral Accounts ⁵ Mandatory Effective Date of HKFRS 9 and Transition Disclosures ⁴ |
| Amendments to HKFRS 10, HKFRS 12 and HKAS 27 | Investment Entities ¹ |
| Amendments to HKFRS 11 | Accounting for Acquisitions of Interest in Joint Operations ⁶ |
| Amendments to HKAS 16 and HKAS 38 | Clarification of Acceptable Methods of Depreciation and Amortisation ⁶ |
| Amendments to HKAS 19 | Defined Benefit Plans: Employee Contributions ³ |
| Amendments to HKAS 32 | Offsetting Financial Assets and Financial Liabilities ¹ |
| Amendments to HKAS 36 | Recoverable amount disclosures for non-financial assets ¹ |
| Amendments to HKAS 39 | Novation of Derivatives and Continuation of Hedge Accounting ¹ |
| HK(IFRIC) – Int 21 | Levies ¹ |

34. 於截至二零一四年三月三十一日止年度已頒佈但尚未生效之修訂、新訂準則及詮釋之潛在影響

截至該等財務報表刊發之日，香港會計師公會已頒佈下列於截至二零一四年三月三十一日止年度尚未生效之修訂、新訂準則及詮釋，而該等準則及詮釋並無應用於該等財務報表。

| | |
|--|--|
| 香港財務報告準則之修訂本 | 香港財務報告準則二零一零至二零一二年週期之年度改進 ² |
| 香港財務報告準則之修訂本 | 香港財務報告準則二零一一年至二零一三年週期之年度改進 ³ |
| 香港財務報告準則第9號 香港財務報告準則第14號 香港財務報告準則第9號及香港財務報告準則第7號之修訂本 | 金融工具 ⁴ 監管遞延賬戶 ⁵ 香港財務報告準則第9號之強制性生效日期及過渡性披露 ⁴ |
| 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號之修訂本 | 投資實體 ¹ |
| 香港財務報告準則第11號之修訂本 | 收購合營方權益之會計處理 ⁶ |
| 香港會計準則第16號及香港會計準則第38號之修訂本 | 可接納折舊及攤銷方法之澄清 ⁶ |
| 香港會計準則第19號之修訂本 | 界定福利計劃：僱員供款 ³ |
| 香港會計準則第32號之修訂本 | 金融資產與金融負債之抵銷 ¹ |
| 香港會計準則第36號之修訂本 | 非金融資產之可收回金額披露 ¹ |
| 香港會計準則第39號之修訂本 | 衍生工具之更替及對沖會計之延續 ¹ |
| 香港(國際財務報告詮釋委員會) – 詮釋第21號 | 徵費 ¹ |



34. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2014 (continued)

1. Effective for annual periods beginning on or after 1 January 2014.
2. Effective for annual periods beginning on or after 1 July 2014, except as disclosed below.
3. Effective for annual periods beginning on or after 1 July 2014.
4. Available for application – the mandatory effective date will be determined when the outstanding phases of HKFRS 9 are finalised.
5. Effective for first annual HKFRS financial statements beginning on or after 1 January 2016.
6. Effective for annual periods beginning on or after 1 January 2016.

Annual Improvements to HKFRSs 2010-2012 Cycle

The Annual Improvements to HKFRSs 2010-2012 Cycle include a number of amendments to various HKFRSs, which are summarised below.

The amendments to HKFRS 2 (i) change the definitions of 'vesting condition' and 'market condition'; and (ii) add definitions for 'performance condition' and 'service condition' which were previously included within the definition of 'vesting condition'. The amendments to HKFRS 2 are effective for share-based payment transactions for which the grant date is on or after 1 July 2014.

The amendments to HKFRS 3 clarify that contingent consideration that is classified as an asset or a liability should be measured at fair value at each reporting date, irrespective of whether the contingent consideration is a financial instrument within the scope of HKFRS 9 or HKAS 39 or a non-financial asset or liability. Changes in fair value (other than measurement period adjustments) should be recognised in profit and loss. The amendments to HKFRS 3 are effective for business combinations for which the acquisition date is on or after 1 July 2014.

