



## HUA XIA HEALTHCARE HOLDINGS LIMITED

華夏醫療集團有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code 股份代號: 8143)

2016/17  
ANNUAL REPORT 年報

\* For identification purpose only 僅供識別

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創業板為投資風險較其他於聯交所上市之公司為高之公司提供上市之市場。有意投資之人士應了解該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他經驗豐富投資者。

由於創業板上市之公司屬新興性質，在創業板買賣之證券可能會較在聯交所主板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

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本報告乃根據聯交所創業板證券上市規則（「**創業板上市規則**」）提供有關華夏醫療集團有限公司（「**本公司**」）之資料，本公司之各董事（「**董事**」）願就本報告之內容共同及個別承擔全部責任。各董事在作出一切合理查詢後確認，據彼等所深知及確信，本報告所載之資料於各重大方面均屬準確完整，且無誤導或欺騙成分，而本報告亦無遺漏其他事實，以致本報告所載任何陳述或本報告有所誤導。

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# 本報告內載入之中文名稱或詞語之英文譯名（如有指示）僅供參考之用，而不應視為有關中文名稱及詞語之官方英文譯名。

### EXECUTIVE DIRECTORS

Jiang Tao  
Zheng Gang  
Huang Jiaqing  
Yung Ka Chun  
Lin Jinzong (appointed on 11 November 2016)

### NON-EXECUTIVE DIRECTORS

Wong Yu Man, James  
Tang Xun  
Chan Chi Ming, Tony (appointed on 11 November 2016)

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Wong Ka Wai, Jeanne  
Hu Shanlian  
Lu Chuanzhen  
Zhang Bin (appointed on 25 October 2016)

### COMPLIANCE OFFICER

Yung Ka Chun

### AUTHORISED REPRESENTATIVES

Yung Ka Chun  
Zheng Gang

### COMPANY SECRETARY

Lam Williamson

### AUDIT COMMITTEE

Wong Ka Wai, Jeanne (*Chairlady*)  
Hu Shanlian  
Lu Chuanzhen  
Zhang Bin (appointed on 25 October 2016)

### REMUNERATION COMMITTEE

Wong Ka Wai, Jeanne (*Chairlady*)  
Zheng Gang  
Hu Shanlian  
Lu Chuanzhen  
Zhang Bin (appointed on 25 October 2016)

### NOMINATION AND CORPORATE GOVERNANCE COMMITTEE

Jiang Tao (*Chairman*)  
Wong Ka Wai, Jeanne  
Hu Shanlian  
Lu Chuanzhen  
Zhang Bin (appointed on 25 October 2016)

### 執行董事

蔣濤  
鄭鋼  
黃加慶  
翁嘉晉  
林金宗 (於二零一六年十一月十一日獲委任)

### 非執行董事

王裕民  
湯珣  
陳子明 (於二零一六年十一月十一日獲委任)

### 獨立非執行董事

黃嘉慧  
胡善聯  
呂傳真  
張濱 (於二零一六年十月二十五日獲委任)

### 監察主任

翁嘉晉

### 授權代表

翁嘉晉  
鄭鋼

### 公司秘書

林全智

### 審核委員會

黃嘉慧 (*主席*)  
胡善聯  
呂傳真  
張濱 (於二零一六年十月二十五日獲委任)

### 薪酬委員會

黃嘉慧 (*主席*)  
鄭鋼  
胡善聯  
呂傳真  
張濱 (於二零一六年十月二十五日獲委任)

### 提名及企業管治委員會

蔣濤 (*主席*)  
黃嘉慧  
胡善聯  
呂傳真  
張濱 (於二零一六年十月二十五日獲委任)

## CORPORATE INFORMATION

### 公司資料

#### REGISTERED OFFICE

P.O. Box 10008  
Willow House  
Cricket Square  
Grand Cayman KY1-1001  
Cayman Islands

#### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

19/F., New Wing  
101 King's Road  
Hong Kong

#### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Services (Cayman Islands) Limited  
P.O. Box 10008  
Willow House  
Cricket Square  
Grand Cayman KY1-1001  
Cayman Islands

#### HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

#### PRINCIPAL BANKER

Bank of Communications Co., Ltd.  
20 Pedder Street  
Central, Hong Kong

#### 註冊辦事處

P.O. Box 10008  
Willow House  
Cricket Square  
Grand Cayman KY1-1001  
Cayman Islands

#### 總辦事處及香港主要營業地點

香港  
英皇道101號  
新翼19樓

#### 主要股份過戶登記處

Tricor Services (Cayman Islands) Limited  
P.O. Box 10008  
Willow House  
Cricket Square  
Grand Cayman KY1-1001  
Cayman Islands

#### 香港股份過戶登記分處

卓佳登捷時有限公司  
香港  
皇后大道東183號  
合和中心22樓

#### 主要往來銀行

交通銀行股份有限公司  
香港中環  
畢打街20號

**AUDITORS**

HLB Hodgson Impey Cheng Limited  
Certified Public Accountants  
31/F, Gloucester Tower  
The Landmark  
11 Pedder Street  
Central, Hong Kong

**STOCK CODE**

8143

**WEBSITE**

[www.huaxia-healthcare.com](http://www.huaxia-healthcare.com)

**核數師**

國衛會計師事務所有限公司  
香港執業會計師  
香港中環  
畢打街11號  
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**網址**

[www.huaxia-healthcare.com](http://www.huaxia-healthcare.com)

# MANAGEMENT'S STATEMENT

## 管理層報告

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of Hua Xia Healthcare Holdings Limited (the “**Company**”), I am pleased to present the audited financial results of the Company and its subsidiaries (collectively referred to as the “**Group**”) for the year ended 31 March 2017.

### FINANCIAL REVIEW

2016/2017 was a critical year and full of challenges for the Group. During the year, the Group continued to focus provision of general hospital services in the People's Republic of China (the “**PRC**”). The Group's revenue for the year was approximately HK\$269.515 million (2016: approximately HK\$252.844 million), representing approximately an increase of 6.59% as compared with 2016. The operating loss from continuing operation was approximately HK\$26.670 million (2016: approximately HK\$25.751 million). Net profit attributable to owners of the Company was approximately HK\$10.208 million (2016: net loss of approximately HK\$43.372 million), representing an increase in the profit attributable to owners of the Company as compared with last year.

### OPERATION REVIEW

#### General hospital services

The Group operates four general hospitals in Chongqing, Jiaying, Zhuhai and Beijing, respectively in the PRC and continues to allocate resources to look for business opportunities to expand the hospital services. The segmental revenue for the year was approximately HK\$269.515 million (2016: approximately HK\$252.844 million), representing an increase of approximately 6.59% as compared with 2016.

本人謹代表華夏醫療集團有限公司（「**本公司**」）董事（「**董事**」）會（「**董事會**」），欣然提呈本公司及其附屬公司（統稱「**本集團**」）截至二零一七年三月三十一日止年度之經審核財務業績。

### 財務回顧

二零一六年／二零一七年對本集團而言乃關鍵及充滿挑戰之一年。年內，本集團繼續專注於在中華人民共和國（「**中國**」）提供綜合性醫院服務。本集團本年度之收益約為269,515,000港元（二零一六年：約252,844,000港元），較二零一六年增長約6.59%。持續經營業務之經營虧損約為26,670,000港元（二零一六年：約25,751,000港元）。本公司擁有人應佔溢利淨額約為10,208,000港元（二零一六年：虧損約43,372,000港元），本公司擁有人應佔溢利較去年增加。

### 營運回顧

#### 綜合性醫院服務

本集團現經營四間分別位於中國重慶市、嘉興市、珠海市及北京市之綜合性醫院並繼續調配資源物色擴展醫院服務之商機。本年度該分部收益約為269,515,000港元（二零一六年：約252,844,000港元），較二零一六年增加約6.59%。

### Discontinued operation – Pharmaceutical wholesale, distribution and pharmaceutical retail chain business

On 2 March 2017, the Group completed the disposal of its non wholly-owned subsidiaries, Wanjia Group Holdings Limited and its subsidiaries (the “Disposal Group”).

The Group is no longer participated in pharmaceutical wholesale, distribution and pharmaceutical retail chain business in the PRC upon the completion date of distribution. As a result, the gain or loss from pharmaceutical wholesale, distribution and pharmaceutical retail chain business engaged by the Disposal Group have been classified as discontinued operation. During the year, revenue generated from discontinued operation was amounted to approximately HK\$938.031 million.

### APPRECIATION

On behalf of the Board, I would like to thank our customers, suppliers, business partners for their support. Also, I would like to offer my highest gratitude to our shareholders for their devotion and to our employees for their loyalty and contributions made during the year.

**Jiang Tao**

*Chief Executive Officer*

Hong Kong, 16 June 2017

### 已終止經營業務－藥物批發、分銷及藥物零售連鎖店業務

於二零一七年三月二日，本集團完成出售其非全資附屬公司萬嘉集團控股有限公司及其附屬公司（「出售集團」）。

於分派完成日期，本集團不再於中國從事藥物批發、分銷及藥物零售連鎖店業務。因此，出售集團所從事之藥物批發、分銷及藥物零售連鎖店業務之收益或虧損已分類為已終止經營業務。於本年度，已終止經營業務產生之收益為約938,031,000港元。

### 致謝

本人謹此代表本公司董事會感謝本集團之客戶、供應商、業務夥伴之鼎力支持。本人亦謹此就本年度內本集團股東之奉獻及本集團各業務部門之員工之忠誠服務及所作之貢獻致以最誠摯謝意。

行政總裁

**蔣濤**

香港，二零一七年六月十六日



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL HIGHLIGHTS

Summary of the results of the Group for the financial year ended 31 March 2017 is as follows:

- Revenue was approximately HK\$269.515 million (2016: approximately HK\$252.844 million), representing an increase of approximately 6.59% as compared with last year. The increase in revenue was mainly attributable to the inclusion of the revenue derived from Beijing hospital through acquisition of Glowing Smart Investment Limited in the aggregate amount of approximately HK\$30,660,000 since 30 September 2016.
- Gross profit was approximately HK\$129.362 million (2016: approximately HK\$133.252 million), with the gross profit margin maintained at a similar level as the year ended 31 March 2016.
- The operating loss from the continuing operation was approximately HK\$26.67 million (2016: approximately HK\$25.751 million). Net profit attributable to owners of the Company was approximately HK\$10.208 million (2016: net loss of approximately HK\$43.372 million), representing an increase in the profit attributable to owners of the Company as compared with last year.
- The Directors do not recommend the payment of a final dividend for the year ended 31 March 2017 (2016: Nil).

### 財務概要

本集團截至二零一七年三月三十一日止財政年度之業績概要如下：

- 收益約為269,515,000港元（二零一六年：約為252,844,000港元），較去年增加約6.59%。收益增加乃主要由於自二零一六年九月三十日加入透過收購卓煒投資有限公司北京醫院產生之收益合共約30,660,000港元所致。
- 毛利約為129,362,000港元（二零一六年：約為133,252,000港元），毛利率維持在與截至二零一六年三月三十一日止年度相若之水平。
- 持續經營業務之經營虧損約為26,670,000港元（二零一六年：約為25,751,000港元）。本公司擁有人應佔溢利淨額約為10,208,000港元（二零一六年：虧損淨額約為43,372,000港元），本公司擁有人應佔溢利較去年增加。
- 本公司董事並不建議就截至二零一七年三月三十一日止年度派發末期股息（二零一六年：無）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### BUSINESS REVIEW

The Group is principally engaged in the provision of general hospital services in the PRC.

#### Revenue

The Group recorded revenue of approximately HK\$269.515 million (2016: approximately HK\$252.844 million) for the year ended 31 March 2017, an increase of approximately 6.59% as compared with last year. The increase in revenue was mainly attributable to the inclusion of the revenue derived from Beijing hospital through acquisition of Glowing Smart Investment Limited in the aggregate amount of approximately HK\$30,660,000 since 30 September 2016.

#### General hospital services

During the year ended 31 March 2017, the Group operated four general hospitals in Chongqing, Jiaying, Zhuhai, and Beijing respectively in the PRC, principally engaged in the provision of general hospital services, including but not limited to medical wards, surgical wards, cosmetic surgery, dermatology and medical checkup and examination. The management envisaged more diversified hospital services being readily available to satisfy various needs of the public in the next few years, from the common illness treatments to the treatments of special and difficult diseases. Therefore, the Group will continue to allocate resources to develop such services either from our existing hospitals or through collaboration with strategic partners.