34. 於截至二零一四年三月三十一日止年度已頒佈但尚未生效之修訂、新訂準則及詮釋之潛在影響(續)

1. 於二零一四年一月一日或之後開始之年度期間生效。
2. 除下文所披露外，於二零一四年七月一日或之後開始之年度期間生效。
3. 於二零一四年七月一日或之後開始之年度期間生效。
4. 可供採用 – 強制生效日期將於香港財務報告準則第9號之未完成階段落實時釐定。
5. 對於二零一六年一月一日或之後開始之首份年度香港財務報告準則財務報表生效。
6. 於二零一六年一月一日或之後開始之年度期間生效。

香港財務報告準則二零一零至二零一二年週期之年度改進

香港財務報告準則二零一零至二零一二年週期之年度改進包括下文概述之對多項香港財務報告準則的多項修訂。

香港財務報告準則第2號之修訂本(i)更改「歸屬條件」及「市場條件」之定義；及(ii)加入「表現條件」及「服務條件」之定義，該等定義過去納入「歸屬條件」之定義。香港財務報告準則第2號之修訂本對授出日期為二零一四年七月一日或之後之股份付款交易生效。

香港財務報告準則第3號之修訂本澄清分類為資產或負債之或然代價應於各報告日期按公平值計量，不論或然代價屬香港財務報告準則第9號或香港會計準則第39號範圍內之金融工具，或屬非金融資產或負債。除計量期間之調整外，公平值變動應於損益中確認。香港財務報告準則第3號之修訂本對收購日期為二零一四年七月一日或之後之業務合併生效。



34. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2014 (continued)

Annual Improvements to HKFRSs 2010-2012 Cycle (continued)

The amendments to HKFRS 8 (i) require an entity to disclose the judgements made by management in applying the aggregation criteria to operating segments, including a description of the operating segments aggregated and the economic indicators assessed in determining whether the operating segments have 'similar economic characteristics'; and (ii) clarify that a reconciliation of the total of the reportable segments' assets to the entity's assets should only be provided if the segment assets are regularly provided to the chief operating decision-maker.

The amendments to the basis for conclusions of HKFRS 13 clarify that the issue of HKFRS 13 and consequential amendments to HKAS 39 and HKFRS 9 did not remove the ability to measure short – term receivables and payables with no stated interest rate at their invoice amounts without discounting, if the effect of discounting is immaterial.

The amendments to HKAS 16 and HKAS 38 remove perceived inconsistencies in the accounting for accumulated depreciation/amortisation when an item of property, plant and equipment or an intangible asset is revalued. The amended standards clarify that the gross carrying amount is adjusted in a manner consistent with the revaluation of the carrying amount of the asset and that accumulated depreciation/amortisation is the difference between the gross carrying amount and the carrying amount after taking into account accumulated impairment losses.

The amendments to HKAS 24 clarify that a management entity providing key management personnel services to a reporting entity is a related party of the reporting entity. Consequently, the reporting entity should disclose as related party transactions the amounts incurred for the service paid or payable to the management entity for the provision of key management personnel services. However, disclosure of the components of such compensation is not required.

The directors do not anticipate that the application of the amendments included in the Annual Improvements to HKFRSs 2010-2012 Cycle will have a material effect on the Group's consolidated financial statements.

34. 於截至二零一四年三月三十一日止年度已頒佈但尚未生效之修訂、新訂準則及詮釋之潛在影響(續)

香港財務報告準則二零一零至二零一二年週期之年度改進(續)

香港財務報告準則第8號之修訂本(i)規定實體須於經營分類應用合算條件時披露管理層作出之判斷，包括說明在釐定經營分類是否具備「相似之經濟特徵」時所評估已合算經營分類及經濟指標；及(ii)澄清僅於定期向主要營運決策人提供分類資產時，方會提供可報告分類資產總值與實體資產之對賬。

香港財務報告準則第13號之結論基準之修訂本澄清，頒佈香港財務報告準則第13號以及香港會計準則第39號及香港財務報告準則第9號之後續修訂本並無除去計量於發票金額中並無列明利率且並無貼現(倘貼現影響並不重大)之短期應收及應付款項之能力。

香港會計準則第16號及香港會計準則第38號之修訂本除去物業、廠房及設備項目或無形資產獲重新估值時就累計折舊／攤銷會計處理所識別不一致之處。經修訂準則澄清賬面總值乃以與重估資產賬面值一致之方式予以調整，而該累計折舊／攤銷乃賬面總值與經計及累計減值虧損後賬面值兩者間之差額。

香港會計準則第24號之修訂本澄清，向報告實體提供主要管理人員服務之管理實體乃該報告實體之關連人士。因此，該報告實體應將就提供主要管理人員服務已付或應付該管理實體之服務所產生金額，披露為關連人士交易。然而，有關補償部分則毋須披露。

董事預期，應用香港財務報告準則二零一零至二零一二年週期之年度改進所包括之修訂將不會對本集團之綜合財務報表產生重大影響。

34. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2014 (continued)

Annual Improvements to HKFRSs 2011-2013 Cycle

The Annual Improvements to HKFRSs 2011-2013 Cycle include a number of amendments to various HKFRSs, which are summarised below.

The amendments to HKFRS 3 clarify that the standard does not apply to the accounting for the formation of all types of joint arrangement in the financial statements of the joint arrangement itself.

The amendments to HKFRS 13 clarify that the scope of the portfolio exception for measuring the fair value of a group of financial assets and financial liabilities on a net basis includes all contracts that are within the scope of, and accounted for in accordance with, HKAS 39 or HKFRS 9, even if those contracts do not meet the definitions of financial assets or financial liabilities within HKAS 32.

The amendments to HKAS 40 clarify that HKAS 40 and HKFRS 3 are not mutually exclusive and application of both standards may be required. Consequently, an entity acquiring investment property must determine whether:

- a) the property meets the definition of investment property in terms of HKAS 40; and
- b) the transaction meets the definition of a business combination under HKFRS 3.

The directors do not anticipate that the application of the amendments included in the Annual Improvements to HKFRSs 2011-2013 Cycle will have a material effect on the Group's consolidated financial statements.

HKFRS 9 Financial Instruments

HKFRS 9 issued in 2009 introduced new requirements for the classification and measurement of financial assets. HKFRS 9 was amended in 2010 to include requirements for the classification and measurement of financial liabilities and for derecognition, and further amended in 2013 to include the new requirements for hedge accounting.

34. 於截至二零一四年三月三十一日止年度已頒佈但尚未生效之修訂、新訂準則及詮釋之潛在影響(續)

香港財務報告準則二零一一至二零一三年週期之年度改進

香港財務報告準則二零一一至二零一三年週期之年度改進，包括下文概述之對多項香港財務報告準則的多項修訂。

香港財務報告準則第3號之修訂本澄清，該準則並不適用於對共同安排其本身於財務報表中組成之所有類別共同安排進行之會計處理。

香港財務報告準則第13號之修訂本澄清，該組合範圍(以淨值基準計量一組金融資產及金融負債之公平值除外)包括計入香港會計準則第39號或香港財務報告準則第9號範圍及根據香港會計準則第39號或香港財務報告準則第9號進行會計處理之所有合約(即使該等合約並不符合香港會計準則第32號對金融資產或金融負債之定義)。

香港會計準則第40號之修訂本澄清，香港會計準則第40號及香港財務報告準則第3號並非互相排斥，且可能需要同時應用此等準則，故此，收購投資物業之實體須確定：

- a) 該物業是否符合香港會計準則第40號對投資物業之定義；及
- b) 該交易是否符合香港財務報告準則第3號對業務合併之定義。

董事預期，應用香港財務報告準則二零一一年至二零一三年週期之年度改進所包括之修訂將不會對本集團之綜合財務報表產生重大影響。

香港財務報告準則第9號金融工具

於二零零九年頒佈之香港財務報告準則第9號引入有關金融資產分類及計量之新規定。香港財務報告準則第9號於二零一零年修訂，以涵蓋有關金融負債之分類及計量以及終止確認之規定，並於二零一三年進一步修訂，以包括有關對沖會計之新規定。



34. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2014 (continued)

HKFRS 9 Financial Instruments (continued)

Key requirements of HKFRS 9 are described as follows:

- All recognised financial assets that are within the scope of HKAS 39 Financial Instruments: Recognition and Measurement to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent reporting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.
- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities' credit risk are not subsequently reclassified to profit or loss. Under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.