#### Discontinued operation – Pharmaceutical wholesale, distribution and pharmaceutical retail chain businesses

On 2 March 2017, the Group completed the disposal of its non wholly-owned subsidiaries, Wanjia Group Holdings Limited and its subsidiaries (the “Disposal Group”).

### 業務回顧

本集團主要在中國從事提供綜合性醫院服務。

#### 收益

截至二零一七年三月三十一日止年度，本集團錄得收益約為269,515,000港元（二零一六年：約252,844,000港元），較去年增加約6.59%。收益增加乃主要由於自二零一六年九月三十日起加入透過收購卓煒投資有限公司自北京醫院產生之收益合共約30,660,000港元所致。

#### 綜合性醫院服務

截至二零一七年三月三十一日止年度，本集團分別於中國重慶市、嘉興市、珠海市及北京市營運四間綜合性醫院，主要從事提供綜合性醫院服務，包括（但不限於）醫院病房、手術室、整容手術、皮膚專科以及身體檢查及檢驗。管理層預見於未來數年，將可提供自普通疾病治療至護理特別及嚴重病症等更多元化之醫院服務，以滿足公眾人士之不同需求。因此，本集團將繼續以本集團現有之醫院或透過合作策略夥伴分配資源發展有關服務。

#### 已終止經營業務 – 藥物批發、分銷及藥物零售連鎖店業務

於二零一七年三月二日，本集團完成出售其非全資附屬公司萬嘉集團控股有限公司及其附屬公司（「出售集團」）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

The Group is no longer participated in pharmaceutical wholesale, distribution and pharmaceutical retail chain business in the PRC upon the completion date of distribution. As a result, the gain or loss from pharmaceutical wholesale, distribution and pharmaceutical retail chain business engaged by the Disposal Group have been classified as discontinued operation. During the year, revenue generated from discontinued operation was amounted to approximately HK\$938.031 million.

### Other revenue

Other revenue, primarily including rental income, bank interest income, loan interest income and sundry income amounted to approximately HK\$1.006 million (2016: approximately HK\$2.593 million) for the year ended 31 March 2017.

### Selling and distribution expenses

Selling and distribution expenses primarily consisted of (1) salaries and wages of sales and marketing personnel, (2) rental expenses and (3) transportation expenses. For the year ended 31 March 2017, selling and distribution expenses amounted to approximately HK\$49.956 million (2016: approximately HK\$51.556 million), representing a decrease of approximately 3.10% as compared with last year. The decrease in selling and distribution expenses was due to the decrease of promotional expenses and rental expenses during the year.

### Administrative expenses

Administrative expenses for the year ended 31 March 2017 amounted to approximately HK\$74.329 million (2016: approximately HK\$110.084 million), representing a decrease of approximately 33.04% as compared with last year. It was due to the decrease of staff costs and other staff share-based payment expenses.

### Finance costs

For the year ended 31 March 2017, the finance costs of the Group were approximately HK\$3.115 million (2016: approximately HK\$3.099 million), which maintained at a similar level as 2016.

於分派完成日期，本集團不再於中國從事藥物批發、分銷及藥物零售連鎖店業務。因此，出售集團所從事之藥物批發、分銷及藥物零售連鎖店業務之收益或虧損已分類為已終止經營業務。於本年度，已終止經營業務產生之收益為約938,031,000港元。

### 其他收益

截至二零一七年三月三十一日止年度，其他收益（主要包括租金收入、銀行利息收入、貸款利息收入及雜項收入）約為1,006,000港元（二零一六年：約2,593,000港元）。

### 銷售及分銷費用

銷售及分銷費用主要包括(1)銷售和營銷人員之薪金及工資、(2)租金費用及(3)運輸費用。截至二零一七年三月三十一日止年度，銷售及分銷費用約為49,956,000港元（二零一六年：約51,556,000港元），即較去年減少約3.10%。銷售及分銷費用減少乃由於本年度之推廣費用及租金費用減少所致。

### 行政開支

截至二零一七年三月三十一日止年度之行政開支約為74,329,000港元（二零一六年：約110,084,000港元），較去年減少約33.04%。其乃由於員工成本及其他員工以股份為基礎之付款開支減少所致。

### 財務費用

截至二零一七年三月三十一日止年度，本集團之財務費用約為3,115,000港元（二零一六年：約3,099,000港元），與二零一六年保持相似水平。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Loss from continuing operations attributable to owners of the Company

The Group recorded a net loss from the continuing operation before taxation was approximately HK\$29.785 million (2016: approximately HK\$28.850 million), representing an increase as compared with last year. The increase in loss was mainly attributable to impairment loss on goodwill of approximately HK\$29.49 million recognised for the year ended 31 March 2017.

In April 2017, the management of the Company reviewed the management accounts for the eleven months ended 28 February 2017 and was of the view that the performance of Zhuhai Jiulong Hospital Company Limited (the “**Jiulong Hospital**”) and Jiaying City Shuguang Western and Chinese Composite Hospital Company Limited (the “**Shuguang Hospital**”) could not meet the respective projections. The management of the Company took a conservative view and considered that an impairment should be made to goodwill. As a result, an impairment loss on goodwill of approximately HK\$26.69 million and HK\$2.80 million were recognised for the Jiulong Hospital and the Shuguang Hospital respectively.

The acquisitions of the Jiulong Hospital and the Shuguang Hospital were completed in September 2014 and October 2007 respectively. For more details of the acquisition of the Jiulong Hospital, please refer to the announcements of the Company dated 1 September 2014 and 24 September 2014. For more details of the acquisition of the Shuguang Hospital, please refer to the announcements of the Company dated 17 August 2007 and 8 October 2007, and the circular of the Company dated 7 September 2007.

### 本公司擁有人應佔持續經營業務虧損

本集團錄得除稅前持續經營業務虧損淨額約29,785,000港元（二零一六年：約28,850,000港元），較去年有所增加。虧損增加主要由於截至二零一七年三月三十一日止年度確認商譽減值虧損約29,490,000港元所致。

於二零一七年四月，本公司管理層審閱截至二零一七年二月二十八日止十一個月之管理賬目，認為珠海九龍醫院有限公司（「**九龍醫院**」）及嘉興市曙光中西醫結合醫院有限公司（「**曙光醫院**」）之表現未能達致各自的預期。本公司管理層保守認為，應對商譽作出減值。因此，已分別就九龍醫院及曙光醫院確認商譽減值虧損約26,690,000港元及2,800,000港元。

收購九龍醫院及曙光醫院分別於二零一四年九月及二零零七年十月完成。有關收購九龍醫院之更多詳情，請參閱本公司日期為二零一四年九月一日及二零一四年九月二十四之公告。有關收購曙光醫院之更多詳情，請參閱本公司日期為二零零七年八月十七日及二零零七年十月八之公告，及本公司日期為二零零七年九月七日之通函。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Dividends

On 9 November 2016, the Company announced the Board's approval of a special dividend in the form of a distribution in specie (the "**Distribution**") of up to 393,080,000 shares ("**Wanjia Shares**") of Wanjia Group Holdings Limited ("**Wanjia**", together with its subsidiaries, the "**Wanjia Group**") held by the Company to the shareholder(s) whose names appear on the register of members of the Company, other than the excluded shareholders, in proportion to their respective shareholdings in the Company on 22 February 2017 (the "**Record Date**") on the basis of four (4) Wanjia Shares for every 25 shares or convertible preference shares of the Company held on the Record Date, if the Distribution becomes unconditional.

Completion of the Distribution took place on 2 March 2017. Following the completion of the Distribution, the Wanjia Group ceased to be subsidiaries of the Company and Wanjia will be accounted as an investment of the Company. The Group will no longer participate in pharmaceutical wholesale, distribution and pharmaceutical retail chain businesses in the PRC.

For more details of the Distribution, please refer to the announcements of the Company dated 9 November 2016, 27 January 2017 and 2 March 2017 respectively, and the circular of the Company dated 27 January 2017.

The Directors do not recommend the payment of a dividend for the year ended 31 March 2017 (2016: Nil).

### 股息

於二零一六年十一月九日，本公司宣佈董事會批准，按其各自於二零一七年二月二十二日（「**記錄日期**」）佔本公司股權之比例向名列本公司股東名冊的股東（不包括被剔除股東）以實物分派方式分派（「**分派**」）本公司持有萬嘉集團控股有限公司（「**萬嘉**」，連同其附屬公司統稱「**萬嘉集團**」）的最多393,080,000股股份（「**萬嘉股份**」）作為特別股息，基準為於記錄日期每持有本公司25股股份或可換股優先股可獲發四(4)股萬嘉股份，前提是分派成為無條件。

分派已於二零一七年三月二日完成。於完成分派後，萬嘉集團不再為本公司之附屬公司，及萬嘉將入賬列作本公司之一項投資。本集團將不再於中國參與藥物批發、分銷及藥物零售連鎖店業務。

有關分派之更多詳情，請參閱本公司日期分別為二零一六年十一月九日、二零一七年一月二十七日及二零一七年三月二日之公告及本公司日期為二零一七年一月二十七日之通函。

董事不建議就截至二零一七年三月三十一日止年度派發股息（二零一六年：無）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### OUTLOOK AND FUTURE PROSPECTS

The healthcare market has continued to expand in China and the number of private hospitals has increased. At the same time, the State Council has issued a number of important policies in support of the private investment in the diversified healthcare services. Specific medical services have been outlined to guide the further investment and development of social capitals, including individualized chronic disease management, general medicine and more. More importantly, we have seen that procedures and restrictions for the healthcare investment have been further eased off to lower down the entry barriers to developing innovative medical care and services in China which have been long considered the exclusion for the private enterprises. As 2020 is approaching, the needs to fulfill the promises of the accessible quality healthcare to the citizens of the country dictate the rapid and concrete actions by the both government and the industry, thus creating more opportunities for the Company.

The management has full confidence about our future development of taking the advantages of the present market trends and increasing financial support. We will continue to improve the service standard and technology in existing hospitals and provide medical services that are required by local communities according to market demand. We realise that with the government's strengthening on the monitoring of medical market and the increasing requirements by the public for quality services, we must vigorously promote regulated operation, improve the governance standard in hospitals and highlight the differential operation philosophy and market strategy. At the same time, we are still seeking cooperation opportunities, which include hospital personnel training, distinguished specialised services and advanced medical technology.

### 前景及未來展望

中國的醫療保健市場繼續擴大，私立醫院的數量也在增加。與此同時，國務院頒佈若干重要政策，支持對多元化醫療服務的私人投資。具體醫療服務已概括，以指導社會資本的進一步投資及發展，包括個別慢性病管理、一般藥物等。更重要的是，我們已發現，醫療保健投資的程序及限制已進一步放寬，以降低進入中國創新醫療保健及服務的門檻，而此塊長期被認為是對民營企業有所排斥的。隨著二零二零年的臨近，為實現國家公民可獲得高質量醫療保健的許諾，決定了政府及行業將採取迅速及具體的行動，因而為本公司創造更多的機會。

經計及目前市場趨勢的優勢及日益增加的財務支持，管理層對於未來發展充滿信心。我們將繼續提升現有醫院的服務水平和技術，根據市場需要，提供當地所需的醫療服務。我們意識到隨著政府對於醫療市場監管加強和民眾對於優質服務的要求提升，我們必須大力推進規範經營，提高醫院的管治水平，凸顯差異化的經營理念和市場策略。同時，我們依然在尋求合作機會，包括醫院人才培訓、特色專科服務、先進的醫療技術等方面。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

While the management continues to improve the services and revenue from the existing hospitals, we have actively explored the specific medical services to address the great needs of the market in combination with the cooperation with the leading healthcare training and research institutions in the world. Chronical disease treatment and management have become a priority because of the size of the market and high demand for quality technologies and services. The management has already planned to get involved in this area and the preliminary results have confirmed the value and potentials of further development. We believe 2017 will see to the fruition of the efforts in this direction.

### LIQUIDITY AND FINANCIAL RESOURCES

The Group had total cash and cash equivalents of approximately HK\$81.963 million as at 31 March 2017 (2016: approximately HK\$249.712 million).

The Group recorded total current assets of approximately HK\$132.325 million as at 31 March 2017 (2016: approximately HK\$713.934 million) and total current liabilities of approximately HK\$61.234 million as at 31 March 2017 (2016: approximately HK\$325.401 million). The current ratio of the Group, calculated by dividing the current assets by the current liabilities, was approximately 2.161 as at 31 March 2017 (2016: approximately 2.194).