34. 於截至二零一四年三月三十一日止年度已頒佈但尚未生效之修訂、新訂準則及詮釋之潛在影響(續)

香港財務報告準則第9號金融工具(續)

香港財務報告準則第9號之主要規定概述如下：

- 香港會計準則第39號金融工具：確認及計量範疇內之所有已確認金融資產於其後按攤銷成本或公平值計量，尤其是以目的為收取合約現金流量之業務模式持有及純粹為支付本金及未償還本金利息而擁有合約現金流量之債務投資，一般於其後報告期間結束時按攤銷成本計量。所有其他債務投資及股本投資於其後會計期末按其公平值計量。此外，根據香港財務報告準則第9號，實體可作出不可撤回之選擇，於其他全面收入中呈列並非持作買賣之股本投資的公平值其後變動，惟僅股息收入一般於損益確認。
- 就按公平值列賬並在損益內處理之金融負債之計量而言，香港財務報告準則第9號規定除非於其他全面收入中呈報該負債之信貸風險改變之影響會於損益中產生或擴大會計錯配，否則，因該負債之信貸風險改變而引致金融負債公平值金額的變動乃於其他全面收入中呈列。歸因於金融負債信貸風險之金融負債公平值變動其後不會重新分類至損益。過往，香港會計準則第39號規定，按公平值列賬並在損益內處理之金融負債公平值變動之全部金額於損益內列報。



34. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2014 (continued)

HKFRS 9 Financial Instruments (continued)

The new general hedge accounting requirements retain the three types of hedge accounting. However, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the effectiveness test has been overhauled and replaced with the principle of an 'economic relationship'. Retrospective assessment of hedge effectiveness is also no longer required. Enhanced disclosure requirements about an entity's risk management activities have also been introduced.

The directors anticipate that the adoption of HKFRS 9 in the future may have a significant impact on the amounts reported in respect of the Group's financial assets and financial liabilities. It is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

Amendments to HKFRS 10, HKFRS 12 and HKAS 27 Investment Entities

The amendments to HKFRS 10 define an investment entity and require a reporting entity that meets the definition of an investment entity not to consolidate its subsidiaries but instead to measure its subsidiaries at fair value through profit or loss in its financial statements.

To qualify as an investment entity, a reporting entity is required to:

- obtain funds from one or more investors for the purpose of providing them with professional investment management services;
- commit to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both; and
- measure and evaluate performance of substantially all of its investments on a fair value basis.

34. 於截至二零一四年三月三十一日止年度已頒佈但尚未生效之修訂、新訂準則及詮釋之潛在影響(續)

香港財務報告準則第9號金融工具(續)

新一般對沖會計法規定保留三類對沖會計法。然而，該等會計法向合資格作對沖會計之交易類別引入更大靈活度，尤其是擴闊合資格作為對沖工具之工具類別及合資格作為對沖會計之非財務項目之風險部分類別。此外，效用測試已獲重整及以「經濟關係」之原則取代，且毋須追溯評估對沖效用，並已加強有關實體風險管理活動之披露規定。

董事預期，日後採納香港財務報告準則第9號可能對本集團金融資產及金融負債之已報告金額產生重大影響。直至完成詳細審閱前，提供該影響之合理估計並不切實可行。

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號投資實體之修訂本

香港財務報告準則第10號之修訂本對投資實體作出定義，並要求符合投資實體定義之報告實體不得綜合計入其附屬公司，而須於其財務報表按公平值在損益計量其附屬公司。

為符合資格作為投資實體，報告實體須：

- 自一名或多名投資者獲得資金，以向彼等提供專業投資管理服务；
- 向其投資者承諾，其業務宗旨僅為從資本增值獲得回報、投資收入或為了兼得兩者而投入資金；及
- 按公平值基準計量及評估其絕大部分投資表現。



34. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2014 (continued)

Amendments to HKFRS 10, HKFRS 12 and HKAS 27 Investment Entities (continued)

Consequential amendments have been made to HKFRS 12 and HKAS 27 to introduce new disclosure requirements for investment entities.

The directors of the Company do not anticipate that the investment entities amendments will have any effect on the Group's consolidated financial statements as the Company is not an investment entity.

Amendments to HKAS 19 Defined Benefit Plans: Employee Contributions

The amendments to HKAS 19 clarify how an entity should account for contributions made by employees or third parties to defined benefit plans, based on whether those contributions are dependent on the number of years of service provided by the employee.

For contributions that are independent of the number of years of service, the entity may either recognise the contributions as a reduction in the service cost in the period in which the related service is rendered, or to attribute them to the employees' periods of service using the projected unit credit method; whereas for contributions that are dependent on the number of years of service, the entity is required to attribute them to the employees' periods of service.

The directors of the Company do not anticipate that the application of these amendments to HKAS 19 will have a significant impact on the Group's consolidated financial statements as the Group does not have any defined benefit plans.

34. 於截至二零一四年三月三十一日止年度已頒佈但尚未生效之修訂、新訂準則及詮釋之潛在影響(續)

香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號投資實體之修訂本(續)

香港財務報告準則第12號及香港會計準則第27號已作出後續修訂，以引入投資實體之新披露規定。

由於本公司並非投資實體，故本公司董事預期投資實體修訂將不會對本集團綜合財務報表造成任何影響。

香港會計準則第19號界定福利計劃：僱員供款之修訂本

香港會計準則第19號之修訂本澄清，實體應當如何將僱員或第三方對界定福利計劃之供款入賬，基準為該等供款是否視乎以僱員之服務年限而定。

就獨立於服務年限之供款而言，實體可確認該供款為削減提供相關服務期間內之服務成本，或使用預測單位貸記法計入僱員之服務期限內。就視乎服務年限而定之供款而言，實體須將供款計入僱員之服務期限內。

由於本集團並無任何界定福利計劃，故本公司董事預期應用該等香港會計準則第19號之修訂本將不會對本集團之綜合財務報表造成任何影響。

34. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 MARCH 2014 (continued)

Amendments to HKAS 32 Offsetting Financial Assets and Financial Liabilities

The amendments to HKAS 32 clarify existing application issues relating to the offset of financial assets and financial liabilities requirements. Specifically, the amendments clarify the meaning of “currently has a legally enforceable right of set-off” and “simultaneous realisation and settlement”.

The directors of the Company do not anticipate that the application of these amendments to HKAS 32 will have a significant impact on the Group's consolidated financial statements as the Group does not have any financial assets and financial liabilities that qualify for offset.

Amendments to HKAS 39 Novation of Derivatives and Continuation of Hedge Accounting

The amendments to HKAS 39 provide relief from the requirement to discontinue hedge accounting when a derivative hedging instrument is novated under certain circumstances. The amendments also clarify that any change to the fair value of the derivative hedging instrument arising from the novation should be included in the assessment of hedge effectiveness.

The directors of the Company do not anticipate that the application of these amendments to HKAS 39 will have any effect on the Group's consolidated financial statements.

HK (IFRIC) – Int 21 Levies

HK (IFRIC) – Int 21 Levies addresses the issue of when to recognise a liability to pay a levy. The Interpretation defines a levy, and specifies that the obligating event that gives rise to the liability is the activity that triggers the payment of the levy, as identified by legislation. The Interpretation provides guidance on how different levy arrangements should be accounted for, in particular, it clarifies that neither economic compulsion nor the going concern basis of financial statements preparation implies that an entity has a present obligation to pay a levy that will be triggered by operating in a future period.

The directors of the Company anticipate that the application of HK (IFRIC) – Int 21 will have no effect on the Group's consolidated financial statements.

34. 於截至二零一四年三月三十一日止年度已頒佈但尚未生效之修訂、新訂準則及詮釋之潛在影響(續)

香港會計準則第32號金融資產及金融負債之抵銷之修訂本

香港會計準則第32號之修訂本澄清，抵銷金融資產及金融負債規定相關的現有應用問題。尤其是，修訂本澄清「目前有合法可執行抵銷權」及「同時變現及結算」的涵義。

由於本集團並無任何合資格作抵銷之任何金融資產及金融負債，故本公司董事預期應用該等香港會計準則第32號之修訂本將不會對本集團之綜合財務報表造成任何影響。

香港會計準則第39號衍生工具之更替及對沖會計之延續之修訂本

香港會計準則第39號之修訂本放寬當衍生對沖工具在若干情況下更替時終止延續對沖會計法之規定。該等修訂亦澄清，由更替所引起之衍生對沖工具公平值任何變動應包括在對沖效用評估之內。