As at 31 March 2017, the Group's gearing ratio was not applicable based on outstanding debts (comprising bank borrowings, convertible note and promissory note) less cash and cash equivalents over total equity (including all capital and reserves of the Group) (2016: N/A).

於管理層繼續提升現有醫院服務及收益的同時，我們積極探索具體醫療服務，以滿足市場的巨大需求，並與世界領先的醫療保健培訓及研究機構合作。由於市場規模及對高質量技術及服務的巨大需求，慢性病治療及管理已成為當務之急。管理層已計劃進軍該領域，而初步結果已確認進一步發展的價值及潛力。我們相信二零一七年將見證在此方向上的努力成果。

### 流動資金及財政資源

本集團於二零一七年三月三十一日之總現金及現金等值項目約為81,963,000港元（二零一六年：約249,712,000港元）。

本集團於二零一七年三月三十一日錄得流動資產總值約為132,325,000港元（二零一六年：約713,934,000港元），而於二零一七年三月三十一日之流動負債總額則約為61,234,000港元（二零一六年：約325,401,000港元）。以流動資產除以流動負債計算，本集團於二零一七年三月三十一日之流動比率約為2.161倍（二零一六年：約2.194倍）。

於二零一七年三月三十一日，按未償還債務（包括銀行借貸、可換股票據及承兌票據）減現金及現金等值項目除以總權益（包括本集團全部資本及儲備）計算，本集團之資產負債比率不適用（二零一六年：不適用）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### CAPITAL COMMITMENTS

As at 31 March 2017 and 2016, the Group had no material capital commitment.

For more details of subsequent capital commitment of the Group, please refer to the paragraph headed “Significant events after the reporting period” below.

### CONTINGENT LIABILITIES

As at 31 March 2017 and 2016, no member of the Group was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance was known to the directors to be pending or threatened against any member of the Group.

### FINANCING AND TREASURY POLICIES

The Group continues to adopt prudent financing and treasury policies. All the Group’s financing and treasury activities are centrally managed and controlled. Implementation of the Group’s related policies is made under collective but extensive considerations on liquidity risk, financing cost and exchange rate risk.

### FOREIGN EXCHANGE RISK

Since almost all transactions of the Group are denominated in Renminbi and Hong Kong dollars and most of the bank deposits are being kept in Renminbi and Hong Kong dollars to minimise exposure to foreign exchange risk, the directors consider that the Group’s risk exposure to currency fluctuations to be minimal. Therefore, the Group had not implemented any formal hedging or other alternative policies to deal with such exposure during the year.

### 資本承擔

於二零一七年及二零一六年三月三十一日，本集團概無任何重大資本承擔。

有關本集團其後資本承擔之更多詳情，請參閱下文「報告期後重大事項」一段。

### 或然負債

於二零一七年及二零一六年三月三十一日，本集團成員公司概無涉及任何重大訴訟或仲裁，且就董事所知，本集團任何成員公司亦無尚未了結或可能面臨威脅之重大訴訟或索償。

### 融資及庫務政策

本集團繼續採納審慎之融資及庫務政策。本集團所有融資及庫務活動均進行集中管理及監控。本集團於仔細考慮整體流動資金風險、融資成本及匯率風險後推行相關政策。

### 外匯風險

由於本集團絕大部份交易均以人民幣及港元計價，而大部分銀行存款均以人民幣及港元存置，藉此盡量減低外匯風險，故此董事認為本集團之外匯波動風險極微。因此，本集團於年內並無實施任何正式對沖或其他替代政策以應付有關風險。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### CHARGES ON GROUP'S ASSETS

As at 31 March 2017, the Group had bank borrowings of approximately HK\$13.081 million which were secured by certain prepaid lease payment with carrying amount of approximately HK\$22.152 million. As at 31 March 2016, the Group's pledged bank deposits prepaid lease payment and investment properties with carrying amount of approximately HK\$6.096 million, HK\$10.623 million and HK\$7.199 million, respectively for securing the banking facilities.

### SEGMENT INFORMATION

During the year, the revenue of the Group was principally generated from: (1) provision of general hospital services and (2) pharmaceutical wholesale, distribution and pharmaceutical retail chain businesses. Financial information in respect of these operations is presented in Note 5.

### CAPITAL STRUCTURE

As at 31 March 2017, the total issued share capital of the Company was approximately HK\$24.567 million (2016: approximately HK\$17.978 million) divided into 2,358,249,944 ordinary shares and 98,500,000 non-voting convertible preference shares (2016: 1,699,249,944 ordinary shares and 98,500,000 non-voting convertible preference shares) of HK\$0.01 (2016: HK\$0.01) each.

### 集團資產抵押

於二零一七年三月三十一日，本集團有銀行借款約13,081,000港元，其乃以賬面值約22,152,000港元之若干預付租賃款項作抵押。於二零一六年三月三十一日，本集團賬面值分別為約6,096,000港元、10,623,000港元及7,199,000港元之已抵押銀行存款、預付租賃款項及投資物業已予抵押以取得銀行信貸。

### 分類資料

於本年度，本集團之收益主要來自：(1)提供綜合性醫院服務及(2)藥物批發、分銷及藥物零售連鎖店業務。有關該等業務之財務資料載於附註5。

### 股本架構

於二零一七年三月三十一日，本公司全部已發行股本約為24,567,000港元（二零一六年：約17,978,000港元），分為每股面值0.01港元（二零一六年：0.01港元）之2,358,249,944股普通股及98,500,000股無投票權可換股優先股（二零一六年：1,699,249,944股普通股及98,500,000股無投票權可換股優先股）。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### EMPLOYEES AND REMUNERATION POLICY

As at 31 March 2017, the Group had 870 (2016: 2,134) full time employees (including directors) as shown in the following table:

Location	地區	Number of Staff 員工人數
Hong Kong	香港	19
PRC (including cities of Chongqing, Jiaying, Zhuhai, Shanghai, Beijing and the Fujian Province)	中國 (包括重慶市、嘉興市、珠海市、上海市、北京市及福建省)	851

For the year ended 31 March 2017, staff costs (including directors emoluments) amounted to approximately HK\$80.119 million (2016: approximately HK\$99.401 million). The Group remunerates its employees based on individual performance and qualification. Apart from the basic remuneration, staff benefits include the contribution to the Mandatory Provident Fund Scheme, bonus and medical coverage in Hong Kong; and basic insurance for the elderly, basic medical insurance, work injury insurance and unemployment insurance to the employees in the PRC. The Group also adopted employee share option schemes to provide eligible employees a performance incentive for continuous and improved services with the Group and to enhance their contributions to increase profits by encouraging capital accommodation and share ownership. As at 31 March 2017, there were 65,090,000 (2016: 66,591,991) outstanding share options granted under the share option schemes.

### 僱員及薪酬政策

於二零一七年三月三十一日，本集團聘有870名（二零一六年：2,134名）全職僱員（包括董事），詳情載於下表：

截至二零一七年三月三十一日止年度，員工成本（包括董事酬金）約為80,119,000港元（二零一六年：約99,401,000港元）。本集團根據僱員之個別表現及資歷釐定僱員報酬。除基本酬金外，於香港之員工福利亦包括強制性公積金計劃供款、花紅及醫療保險，而中國內地員工則享有基本長者保險、基本醫療保險、工傷保險及失業保險。本集團亦採納僱員購股權計劃，向合資格員工提供績效獎勵，推動員工繼續為本集團提供更優質之服務，並藉著鼓勵資本承擔及股份擁有權，讓彼等為增加盈利作出更大之貢獻。於二零一七年三月三十一日，有65,090,000份（二零一六年：66,591,991份）根據購股權計劃授出之尚未行使購股權。

### MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

#### The Group

##### Acquisition of Glowing Smart

On 14 September 2016, Best Winna Investment Holding Limited (“**Best Winna**”), as purchaser, a wholly-owned subsidiary of the Company, entered into the sale and purchase agreement (the “**Glowing Smart Acquisition Agreement**”) with Kingfull Corporate Development Limited (“**Kingfull**”), as vendor, and Mr. Lin Jinzong (“**Mr. Lin**”), as vendor guarantor, in relation to the acquisition (the “**Glowing Smart Acquisition**”) the entire issued share capital of Glowing Smart Investment Limited (“**Glowing Smart**”) and the shareholder’s loan at a consideration of HK\$149,501,540, which was settled by a combination of cash in the amount of approximately HK\$47,102,000, and 320,000,000 consideration shares allotted and issued by the Company at the issue price of HK\$0.37 per consideration share base on the market price at completion date. The acquisition was completed on 30 September 2016 (the “**Completion Date**”).

Pursuant to the Glowing Smart Acquisition Agreement, Kingfull and Mr. Lin irrevocably warrant and guarantee to Best Winna that the audited net profit after tax and extraordinary or exceptional items but before minority interests of Beijing Tongji Andrology Hospital Co., Limited# (北京同濟醫院有限公司), the target hospital, for the twelve-month period since the Completion Date shall be not less than HK\$12,000,000. As security for the performance of the obligations of Kingfull under the profit guarantee, Kingfull shall deposit all the share certificate(s) of the 320,000,000 consideration shares in escrow with the Company on behalf of Kingfull in accordance with the terms and conditions of the escrow agreement on the Completion Date.

The Company will make further announcement(s) on the performance of and/or any other material development of the profit guarantee as and when appropriate.

### 重大收購及出售附屬公司及聯屬公司

#### 本集團

##### 收購卓煒

於二零一六年九月十四日，本公司之全資附屬公司德華投資控股有限公司（「**德華**」，作為買方）與港峰企業發展有限公司（「**港峰**」，作為賣方）及林金宗先生（「**林先生**」，作為賣方擔保人）訂立買賣協議（「**卓煒收購協議**」），內容有關收購卓煒投資有限公司（「**卓煒**」）之全部已發行股本及股東貸款（「**卓煒收購事項**」），代價為149,501,540港元，其將透過合併現金約47,102,000港元及本公司根據於完成日期之市價按發行價每股代價股份0.37港元發行及配發320,000,000股代價股份之方式支付。收購已於二零一六年九月三十日（「**完成日期**」）完成。

根據卓煒收購協議，港峰及林先生不可撤回地向德華保證及擔保，自完成日期起計十二個月期間，北京同濟醫院有限公司（目標醫院）之經審核除稅及非經常性或特殊項目後但除少數股東權益前淨利潤將不少於12,000,000港元。作為履行港峰於利潤擔保項下之義務之抵押，港峰將於完成日期根據託管協議之條款及條件，存置320,000,000股代價股份之所有股票證書於本公司，以代表港峰託管。

本公司將於適當時候就利潤擔保之表現及／或任何其他重大進展作出進一步公告。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Disposal of Wanjia

On 9 November 2016, the Company announced the Board's approval of a special dividend in the form of a Distribution of up to 393,080,000 Wanjia Shares held by the Company. Following the completion of the Distribution on 2 March 2017, the Wanjia Group ceased to be subsidiaries of the Company. For more details of the Distribution, please refer to the paragraph headed "Dividends" above.

### Wanjia Group

#### Disposal of Nanping Huihao

On 21 February 2017, Fuzhou Huihao, as vendor, entered into the sale and purchase agreement with Fujian Lungchang Medical Services Company Limited# (福建隆昌醫藥服務有限公司), as purchaser, in relation to the disposal of 60% of the equity interest in Hui Hao Pharmaceutical (Nanping) Company Limited# ("Nanping Huihao", 惠好醫藥(南平)有限公司) at a consideration of RMB8,378,000 (equivalent to approximately HK\$9,689,000). The disposal was completed on 21 February 2017.

Save as disclosed, the Group did not have any material acquisitions and disposals of subsidiaries, associates or joint ventures during the year.

## PLACING OF NEW SHARES AND USE OF PROCEEDS

On 21 July 2016, the Company and the placing agent entered into the placing agreement pursuant to which the Company has conditionally agreed to place through the placing agent of up to 339,000,000 placing shares at a price of HK\$0.31 per placing share. Completion of the placing took place on 10 August 2016, and 339,000,000 placing shares were allotted and issued to not less than six places at the placing price of HK\$0.31 per placing share pursuant to the terms and conditions of the placing agreement. For more details of the placing, please refer to the announcements of the Company dated 21 July 2016, 22 July 2016 and 10 August 2016 respectively.