本公司董事預期應用該等香港會計準則第39號之修訂本不會對本集團之綜合財務報表產生任何影響。

香港(國際財務報告詮釋委員會)－詮釋第21號徵費

香港(國際財務報告詮釋委員會)－詮釋第21號徵費處理何時將支付徵費之負債確認問題。該詮釋界定何謂徵費，並訂明產生有關產生負債之責任事件是指按法律所指出觸發支付徵費之活動。該詮釋提供有關不同徵費安排應如何入賬的指引，特別是其澄清經濟強制或以持續經營基準編製財務報表均不意味著實體目前有責任支付將會因未來期間經營而觸發的徵費。

本公司董事預期應用香港(國際財務報告詮釋委員會)－詮釋第21號將不會對本集團之綜合財務報表產生影響。

FIVE YEARS FINANCIAL SUMMARY

五年財務摘要

For the year ended 31 March 2014 (Express in thousands of Hong Kong dollars)
截至二零一四年三月三十一日止年度(以千港元為單位)



A summary of the published results, assets and liabilities, and non-controlling interests of the Group for the last five financial years is set out below.

本集團於過去五個財政年度已公佈業績、資產及負債以及非控股權益載列如下。

RESULTS

業績

| | | Year ended 31 March 截至三月三十一日止年度 | | | | |
|--|------------------|------------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 | 2011 二零一一年 HK\$'000 千港元 | 2010 二零一零年 HK\$'000 千港元 |
| TURNOVER | 營業額 | 123,100 | 165,041 | 190,974 | 104,428 | 96,090 |
| PROFIT/(LOSS) FROM OPERATIONS | 經營溢利/(虧損) | 1,402 | 8,937 | 26,966 | (18,413) | (7,651) |
| Gain on disposal of subsidiaries | 出售附屬公司之收益 | – | – | 1,141 | – | – |
| Net gain on deregistration of subsidiaries | 附屬公司撤銷註冊之收益淨額 | – | – | – | 408 | – |
| Finance costs | 融資成本 | – | (23) | – | (19,845) | (18,756) |
| Change in fair value of convertible loan notes | 可換股貸款票據之公平值變動 | (15,373) | 24,031 | (12,703) | (1,186) | – |
| (Impairment loss)/reversal on intangible asset | 無形資產之(減值虧損)/撥回 | – | (49,928) | 39,733 | (41,595) | – |
| Impairment loss on goodwill | 商譽之減值虧損 | – | – | – | (15,065) | (5,400) |
| (Loss)/profit before tax | 除稅前(虧損)/溢利 | (13,971) | (16,983) | 55,137 | (95,696) | (31,807) |
| Income tax credit/(expense) | 所得稅抵免/(開支) | 515 | 6,803 | (11,420) | 10,730 | (2,163) |
| (Loss)/profit for the year | 年內(虧損)/溢利 | (13,456) | (10,180) | 43,717 | (84,966) | (33,970) |
| Attributable to: | 應佔: | | | | | |
| Owners of the Company | 本公司擁有人 | (10,221) | (9,101) | 43,717 | (84,105) | (31,789) |
| Non-controlling interests | 非控股權益 | – | – | – | (861) | (2,181) |
| | | (10,221) | (9,101) | 43,717 | (84,966) | (33,970) |

FIVE YEARS FINANCIAL SUMMARY 五年財務摘要

For the year ended 31 March 2014 (Express in thousands of Hong Kong dollars)
截至二零一四年三月三十一日止年度(以千港元為單位)



ASSETS AND LIABILITIES AND NON-CONTROLLING INTERESTS 資產及負債以及非控股權益

| | | At 31 March 於三月三十一日 | | | | |
|---------------------------|-------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 2014 二零一四年 HK\$'000 千港元 | 2013 二零一三年 HK\$'000 千港元 | 2012 二零一二年 HK\$'000 千港元 | 2011 二零一一年 HK\$'000 千港元 | 2010 二零一零年 HK\$'000 千港元 |
| Total assets | 總資產 | 433,948 | 426,547 | 460,292 | 390,997 | 543,233 |
| Total liabilities | 總負債 | (269,795) | (252,173) | (276,817) | (259,316) | (283,832) |
| Non-controlling interests | 非控股權益 | - | - | - | - | (78,004) |
| Net assets | 資產淨值 | 164,153 | 174,374 | 183,475 | 131,681 | 181,397 |