### 出售萬嘉

於二零一六年十一月九日，本公司宣佈，董事會批准以分派方式分派本公司持有的最多393,080,000股萬嘉股份作為特別股息。於二零一七年三月二日完成分派後，萬嘉集團不再為本公司附屬公司。有關分派之更多詳情，請參閱上文「股息」一段。

### 萬嘉集團

#### 出售南平惠好

於二零一七年二月二十一日，福建惠好（作為賣方）與福建隆昌醫藥服務有限公司（作為買方）訂立買賣協議，內容有關出售惠好醫藥（南平）有限公司（「南平惠好」）之60%股權，代價為人民幣8,378,000元（相等於約9,689,000港元）。出售已於二零一七年二月二十一日完成。

除所披露者外，本集團於本年度並無任何重大收購及出售附屬公司、聯營公司或合營企業。

## 配售新股份及所得款項用途

於二零一六年七月二十一日，本公司與配售代理訂立配售協議，據此，本公司已有條件同意透過配售代理以每股配售股份0.31港元之價格配售最多339,000,000股配售股份。配售已於二零一六年八月十日完成，及339,000,000股配售股份已根據配售協議之條款及條件以每股配售股份0.31港元之配售價配發及發行予不少於六名承配人。有關配售之更多詳情，請參閱本公司日期分別為二零一六年七月二十一日、二零一六年七月二十二日及二零一六年八月十日之公告。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

The net proceeds of approximately HK\$102 million from the placing has been fully utilised in accordance with its intended use, where (1) HK\$14 million was used for the payment of the refundable deposit contemplated under the non-legally binding memorandum of understanding dated 8 July 2016 in relation to the possible acquisition of the entire issued share capital of Glowing Smart; (2) approximately HK\$31 million was used for the payment of part of the consideration for the Glowing Smart Acquisition; (3) HK\$45 million was used for the early redemption of part of the outstanding promissory note issued by the Company on 8 March 2010; and (4) approximately HK\$12 million was utilised for general working capital of the Group.

For more details of the Glowing Smart Acquisition, please refer to the announcements of the Company dated 14 September 2016 and 30 September 2016 respectively.

### SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

On 27 April 2017, Sino Business Investment Development Limited (“**Sino Business**”), as purchaser, a wholly-owned subsidiary of the Company, entered into the sale and purchase agreement (the “**Future Health Acquisition Agreement**”) with Vanhal Property Investment Limited (“**Vanhal**”), as vendor, a company wholly-owned by Mr. Yung Kwok Leong, the father of Mr. Yung Ka Chun, an executive Director, in relation to the acquisition of the entire issued share capital of Future Health Investments (Scotland) Ltd (“**Future Health**”) and the shareholder’s loan at the consideration of HK\$2,091,500.

配售所得款項淨額約102,000,000港元已根據其擬定用途獲悉數動用，其中，(1) 14,000,000港元全部用於支付日期為二零一六年七月八日之不具法律約束力之諒解備忘錄（有關可能收購卓煒全部已發行股本）項下擬進行之可退回按金；(2)約31,000,000港元用於支付卓煒收購事項之部份代價；(3) 45,000,000港元用於提早贖回本公司於二零一零年三月八日發行之部分尚未償還承兌票據；及(4)約12,000,000港元用作本集團一般運營資金。

有關卓煒收購事項之更多詳情，請參閱本公司日期分別為二零一六年九月十四日及二零一六年九月三十日之公告。

### 報告期後重大事項

於二零一七年四月二十七日，本公司之全資附屬公司Sino Business Investment Development Limited（「**Sino Business**」，作為買方）與萬好地產集團有限公司（「**萬好**」，作為賣方，一間由執行董事翁嘉晉先生之父親翁國亮先生全資擁有之公司）訂立買賣協議（「**Future Health 收購協議**」），內容有關收購Future Health Investments (Scotland) Ltd（「**Future Health**」）之全部已發行股本及股東貸款，代價為2,091,500港元。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

On 4 November 2016 (the “**Commencement Date**”), the University Court of the University of Edinburgh (the “**University**”), Future Health and Mr. Yung Kwok Leong entered into the funding agreement (the “**Funding Agreement**”), pursuant to which Future Health agreed to provide funding up to GBP1,178,000 (equivalent to approximately HK\$11,780,000) to the University for the establishment and operation of the University of Edinburgh-Hua Xia Healthcare Institute for Medical Research, Education and Management (the “**Institute**”). As at the date of this report, Future Health has contributed GBP208,000 (equivalent to approximately HK\$2,080,000) to the University for the establishment of the Institute, and GBP970,000 (equivalent to approximately HK\$9,700,000) (the “**Outstanding Fund Commitment**”) remained outstanding.

Pursuant to the Future Health Acquisition Agreement, Sino Business unconditionally and irrevocably undertakes to Vanhal that upon completion of the acquisition, it shall provide sufficient fund to Future Health to satisfy the Outstanding Fund Commitment in accordance with the Funding Agreement. The Outstanding Fund Commitment shall be satisfied by Future Health to the University by bank transfer in the following manner:

- (a) GBP198,000 (equivalent to approximately HK\$1,980,000) shall be paid four (4) months after the Commencement Date (or the business day immediately following that date);
- (b) GBP386,000 (equivalent to approximately HK\$3,860,000) shall be paid on the first anniversary of the Commencement Date (or the business day immediately following that date); and

於二零一六年十一月四日(「**開始日期**」), 愛丁堡大學顧問委員會(「**大學**」)、Future Health及翁國亮先生訂立融資協議(「**融資協議**」), 據此, Future Health已同意向大學提供融資最多1,178,000英鎊(相等於約11,780,000港元)以成立及運營愛丁堡大學-華夏醫療研究所以進行醫藥研究、教育及管理(「**研究所**」)。於本公告日期, Future Health已向大學注資208,000英鎊(相等於約2,080,000港元)以成立研究所, 而970,000英鎊(相等於約9,700,000港元)(「尚未支付融資承擔」)尚未支付。

根據Future Health收購協議, Sino Business無條件並不可撤回地向萬好承諾, 於完成收購後, 其將根據融資協議向Future Health提供充裕資金以支付未支付資金承擔。未支付資金承擔須由Future Health按以下方式通過銀行轉賬向大學支付:

- (a) 198,000英鎊(相當於約1,980,000港元)須於開始日期(或緊隨該日後的營業日)後四(4)個月支付;
- (b) 386,000英鎊(相當於約3,860,000港元)須於開始日期(或緊隨該日後的營業日)後第一個週年支付; 及

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

(c) GBP386,000 (equivalent to approximately HK\$3,860,000) shall be paid on the second anniversary of the Commencement Date (or the business day immediately following that date).

For more details, please refer to the announcement of the Company dated 27 April 2017.

### PRINCIPAL RISKS AND UNCERTAINTIES

The Group's financial condition, results of operations, businesses and prospects may be affected by a number of risks and uncertainties. The following is the key risk and uncertainty identified by the Group. There may be other risks and uncertainties in addition to those shown below which are not known to the Group or which may not be material now but could turn out to be material in the future.

#### Market Risks

The State Council released a new foreign investment negative list for free trade zones on 16 June 2017, effective on 10 July 2017, and has confirmed the earlier policy that any investment in hospitals should be limited to 70% or less for foreign ownership. This negative list will cap the maximum investment from foreign funds not only in the free trade zones but in the whole country. It is important to note that although a large number of policies released by the central government in support of facilitation of the social capital in the healthcare industry, many of them need specific measures and guidance for implementation which are yet to be published.

#### Operational Risks

Despite the increasing support from the government and related agencies for private hospitals, the operations of private hospitals are still restricted by various regulations covering taxation policy, medical service payments and facility expansion. All of those could potentially influence the operation in different manners.

(c) 386,000英鎊（相當於約3,860,000港元）須於開始日期（或緊隨該日後的營業日）後第二個週年支付。

有關更多詳情，請參閱本公司日期為二零一七年四月二十七日之公告。

### 主要風險及不明朗因素

本集團的財務狀況、營運業績、業務及前景可能受多個風險及不明朗因素的影響。以下為本集團知悉的主要風險及不明朗因素。除下文所列者外，或會存在本集團並未知悉或目前可能不重要但日後可能變得重要的其他風險及不明朗因素。

#### 市場風險

國務院於二零一七年六月十六日發佈一份自二零一七年七月十日起生效的新自由貿易區外商投資負面清單，並確認對醫院的任何投資的外資所有權應限於70%或以下的早期政策。此負面清單將限定在自由貿易區乃至整個國家的外資投資上限。值得注意的是，中央政府發佈的旨在促進社會資本進入健康產生的大量政策中，有許多政策尚需要仍有待公佈的特定措施及指引進行落實。

#### 營運風險

儘管政府及相關機構對民營醫院的支持不斷加強，但民營醫院的營運仍受到各類法規（涵蓋稅務政策、醫療服務支付及設施擴充）所限制。所有該等情況可能會以不同方式影響有關營運。

# DIRECTORS' AND SENIOR MANAGEMENT'S PROFILES

## 董事及高級管理人員簡歷

### EXECUTIVE DIRECTORS

**Dr. Jiang Tao** (“Dr. Jiang”), aged 61, holds a degree of doctor of audiology from the Arizona School of Health Sciences of AT Still University in the United States and two master’s degrees in audiology and in special education from Lamar University of Texas in the United States. He served as senior management in several enterprises in the United States, Canada and the PRC with over 18 years of experience in senior management, consultancy and investment in the PRC, Hong Kong, Canada and the United States. Dr. Jiang has also established six enterprises in the PRC with Canadian capital. He is currently the life time visiting Professor of the Kunming Normal University, and formerly Assistant Professor of Dalhousie University of Canada, Sichuan University, and Sun Yatsen Medical University. Dr. Jiang was appointed as an executive Director and deputy chief executive of the Company on 3 January 2007 and 26 March 2010 respectively. Dr. Jiang was appointed as the chief executive officer of the Company on 20 April 2015.

**Mr. Zheng Gang** (“Mr. Zheng”), aged 49, holds a master degree in business administration from Cardiff Business School in the United Kingdom and a bachelor degree in engineering from Xiamen University in the PRC. Mr. Zheng has over 20 years of management experience in finance, investment and trading. Mr. Zheng was appointed as an executive Director on 1 August 2007.

**Dr. Huang Jiaqing** (“Dr. Huang”), aged 66, has over 30 years of professional experience in the PRC’s medical fields, including clinical, preventive and emergency medicine. Dr. Huang has served as hospital doctor, director of hospital’s emergency centre, head of the sanitation and anti-epidemic department in hospital, head of the hospital and medical administration bureau in the PRC municipal government. To honour Dr. Huang’s distinguished expertise in the medical fields, he enjoys special subsidisation from the State Council of the PRC. Dr. Huang is currently the executive vice president of the Group. Dr. Huang was appointed as an executive Director on 30 July 2009.

### 執行董事

**蔣濤博士**（「蔣博士」），61歲，持有美國AT Still University之亞力桑那衛生學院之聽力學博士學位及於美國德克薩斯州拉瑪爾大學持有聽力學及特殊教育兩個碩士學位。彼曾於美國、加拿大及中國多家企業擔任高級管理層職位，於中國、香港、加拿大及美國之高層管理、顧問及投資方面擁有逾18年經驗。彼亦曾以加拿大資金於中國成立六間企業。彼現時為中國昆明師範大學終身客座教授，曾任加拿大達爾豪斯大學、四川大學和中山醫科大學副教授。蔣博士於二零零七年一月三日及二零一零年三月二十六日分別獲委任為本公司之執行董事及行政副總裁。蔣博士於二零一五年四月二十日獲委任為本公司之行政總裁。

**鄭綱先生**（「鄭先生」），49歲，持有英國Cardiff Business School工商管理碩士學位，以及中國廈門大學工程學士學位。鄭先生於金融、投資及貿易方面累積逾20年管理經驗。鄭先生於二零零七年八月一日獲委任為執行董事。

**黃加慶醫生**（「黃醫生」），66歲，於國內醫學方面擁有逾30年專業經驗，包括臨床、預防及急症醫學。黃醫生曾任駐院醫生、醫院急症中心主任、醫院公共衛生及防疫部門主管、醫院及中國市政府之公共醫療管理局主管。為表彰黃醫生在醫學方面之卓越成就，彼享有中國國務院發出之政府特殊津貼。黃醫生現任本集團之執行副總裁。黃醫生於二零零九年七月三十日獲委任為執行董事。



## DIRECTORS' AND SENIOR MANAGEMENT'S PROFILES

### 董事及高級管理人員簡歷

**Mr. Yung Ka Chun** ("Mr. Yung"), aged 28, obtained his master degree of science in business majoring in accounting from the University of Maryland, College Park in the United States. Mr. KC Yung has entered into a service contract with the Company dated 20 April 2015 for a term of 3 years commencing from the date of the service contract. Mr. Yung was appointed as an executive Director and authorised representative of the Company with effective from 20 April 2015.

**Mr. Lin Jinzong** ("Mr. Lin"), aged 41, obtained his bachelor degree in management engineering from the Military School of Economics of the People's Liberation Army# (中國人民解放軍軍事經濟學院), the PRC; and his executive master of business administration from the Guanghua School of Management, Peking University, the PRC. Mr. Lin has over 10 years of experience in the management and operations of private hospitals, and actively promotes medical hi-tech development in the PRC. Mr. Lin was appointed as an executive Director on 11 November 2016.

### NON-EXECUTIVE DIRECTORS

**Dr. Wong Yu Man, James** ("Dr. Wong"), aged 64, holds two bachelor degrees in medicine and surgery from the University of Hong Kong. Dr. Wong also holds a doctorate degree in medicine from Freiburg University in Germany. He has over 30 years of experience in medical and healthcare services in Hong Kong. Dr. Wong was appointed as a non-executive Director on 20 March 2007.

**Mr. Tang Xun** ("Mr. Tang"), age 36, holds a Bachelor's degree in Japanese from the Beijing International Studies University in 2004, and thereafter a Master's degree in political economics from Graduate School of Peking University as an on-job postgraduate student in 2012. Mr. Tang Xun has over three years of experience in private equity investment, and is currently an executive director of Beijing Hosen Investment Management, LLP. Mr. Tang was appointed as a non-executive Director with effective from 10 March 2015.

**翁嘉晉先生** (「翁先生」), 28歲, 於美國馬利蘭大學學院市分校 (Maryland, College Park) 取得商業理學碩士學位, 主修會計。翁嘉晉先生已與本公司訂立日期為二零一五年四月二十日之服務合約, 自該服務合約日期起計為期三年。翁先生獲委任為執行董事及本公司之授權代表, 自二零一五年四月二十日起生效。

**林金宗先生** (「林先生」), 41歲, 於中國的中國人民解放軍軍事經濟學院取得管理工程學士學位; 及中國北京大學光華管理學院取得高層管理人員工商管理碩士。林先生擁有超過10年在中國管理及營運民營醫院以及積極推廣高科技醫療發展之經驗。林先生於二零一六年十一月十一日獲委任為執行董事。

### 非執行董事

**王裕民醫生** (「王醫生」), 64歲, 持有香港大學內外全科醫學士學位。王醫生亦持有德國弗萊堡大學醫學博士學位, 在香港累積逾30年醫療保健服務經驗。王醫生於二零零七年三月二十日獲委任為非執行董事。

**湯珣先生** (「湯先生」), 36歲, 於二零零四年取得北京第二外國語學院日語學士學位, 及其後於二零一二年作為在職研究生取得北京大學研究生院政治經濟學碩士學位。湯珣先生於私募基金投資方面擁有逾三年經驗, 及現時為北京厚生投資管理中心 (有限合夥) 之執行董事。湯先生已自二零一五年三月十日起獲委任為非執行董事。

## DIRECTORS' AND SENIOR MANAGEMENT'S PROFILES 董事及高級管理人員簡歷

**Mr. Chan Chi Ming, Tony** (“Mr. Chan”), aged 49, obtained his bachelor degree in commerce (majoring in accounting) from The Australian National University. He was admitted as a member of CPA Australia; and a member of The Hong Kong Institute of Certified Public Accountants. Mr. Chan has about 20 years of experience in business advisory, accounting and auditing. Mr. Chan is an independent non-executive director of Theme International Holdings Limited (stock code: 990) since May 2015; an executive director of Wan Kei Group Holdings Limited (stock code: 1718) since November 2016; and was the company secretary and authorised representative of Good Resources Holdings Limited (previously known as Good Fellow Resources Holdings Limited) (stock code: 109) from September 2007 to May 2017, all being companies listed on the Main Board of the Stock Exchange. Mr. Chan was appointed as a non-executive Director on 11 November 2016.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Ms. Wong Ka Wai, Jeanne** (“Ms. Wong”), aged 53, has over 25 years of experience in finance, accounting, taxation and corporate affairs. She is a member of the Institute of Chartered Accountants in Australia, a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants, a member of the Society of Trust and Estate Practitioner and the Certified Tax Advisor in Hong Kong. Ms. Wong holds a bachelor degree in economics from the University of Sydney, Australia. Ms. Wong is currently the managing director of a private company providing consulting and management services, as well as the chief financial officer of a local law firm and consultant of a local CPA firm. Ms. Wong is also currently an independent non-executive director of Phenitron Holdings Limited (stock code: 8066), a company listed on GEM. Ms. Wong was appointed as an independent non-executive Director on 1 November 2007.

**陳子明先生**（「陳先生」），49歲，自澳洲國立大學取得商學士學位（主修會計）。彼為澳洲會計師公會會員；及香港會計師公會會員。陳先生於業務顧問、會計及審計方面擁有約20年經驗。陳先生自二零一五年五月起擔任榮暉國際集團有限公司（股份代號：990）之獨立非執行董事；自二零一六年十一月起擔任宏基集團控股有限公司（股份代號：1718）之執行董事；及自二零零七年九月至二零一七年五月擔任天成國際集團控股有限公司（前稱為金威資源控股有限公司）（股份代號：109）之公司秘書及法定代表，所有該等公司均於聯交所主板上市。陳先生於二零一六年十一月十一日獲委任為執行董事。

### 獨立非執行董事

**黃嘉慧女士**（「黃女士」），53歲，於金融、會計、稅務及企業事務擁有逾25年經驗。彼為澳洲特許會計師公會之會員、香港會計師公會之執業會計師、信託及遺產學會會員及香港稅務學會之註冊稅務顧問。黃女士持有澳洲悉尼大學經濟學士學位。黃女士現時為一間提供顧問及管理服務之私人公司之董事總經理，亦為一間本地律師行之財務總監及一間本地註冊會計師事務所之顧問。黃女士現時亦為品創控股有限公司（股份代號：8066，一間於創業板上市之公司）之獨立非執行董事。黃女士於二零零七年十一月一日獲委任為獨立非執行董事。

## DIRECTORS' AND SENIOR MANAGEMENT'S PROFILES

### 董事及高級管理人員簡歷

**Prof. Hu Shanlian** (“Prof. Hu”), aged 80, is a professor in Health Economics and has a Master degree in Science from the London School of Tropical Medicine and Hygiene. At present, he is the director of Training Centre for Health Management and Pharmacoeconomics Research and Evaluation Centre at School of Public Health at Fudan University in the PRC. Prof. Hu is also the director of Health Development Research Centre in the Shanghai Bureau of Health. Prof. Hu also held senior positions in the National Health Economic Institution and China Network of Training and Research in Health Economics and Financing between 1991 and 2005, which were supported by the Ministry of Health of the PRC and World Bank respectively. Prof. Hu was appointed as an independent non-executive Director on 30 July 2009.

**Prof. Lu Chuanzhen** (“Prof. Lu”), aged 79, is a neurologist and has over 50 years of medical professional experience. Prof. Lu is currently the lifetime professor of Shanghai Huashan Hospital in the PRC and a director in the World Health Organisation’s Neuroscience Research and Training Centre. Prof. Lu was formerly the chairman and director of the Institute of Neurology in Shanghai Medical University, the chairman of the Chinese Association of Neurology and chairman of the Shanghai association of Neurology in the Chinese Medical Society. Prof. Lu also has an international membership with New York Academy of Sciences. Prof. Lu was appointed as an independent non-executive Director on 30 July 2009.

**Prof. Zhang Bin** (“Prof. Zhang”), aged 61, obtained his bachelor degree from Zhongshan School of Medicine, Sun Yat-sen University, the PRC; and obtained his doctorate degree from Saitama Medical University, Japan. Prof. Zhang is a practising doctor in the PRC and has over 30 years of relevant experience in sexual function research. He joined the Third Affiliated Hospital of Zhongshan University, the PRC and established the infertility and sexual dysfunction department. Prof. Zhang is currently the professor and chief physician of infertility and sexual medicine at the said university. Prof. Zhang was appointed as an independent non-executive Director on 25 October 2016.

**胡善聯教授**（「胡教授」），80歲，為衛生經濟學教授，並持有London School of Tropical Medicine and Hygiene之理學碩士學位。目前，彼為中國復旦大學公共衛生學院衛生管理培訓中心及藥物經濟學評價與研究中心主任。胡教授亦為上海市衛生計生委衛生發展研究中心主任。胡教授於一九九一年至二零零五年亦曾出任中國衛生經濟研究所及中國衛生經濟培訓與研究網絡之高級職位，該等組織分別獲中國衛生部及世界銀行支持。胡教授於二零零九年七月三十日獲委任為獨立非執行董事。

**呂傳真教授**（「呂教授」），79歲，為神經病學家，擁有逾50年醫療專業經驗。呂教授目前為中國上海華山醫院終身教授及世界衛生組織神經科學研究與培訓合作中心主任。呂教授曾任上海醫科大學神經病學研究所所長及主任、中華醫學會之中華神經病學學會主席及上海市神經病學學會主席。呂教授亦為New York Academy of Sciences之國際會員。呂教授於二零零九年七月三十日獲委任為獨立非執行董事。

**張濱教授**（「張教授」），61歲，於中國中山大學中山醫學院獲得學士學位；及於日本埼玉醫科大學獲得博士學位。張教授為中國執業醫生，在性功能研究方面具有逾30年相關經驗。彼加入中國中山大學附屬第三醫院，並設立一家專治不育及性功能障礙之科室。現時張教授為上述大學不育及性醫學之教授及首席醫生。張教授於二零一六年十月二十五日獲委任為獨立非執行董事。

# DIRECTORS' AND SENIOR MANAGEMENT'S PROFILES

## 董事及高級管理人員簡歷

### SENIOR MANAGEMENT

**Mr. Lam Williamson** ("Mr. Lam"), aged 42, joined the Group in December 2007. Mr. Lam is the Group's chief financial officer and company secretary of the Company. He has more than 20 years' experience in finance and company secretarial functions. Mr. Lam is a member of the Certified Practising Accountant in Australia and also a fellow member of the Hong Kong Institute of Certified Public Accountants.

### 高級管理人員

**林全智先生**（「林先生」），42歲，於二零零七年十二月加入本集團。林先生為本集團之財務總監兼本公司之公司秘書。彼於財務及公司秘書職務方面擁有逾20年經驗。林先生乃澳洲會計師公會會員及香港會計師公會資深會員。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### CORPORATE GOVERNANCE PRACTICES

Hua Xia Healthcare Holdings Limited (the “**Company**”) acknowledges the need and importance of corporate governance as one of the key elements in creating shareholders’ value. The Company is also committed to achieving high standard of corporate governance that can properly protect and promote the interests of all shareholders and to enhance corporate value and accountability of the Company. The Company has adopted the Corporate Governance Code (the “**CG Code**”) (effective from 1 April 2012) as stated in Appendix 15 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Company has complied with the code provisions in the CG Code contained in Appendix 15 of the GEM Listing Rules for the year ended 31 March 2017, save for the deviation from code provision E.1.3 of the CG Code which stipulates that the Company should arrange for the notice to shareholders to be sent for annual general meeting at least 20 clear business days before the meeting. The Company’s notice for the 2015 annual general meeting (the “**2015 AGM**”) was despatched on 23 July 2015, and the 2015 AGM was held on 17 August 2015, which deviated from code provision E.1.3 of the CG Code. The Board was not aware of the deviation and failed to report the same in the subsequent first quarterly, interim, third quarterly and annual results announcements, and first quarterly, interim, third quarterly and annual reports for the period from 1 April 2015 to 31 March 2016. As a result, the Company was not in compliance with Rule 17.101 of the GEM Listing Rules. The deviation was only an isolated event, and the Company had adopted preventive measures to ensure future compliance with the CG Code.

### 企業管治常規

華夏醫療集團有限公司(「**本公司**」)確信企業管治是為股東增值之必要及重要元素之一，而本公司亦努力達致高水平之企業管治，以適當保障及提升全體股東利益，同時提高企業價值及本公司之問責性。本公司已採用香港聯合交易所有限公司(「**聯交所**」)創業板(「**創業板**」)證券上市規則附錄十五所訂明之企業管治守則(「**企業管治守則**」)(自二零一二年四月一日起生效)。

於截至二零一七年三月三十一日止年度，本公司已遵守創業板上市規則附錄十五所載之企業管治守則之守則條文，惟偏離企業管治守則之守則條文第E.1.3條除外，當中訂明本公司需安排於股東週年大會前至少20個足營業日向股東發出有關大會之通告。本公司關於二零一五年股東週年大會(「**二零一五年股東週年大會**」)之通告已於二零一五年七月二十三日寄發，及二零一五年股東週年大會已於二零一五年八月十七日舉行(偏離企業管治守則之守則條文第E.1.3條)。董事會並不知悉該偏離且未能於隨後之第一季度、中期、第三季度及年度業績公告，及自二零一五年四月一日至二零一六年三月三十一日期間之第一季度、中期、第三季度及年度報告中報告有關偏離。因此，本公司並未遵守創業板上市規則第17.101條規定。該偏離僅為個別事件，而本公司已採取預防措施以確保日後遵守企業管治守則。

### COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a set of code for the required standard of dealings in securities by directors of the Company on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries of directors of the Company and the directors confirmed that they have fully complied with the required standard with respect to the securities dealings of the Company and there was no event of non-compliance during the period from 1 April 2016 to 31 March 2017.

### THE BOARD

The Board assumes overall responsibilities for leadership and control of the Company and is collectively responsible for promoting the success of the Company and its business by directing and supervising the Company's affairs. The Board focuses on overall corporate strategies and policies with attention particularly paid to the financial performance of the Company.

All directors have full and timely access to all relevant information as well as the advice and services of the company secretary, with a view to ensuring that Board procedures and all applicable laws and regulations are followed. Each director is normally able to seek independent professional advice in appropriate circumstances at the Company's expense, upon making request to the Board.

### 遵守有關董事證券交易之標準守則

本公司已採納一套有關本公司董事證券交易之規定標準守則，其條款嚴謹度並不低於創業板上市規則第5.48至5.67條所載列之規定買賣標準。經向本公司董事作出具體查詢後，董事確認彼等已全面遵守有關本公司證券交易之規定標準，且於二零一六年四月一日至二零一七年三月三十一日期間並無發生違反有關標準之事件。

### 董事會

董事會全面負責本公司之領導及監控，透過指導及監察本公司之事務對本公司及其業務之成功承擔集體責任。董事會專責整體之企業策略及政策，尤其著重本公司之財務表現。

所有董事均可全面及適時地取得一切相關資料以及公司秘書之意見與服務，以確保董事會程序、所有適用法例及規例均已遵行。各董事一般可於適當情況下，經向董事會提出要求後尋求獨立專業意見，有關開支由本公司承擔。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

There is a clear division of the responsibilities of the Board and the management. The Board delegated its responsibilities to directors and senior management to deal with day-to-day operations and review those arrangements on a periodic basis.

Management has to report back to the Board and obtain prior approval before making decisions for key matters or entering into any commitments on behalf of the Company. The Board has a balance of skill and experience appropriate for the requirements of the business of the Company.

The Board has established three committees, namely, Audit Committee, Nomination Committee and Remuneration Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference which are disclosed on the Company's website and the Stock Exchange Website.

Appropriate directors' liability insurance cover has been arranged to indemnify the directors of the Company for liabilities arising out of corporate activities. The coverage and the sum insured under the policy are to be reviewed regularly.

董事會與管理層有明顯之分工。董事會將日常營運交由董事與高級管理人員負責，並且定期檢討有關安排。

管理人員對重大事宜作出決定或代表本公司作出任何承擔之前，須向董事會匯報及徵求事先批准。董事會兼備各種技能及經驗，配合本公司業務所需。

董事會已成立三個委員會，即審核委員會、提名委員會及薪酬委員會，以監察本公司特定範疇之事務。所有本公司董事委員會之成立，皆以書面制訂其職權範圍，並已於本公司網站及聯交所網站披露。

本公司已安排購買合適的董事責任保險，以保障本公司董事從事公司活動所產生的責任。保單項下的保障範圍和投保金額將會定期檢討。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Board Composition and Attendance Records of Directors

The Board currently composes of five executive Directors, three non-executive Directors and four independent non-executive Directors. During the year, twelve full Board meetings were held and attendance (either in person or through other electronic means of communication) record of each Director at the meetings of the Board together with the meetings of the Audit Committee, Remuneration Committee and Nomination and Corporate Governance Committee during the year ended 31 March 2017 and annual general meetings held in 2016/2017 are set out below.

### 董事會之組成及董事之出席記錄

董事會現時由五位執行董事、三位非執行董事及四位獨立非執行董事組成。年內，舉行了十二次全體董事會會議，而於截至二零一七年三月三十一日止年度內各董事出席（親身出席或透過其他電子溝通方式）董事會會議，連同審核委員會、薪酬委員會及提名及企業管治委員會會議及於二零一六年／二零一七年舉行之股東週年大會之記錄載列如下。

#### Attendance/Number of Meetings 出席次數／會議數目

Name of directors	董事姓名	Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination and Corporate Governance Committee	2016/2017 AGM/EGM 二零一六年／二零一七年股東週年大會／股東特別大會
					提名及企業管治委員會	
<b>Executive directors</b>						
Dr. Jiang Tao	蔣濤博士	11/12	N/A 不適用	N/A 不適用	3/3	2/2
Mr. Zheng Gang	鄭鋼先生	12/12	N/A 不適用	3/3	N/A 不適用	2/2
Dr. Huang Jiaqing	黃加慶醫生	9/12	N/A 不適用	N/A 不適用	N/A 不適用	2/2
Mr. Yung Ka Chun	翁嘉晉先生	11/12	N/A 不適用	N/A 不適用	N/A 不適用	2/2
Mr. Lin Jinzong <sup>1</sup>	林金宗先生 <sup>1</sup>	6/12	N/A 不適用	N/A 不適用	N/A 不適用	1/2
<b>Non-executive directors</b>						
Dr. Wong Yu Man, James	王裕民醫生	8/12	N/A 不適用	N/A 不適用	N/A 不適用	2/2
Mr. Tang Xun	湯珣先生	8/12	N/A 不適用	N/A 不適用	N/A 不適用	2/2
Mr. Chan Chi Ming, Tony <sup>2</sup>	陳子明先生 <sup>2</sup>	6/12	N/A 不適用	N/A 不適用	N/A 不適用	1/2
<b>Independent non-executive directors</b>						
Ms. Wong Ka Wai, Jeanne	黃嘉慧女士	10/12	4/4	3/3	3/3	2/2
Prof. Hu Shanlian	胡善聯教授	10/12	4/4	3/3	3/3	2/2
Prof. Lu Chuanzhen	呂傳真教授	10/12	4/4	3/3	3/3	2/2
Prof. Zhang Bin <sup>3</sup>	張濱教授 <sup>3</sup>	6/12	2/4	1/3	1/3	1/2

Notes:

- Mr. Lin Jinzong was appointed on 11 November 2016.
- Mr. Chan Chi Ming, Tony was appointed on 11 November 2016.
- Prof. Zhang Bin was appointed on 25 October 2016.

"The list of the Directors and their Role and Function" has been maintained at the websites of the Company and the Stock Exchange. The Directors' biographies and the relationship among the Board members, if any, are disclosed under the "Directors' and Senior Management's Profiles" on pages 23 to 27 of this report.

附註：

- 林金宗先生於二零一六年十一月十一日獲委任。
- 陳子明先生於二零一六年十一月十一日獲委任。
- 張濱教授於二零一六年十月二十五日獲委任。

「董事會成員名單與其角色及職能」已記錄於本公司及聯交所網站。董事之個人履歷及董事會成員之間之關係（如有）於本年報第23至第27頁「董事及高級管理人員簡歷」披露。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

Given the composition of the Board and the skills, knowledge and expertise that each Director brings to bear in its deliberations, the Board believes that it is appropriately structured to provide sufficient checks and balances to protect the interests of the Group and the shareholders. The Board will review its composition regularly to ensure that it has the appropriate balance of expertise, skills and experience to continue to effectively oversee the business of the Company.

### Responsibilities of Directors

The non-executive Directors and independent non-executive Directors, with diversified expertise, skills and experience, play an important role on formulating strategy and ensuring that the Board maintains high standards of corporate governance. The Board had received from each independent non-executive Director a written annual confirmation of his/her independence and satisfied that the independence of independent non-executive Directors up to the date of this report is in accordance with the GEM Listing Rules.

On a regular basis, senior management provides the directors with operational and financial reports of the Group's performance, position and prospect. All Directors are kept informed of and duly briefed of major changes and information that may affect the Group's business in a timely manner.

Every Board member is entitled to have access to board papers and related materials and has unrestricted access to the advice and services of the company secretary, and has the liberty to seek external professional advice if so required. The company secretary continuously updates all Directors on the latest development of the GEM Listing Rules and other applicable regulatory requirements to ensure compliance and upkeep of good corporate governance practice.

鑑於董事會之組成及每位董事之技能、學識與專業知識，董事會相信其架構已能適當地提供足夠之監察及平衡，以保障本集團及股東之利益。董事會將定期檢討其組成，以確保其在專業知識、技能及經驗方面維持合適之平衡，藉以繼續有效地監察本公司之業務。

### 董事職責

擁有廣泛專門知識、技能及經驗之非執行董事及獨立非執行董事在制定策略及確保董事會維持高水平企業管治方面擔當重要角色。董事會已接獲各獨立非執行董事確認彼獨立性之年度書面確認書，並信納截至本報告日期止獨立非執行董事之獨立性乃符合創業板上市規則。

高級管理人員定期向董事提供有關本集團業績、狀況及前景之營運及財務報告。本集團會適時地向所有董事匯報並簡報任何有可能影響本集團業務之重大變動及資料。

各董事會成員均有權查閱董事會文件及相關資料，並可隨時要求公司秘書提供意見及服務，亦可在需要時徵求外部專業意見。公司秘書一直向所有董事更新有關創業板上市規則及其他適用監管規定之最新發展以確保合規，並一直維持良好之企業管治常規。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### Training and Continuous Development for Directors

Each newly appointed Director is provided with comprehensive induction to ensure that he/she has a proper understanding of the operations and businesses of the Group as well as his responsibilities and obligations under the GEM Listing Rules and relevant regulatory requirements. For Directors to keep abreast of responsibilities as a director of the Company and of the conduct, business activities and development of the Company, the Company had provided trainings for Directors in the form of seminar and reading materials. The Company has devised a training record to assist the Directors to record the training they have undertaken. Also, the completed records are received from each of the Directors as confirmation.

Based on those training's record, the Directors received the following training during the year:

### 董事培訓及持續發展

本公司向每名獲委任之新董事提供全面入職簡介，以確保其對本集團之營運及業務以及其職責與創業板上市規則及相關監管規定項下責任有適當理解。每名董事均清楚明白作為本公司董事之責任以及本公司之運作、業務活動及發展。本公司以研討會及閱覽材料之形式為董事提供培訓。本公司已設定培訓記錄，以協助董事記錄彼等已接受之培訓。本公司亦從每名董事接獲完整記錄確認彼等已接受之培訓。

根據該等培訓記錄，董事於年內接受以下培訓：

		Type of trainings 培訓類型	
		Reading materials 閱讀材料	Seminar 座談會
Dr. Jiang Tao	蔣濤博士	✓	✓
Mr. Zheng Gang	鄭鋼先生	✓	✓
Dr. Huang Jiaqing	黃加慶醫生	✓	✓
Mr. Yung Ka Chun	翁嘉晉先生	✓	✓
Mr. Lin Jinzong	林金宗先生	✓	✓
Dr. Wong Yu Man, James	王裕民醫生	✓	✓
Mr. Tang Xun	湯珣先生	✓	✓
Mr. Chan Chi Ming, Tony	陳子明先生	✓	✓
Ms. Wong Ka Wai, Jeanne	黃嘉慧女士	✓	✓
Prof. Hu Shanlian	胡善聯教授	✓	✓
Prof. Lu Chuanzhen	呂傳真教授	✓	✓
Prof. Zhang Bin	張濱教授	✓	✓

The Company will, from time to time, review the effectiveness of the Group's corporate governance structure and consider whether any changes.

本公司將不時檢討本集團之企業管治架構之成效，並考慮是否有必要作出任何修改。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### DIRECTORS

#### Appointment and Re-election of Directors

Code provision A.4.1 provides that non-executive director should be appointed for a specific term and subject to re-election. The Company's non-executive director has been appointed for specific term and subject to re-election.

In accordance with the articles of association (the "Articles of Association") of the Company, one-third of the directors who have been longest in office since their last election or re-election are also subject to retirement by rotation at the annual general meeting. All retiring directors are eligible for re-election.

#### Chairman and Chief Executive

Code provision A.2.1 provides the roles of chairman and chief executive should be separate and should not be performed by the same individual. Since the resignation of Mr. Yung Kwok Leong on 20 April 2015, there is no chairman in the Company. Dr. Jiang Tao is the chief executive officer of the Company and is responsible for the day-to-day management and operations of the Group. The Board does not have the intention to fill the position of chairman at present and believes that the absence of chairman will not have adverse effect to the Company, as decisions of the Company will be made collectively by the executive Directors. The Board will keep reviewing the current structure of the Board and the need of appointment of a suitable candidate to perform the role of chairman.

#### Board Meetings

The Board regularly meets in person to discuss and formulate overall strategic direction and objectives and also approve annual, interim and quarterly results as well as other significant matters of the Company. Execution of daily operational matters is delegated to management.

The company secretary assists the executive Directors in preparing notice and agenda for the meetings, and ensures that the Company complied with the corporate governance practices and other compliance matters. Annual meeting schedules and draft agenda of each meeting are normally made available to directors in advance. At least 14 days' notice of all regular board meetings were given to all directors, who were all given an opportunity to include matters in the agenda for regular discussion. Board papers together with all appropriate, complete and reliable information are sent to all Directors at least 3 days before each regular board meeting or committee meeting (or such other period as agreed) to keep directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions.

### 董事

#### 委任及重選董事

守則條文第A.4.1條規定，非執行董事應按特定任期獲委任，並須膺選連任。本公司之非執行董事均按特定任期獲委任，並須膺選連任。

根據本公司之組織章程細則（「組織章程細則」），自上一次選舉或重選以來任期最長之三分之一之董事亦須在股東週年大會上輪值告退。所有退任董事均符合資格膺選連任。

#### 主席及行政總裁

守則條文第A.2.1條訂明，主席與行政總裁之角色應有區分而不應由同一人士擔任。由於翁國亮先生於二零一五年四月二十日辭任，本公司並無主席。蔣濤先生為本公司行政總裁及負責本集團之日常管理及營運。董事會現時不擬填補主席職務，並相信無主席一職將不會對本公司產生不利影響，原因是本公司之決定將由執行董事共同作出。董事會將檢討董事會之現時架構及委任合適人選履行主席職務之需要。

#### 董事會會議

董事會定期召開現場會議，討論及制定本公司整體策略方針及目標，並審批年度、中期及季度業績和其他重大事宜，日常營運事務則交由管理人員執行。

公司秘書協助執行董事編製會議通告及議程，並確保本公司遵守企業管治常規及其他合規事宜。週年大會時間表及各大會之會議議程初稿一般會預先提供予董事。所有定期舉行之董事會會議之通告均會提早不少於14天交予所有董事，而所有董事均有機會加入討論之議題。董事會文件連同所有合適、完整及可靠之資料會於各定期（或所協定有關其他期間）舉行之董事會會議或委員會會議舉行前最少三日寄發予所有董事，以通知董事有關本公司之最近發展及財務狀況，讓彼等作出知情決定。

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All Directors have access to the advice and services of the company secretary with a view to ensuring that the Board procedures and all applicable rules and regulations are followed.

Minutes of the Board/committee meetings are recorded in significant detail for any decision and recommendation made during the meetings. Draft and final versions of minutes are circulated to Directors or committee members within a reasonable time after the meetings are held and taken as the true records of the proceedings of such meetings. All minutes are kept by the company secretary and are open for inspection at any reasonable time on reasonable notice by any Director.

All Directors are entitled to have access to board papers and related materials unless there are legal or regulatory restrictions on disclosure due to regulatory requirements.

If a substantial shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter will be dealt with by way of a Board/committee meeting and the interested shareholder or Director shall not vote nor shall he/she be counted in the quorum present at the relevant meeting. Independent non-executive Director who, and whose associates, have no material interest in the transaction, should be present at such a Board meeting.

## THE BOARD COMMITTEES

### Audit Committee

The Company established the audit committee of the Company (the “**Audit Committee**”) on 2 November 2001, with written terms of reference compliance with Rules 5.28 and 5.29 of the GEM Listing Rules and is disclosed on the Company’s website. The Audit Committee comprised of four independent non-executive Directors, namely, Ms. Wong Ka Wai, Jeanne, Prof. Hu Shanlian, Prof. Lu Chuanzhen and Prof. Zhang Bin. Ms. Wong Ka Wai, Jeanne is the chairlady of the Audit Committee.

During the year ended 31 March 2017, four meetings were held. The main duties of the Audit Committee during the year include:

- (a) Reviewing the Group’s audited annual and unaudited interim and quarterly results and reports and consider any significant or unusual items before submission to the Board.

所有董事均可取得公司秘書之意見與服務，以確保董事會程序以及所有適用規則及規定均已遵行。

董事會／委員會會議記錄重點詳細記錄會議過程中作出之決定和建議。會議記錄之草稿和定稿均須在會後合理時間交予董事或委員會成員傳閱，並且作為有關會議之程序之真實記錄。所有會議記錄由公司秘書保管，任何董事提出合理通知均可在任何合理時間查閱。

所有董事均可查閱董事會之文件及相關資料，除非基於監管規定對披露有法律或監管限制者。

如一名主要股東或一名董事在董事會所考慮之事宜中有利益衝突，而董事會認定有關利益衝突重大，則有關事宜以董事會／委員會會議方式處理時該有利益關係股東或董事不得投票，亦不得計入有關會議之法定人數。其本人（及其聯繫人士）在有關交易中並無重大利益之獨立非執行董事須出席有關董事會會議。

## 董事委員會

### 審核委員會

本公司於二零零一年十一月二日成立本公司審核委員會（「**審核委員會**」），並遵照創業板上市規則第5.28條及第5.29條以書面制訂其職權範圍及已於本公司之網站內披露。審核委員會由四位獨立非執行董事，即黃嘉慧女士、胡善聯教授、呂傳真教授及張濱教授組成。黃嘉慧女士為審核委員會主席。

於截至二零一七年三月三十一日止年度，審核委員會舉行了四次會議。年內審核委員會之主要職責包括：

- (a) 審閱本集團之經審核年度、未經審核中期及季度業績及報告，並在呈交予董事會前考慮任何重大或不尋常事項。

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- (b) Reviewing the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, and make recommendation to the Board on the appointment, re-appointment and removal of external auditors.
- (c) Reviewing the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.
- (d) Advising on material even or drawing the attention of the management on related risks.

The external auditors were invited to attend the said meetings to discuss with the Audit Committee on issues arising from the audit and financial reporting matters. Besides, there is no disagreement between the Board and the Audit Committee regarding the reappointment of external auditors.

The Group's audited consolidated financial results for the year ended 31 March 2017 were reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosures has been made.

### Nomination and Corporate Governance Committee

On 11 February 2014, the Board resolved to establish a nomination and corporate governance committee of the Company (the "**Nomination and Corporate Governance Committee**") in place and stead of the previously nomination committee of the Company, which was established on 27 March 2012 in compliance with the code provision. Written terms of reference were disclosed on the Company's website. The Nomination and Corporate Governance Committee has five members comprising the chief executive officer, Dr. Jiang Tao and four independent non-executive Directors, namely, Ms. Wong Ka Wai, Jeanne, Prof. Hu Shanlian, Prof. Lu Chuanzhen and Prof. Zhang Bin. Dr. Jiang Tao is the chairman of the Nomination Committee and Corporate Governance Committee.

- (b) 參考核數師執行之工作、其薪酬及聘用條款，檢討與外聘核數師之關係，並就外聘核數師之委任、重新委任及罷免向董事會提供建議。
- (c) 檢討本公司之財務匯報制度、內部監控制度及風險管理制度，以及相關程序之充足性及有效性。
- (d) 就重大事項提供意見，或敦請管理層垂注有關風險。

外聘核數師獲邀出席上述會議，就審核及財務申報事宜所產生之議題與審核委員會進行討論。此外，董事會與審核委員會並無就外聘核數師之重新委任出現任何意見分歧。

本集團截至二零一七年三月三十一日止年度之經審核綜合財務業績已由審核委員會審閱，其認為有關業績之編製已遵守適用會計準則及規定並作出充足披露。

### 提名及企業管治委員會

於二零一四年二月十一日，董事會議決成立本公司提名及企業管治委員會（「**提名及企業管治委員會**」）以取代先前已於二零一二年三月二十七日根據守則條文成立之本公司提名委員會。書面職權範圍已於本公司網站披露。提名及企業管治委員會有五名成員，包括行政總裁蔣濤博士及四名獨立非執行董事，即黃嘉慧女士、胡善聯教授、呂傳真教授及張濱教授。蔣濤博士為提名委員會及企業管治委員會主席。

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The main responsibilities of the Nomination and Corporate Governance Committee are to review the structure, size and composition, including the skills, knowledge and experience of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy, and identify individuals suitable qualified to become directors and select, or make recommendations to the Board for directorships.

During the year ended 31 March 2017, three meetings were held.

### Remuneration Committee

The Company established the remuneration committee of the Company (the "Remuneration Committee") on 3 June 2005 with written terms of reference as disclosed on the Company's website. The Remuneration Committee has five members comprising an executive Director, Mr. Zheng Gang and four independent non-executive Directors, namely, Ms. Wong Ka Wai, Jeanne, Prof. Hu Shanlian, Prof. Lu Chuazhen and Prof. Zhang Bin. Ms. Wong Ka Wai, Jeanne is the chairlady of the Remuneration Committee.

The role and function of the Remuneration Committee include the determination of specific remuneration package of all executive Directors, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and making recommendations to the Board of the remuneration of non-executive Directors. The Remuneration Committee considers factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration.

During the year ended 31 March 2017, three meetings were held.

提名及企業管治委員會之主要責任為每年最少一次檢討董事會之架構、規模及組成，包括董事會之技能、知識及經驗，並向董事會推薦任何建議之改動，以配合本公司之企業策略，以及物色具合適資歷之人士出任董事，並且甄選或向董事會作出有關董事人選之推薦建議。

於截至二零一七年三月三十一日止年度，提名及企業管治委員會舉行了三次會議。

### 薪酬委員會

本公司於二零零五年六月三日成立本公司薪酬委員會（「薪酬委員會」），其書面職權範圍已於本公司網站披露。薪酬委員會有五名成員，包括一名執行董事鄭鋼先生及四名獨立非執行董事，即黃嘉慧女士、胡善聯教授、呂傳真教授及張濱教授。黃嘉慧女士為薪酬委員會主席。

薪酬委員會之職責及功能包括釐訂所有執行董事之具體薪酬組合，包括實物福利、退休金權益及報酬款項，包括任何就離職或終止委任應付之補償，並就非執行董事之酬金向董事會提出建議。薪酬委員會考慮之因素包括可資比較公司支付之薪金、各董事付出之時間及所負職責、本集團其他職位之僱用條件，以及是否適宜推出與業績掛鈎之酬金等。

於截至二零一七年三月三十一日止年度，薪酬委員會舉行了三次會議。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### DIRECTORS' AND AUDITORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 March 2017.

The Board is responsible for presenting a balanced, clear and understandable assessment of annual, interim and quarterly reports, price-sensitive announcements and other disclosures required under the GEM Listing Rules and other statutory and regulatory requirements. The directors are responsible for the preparation of the consolidated financial statements of the Group for the relevant accounting periods under applicable statutory and regulatory requirements which give a true and fair view of the state of affairs, the results of operations and cash flows of the Group. In preparing the annual, interim and quarterly results of the Company for the year ended 31 March 2017, the Directors have adopted suitable accounting policies and applied them consistently.

The responsibility of the auditors with respect to these consolidated financial statements is set out in the Independent Auditor's Report on pages 73 to 80 of this report.

### COMPANY SECRETARY

During the year, the company secretary of the Company has undertaken no less than 15 hours of professional training to update his skills and knowledge.

### RISK MANAGEMENT AND INTERNAL CONTROL

The Group's internal control and risk management systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss and manage rather than eliminate risks of failure in operational systems. In 2017, the Board, through the Audit Committee, has reviewed and is satisfied with the effectiveness and adequacy of the internal control and risk management systems of the Group.

The Board will review the adequacy of resources, staff qualifications and experience training programmes and budget of the Company's accounting and financial reporting function annually.

### 董事及核數師對財務報表之責任

董事確認彼等於編製本公司截至二零一七年三月三十一日止年度之財務報表之責任。

董事會須負責就年度、中期及季度報告、股價敏感資料之公佈及其他根據創業板上市規則及其他法定及監管規定須作出之披露呈報不偏不倚、清晰及可理解之評估。董事負責根據適用法定及規管要求編製真實及公平地反映本集團於有關會計期間之事務狀況、經營業績及現金流量之綜合財務報表。於編製截至二零一七年三月三十一日止年度本公司之年度、中期及季度業績時，董事已採納適合之會計政策及貫徹採用該等會計政策。

核數師對該等綜合財務報表應負之責任列載於本報告第73至80頁之獨立核數師報告內。

### 公司秘書

於年內，本公司之公司秘書已進行不少於15個小時之專業培訓以更新彼之技能及知識。

### 風險管理及內部監控

本集團之內部監控及風險管理系統旨在合理地（但並非絕對地）保證並無重大失實陳述或損失，並管理（但並非完全消除）本集團營運系統失誤的風險。於二零一七年，透過審核委員會，董事會已審閱並信納本集團之內部監控及風險管理系統屬有效且充分。

董事會將每年檢討資源是否充足、本公司會計及財務申報部門員工之資歷及經驗以及其培訓計劃及預算。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### AUDITORS' REMUNERATION

During the year ended 31 March 2017, the fees paid or payable to the auditors in respect of audit and non-audit services provided by the auditors of the Group were as follows:

Nature of services	服務性質	Amount (HK\$'000) 金額(千港元)
Audit services	審核服務	450
Non-audit services	非審核服務	600

The non-audit services fee was related to the Group's right issue placing review.

### 核數師酬金

於截至二零一七年三月三十一日止年度，就本集團核數師提供之審核及非審核服務已付或應付予核數師之費用如下：

非審核服務費乃與本集團之供股配售審閱有關。

### INVESTOR RELATIONS

During the year ended 31 March 2017, the Company has not made any changes to its Articles of Association. An up to date version of the Articles of Association is also available on the Company's website and the Stock Exchange's website.

### 投資者關係

於截至二零一七年三月三十一日止年度，本公司並未對其組織章程細則作出任何變動。最新之組織章程細則可在本公司網站及聯交所網站瀏覽。

### COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

The Board believes that a transparent and timely disclosure of the Group's information will enable shareholders and investors to make the best investment decision and to have better understanding of the Group's business performance and strategies. It is also vital for developing and maintaining continuing investor relations with the Company's potential and existing investors.

### 與股東及投資者溝通

董事會相信，透明而適時披露本集團之資料，有助股東及投資者作出最佳投資決定，並加深了解本集團業務表現及策略。與本公司之準投資者及現有投資者發展及維持持續之投資者關係亦至為重要。

The Company maintains a website at [www.huaxia-healthcare.com](http://www.huaxia-healthcare.com) as a communication platform with shareholders and investors, where information and updates on the Group's financial information and other information are available for public access.

本公司設有網站 [www.huaxia-healthcare.com](http://www.huaxia-healthcare.com)，作為與股東及投資者溝通之平台，本集團會在網站公佈及更新財務資料與其他資料以供公眾查閱。

### SHAREHOLDERS' RIGHTS

#### Procedures for which enquiries may be put to the Board

Shareholders are provided with contact details of the Company, such as telephone number, fax number, email address and postal address, in order to enable them to make any query that they may have with respect to the Company. They can also send their enquiries to the Board through these means. In addition, shareholders can contact the share registrar of the Company, if they have any enquires about their shareholdings.

### 股東之權利

#### 可向董事會作出查詢之程序

本公司向股東提供聯絡資料，如電話號碼、傳真號碼、電郵地址及郵寄地址，以便股東提出任何有關本公司之查詢。彼等亦可以透過此等方法向董事會提出查詢。此外，股東如有任何有關其股權之查詢，可以聯絡本公司之股份過戶登記處。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

All resolutions put forward at shareholder meetings will be voted on by poll pursuant to the GEM Listing Rules and poll results will be posted on the websites of the Stock Exchange and the Company after each shareholder meeting.

### Procedures for convening general meetings by shareholders

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

### Procedures for putting forward proposals at shareholders' meeting

Shareholders are requested to follow article 58 of the Articles of Association for including a resolution at an extraordinary general meeting. The requirements and procedures are set out above in the paragraph headed "Procedures for convening general meetings by shareholders" above.

Pursuant to article 88 of the Articles of Association, no person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the head office or at the registration office. The period for lodgment of the notices required will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.

### CONSTITUTIONAL DOCUMENTS

There was no change in the Company's constitutional documents for the year.

股東大會上提呈之所有決議案將根據創業板上市規則投票表決，投票結果將於各股東大會結束後於聯交所及本公司網站公佈。

### 股東召開股東大會的程序

根據本公司之組織章程細則第58條，董事會可於其認為合適時召開股東特別大會，及任何於遞呈要求日期持有不少於本公司繳足股本（附於本公司股東大會表決權利）十分之一之股東，於任何時候均有權透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中列明之任何事項，而有關大會須於遞呈要求後兩個月內舉行。倘於遞呈有關要求後21日內，董事會未能召開有關大會，則請求人可自行以相同方式召開大會，而請求人因未能召開董事會會議所引致之所有合理開支應由本公司付還予請求人。

### 於股東大會提呈議案的程序

股東於股東特別大會上提呈決議案時須遵守組織章程細則第58條，相關規定及程序載於上文「股東召開股東大會的程序」一段。

根據組織章程細則第88條，除非一項有意提名選舉該位人士為董事的書面通知以及一項該位被推選人士簽發表明其願意選舉之書面通知已呈交至本公司總辦事處或註冊辦事處，否則概無人士（退任董事除外）有權在任何股東大會上選舉出任董事職位（除非由董事推選）。提交該等通知之期間須由不早於指定進行該推選之股東大會通告寄發翌日起計，及不遲於該股東大會舉行日期前七日結束，而向本公司發出該等通知之最短期間須為最少七日。

### 憲章文件

本公司之憲章文件於年內並無任何變動。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### A. ENVIRONMENT

#### A1. Emissions

The Group's has adopted the green hospital development policy and implemented low carbon strategies in all aspects of operations in compliance with the requirements by the government. The Group is committed to environmental protection and energy conservation. In the course of investment, construction and operation, the Group has consistently carried out the operation objective of "Benefiting the society and the populace" and focused on sustainable development. With reliability, professional and safety as its objective, the Group possesses advanced IT program management and technical support of modern information network and strived to facilitate paperless office and old stuff reuse.

The Group's will continue to take steps to closely monitor and manage the environment effect of its operations to minimize their impacts on the environment and observes the applicable laws, standards and regulations.

#### A2. Use of resources, the environment and natural resources

According to the requirements of the "Resources Conservation Law of the People's Republic of China", the Groups focus on regulating the management of the resources decision making process. For example, the Groups would consistently monitor the outcome of the decisions based on the relevant information so as to ensure effectiveness is put into place.

The Group's also target to maximise energy conservation, in order to do so, the Group's has formulated a number of "Administration Plan" in each hospital. It's included use energy efficient electronics equipment as far as possible and set energy saving mode while electronic appliances are not in use.

### A. 環境

#### A1. 排放

本集團已遵照政府要求採納綠色醫院發展政策及於營運之所有方面實施低碳策略。本集團致力加強環境保護及節約資源，在投資、建設和經營過程中，始終貫徹「惠予社會，好及百姓」的經營宗旨，注重可持續發展。以可信賴、專業、安全為目標，擁有先進的IT程式管理和現代資訊網絡技術支持，並致力於推行無紙化辦公和舊物利用等事項。

本集團將繼續採取措施密切監控及管理其運營的環境影響，以減小其對環境的影響及遵守適用法例、標準及法規。

#### A2. 資源利用、環境及天然資源

根據《中華人民共和國資源保護法》的規定，本集團專注於監管資源決策程序的管理。例如，本集團一貫監控基於相關資料所作出的決策後果，以確保有效性落實到位。

本集團亦力爭最大限度地節約資源，為實現此目標，本集團已在各醫院制定多項「管理計劃」，其中包括盡可能使用節能電子設備及於電器不使用時設定為節能模式。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### B. SOCIAL

#### B1. Employment

##### Staff

It has always been the Group's firm belief that staff is the most valuable resources and wealth of enterprise development. We respect and protect the interest of every staff, develop a good working environment for staff growth, adhere to our belief in "People-oriented, provide an equitable and open environment for talents to compete", provide staff with a sound development channel with ample training, care about staff's livelihood and support them to achieve their self-values. We strictly comply with the laws and regulations of Labour Contract Law, advocate staff equality and diversity, implement market competitive remuneration and benefit system, concern about staff's occupational health and safety, and established a comprehensive labour relationship management system. Under the objectives of open communication, norm transparency and win-win mutual benefits, we established a mutual-reliance relationship with staff to jointly promote the enterprise's continuous and health development.

##### Policy on remuneration and benefit

As of 31 March 2017, the Company and its subsidiaries employed a total of 870 employees. The Group has established a comprehensive management system of remuneration, motivation and performance appraisal. Salary is commensurate with employees' position value, competence and performance and with reference to the prevailing market conditions. Staff performance is assessed in an appropriate manner and the outcome of which will be reflected in remuneration and promotion. The Group holds the health and well-being of its employees in high regard by providing them with benefits in kind such as provident fund, medical insurance, social pension insurance, education allowances and training programmes.

### B. 社會

#### B1. 僱傭

##### 員工

本集團一直堅信員工是企業發展的寶貴資源和財富，尊重和保障每一位員工的權益，為員工成長營造良好的工作環境，堅持「以人為本，提供公平開放的人才競爭環境」用人理念，為員工提供豐富的培訓和健全的發展通道，關心員工生活，助力員工實現自我價值。我們嚴格遵守《勞動合同法》等法律法規，宣導員工平等與多元化，推行具有市場競爭力的薪酬福利制度，關注員工職業健康與安全，建立完善的勞動關係管理制度。在坦誠溝通、規範透明、利益共贏的宗旨下，和員工建立相互信賴的關係，共同推進企業持續、健康地發展。

##### 薪酬福利政策

截至二零一七年三月三十一日，本公司及其附屬公司共聘用870名員工。本集團建立了完善的薪酬管理、激勵機制和績效管理體系。員工的薪酬乃根據其崗位價值、能力及工作表現，並參考現行市況而釐定。每年度均會對員工的工作表現給予恰當的評價，並將評價結果與薪酬、職位晉升等掛鉤。本集團重視員工的健康及福祉，彼等享有各項福利包括公積金、醫療保險、社會養老保險、教育津貼及培訓計畫。

### B. SOCIAL – continued

#### B2. Health and safety

The Group is always committed to providing a safe, efficient and comfortable workplace for its staff. Through rational arrangements, training and guidelines as well as the provision of physical check-ups and education on occupational health, the Group strives to ensure good health of its staff and provide a good working environment.

#### B3. Development and training

The Group puts a strong emphasis on the recruitment and nurturing of talents. During 2017, the Group stepped up the recruitment of management personnel and professionals in the healthcare sector based on its development strategies and business development requirements, in a bid to strengthen its management and professional teams and optimise its staff mix. The Group also places a strong emphasis on the training and appointment of internal staff, whereby crucial employees who deliver outstanding performance at work and show potential for development are promoted to key positions of the Group.

The Group places a strong emphasis on staff training, and encourages staff to enhance their abilities through continuous training by the participation in various development and training programmes to be provided by the Group on a yearly basis, so as to build a high-calibre team of management personnel and professionals compatible with the Group's business development.

The Group has compiled a staff manual and distributed to its staff. The staff manual sets out the development history, structure, future planning and corporate culture of the Group as well as the conduct, rights and benefits of the staff.

### B. 社會 – 續

#### B2. 健康與安全

本集團始終致力為員工提供安全、高效及舒適的工作環境。本集團通過合理安排、各項培訓及安全指引，以及向員工提供各種職業健康體檢及教育資訊，確保員工健康和具有良好的工作環境。

#### B3. 發展及培訓

本集團重視吸納和培養人才。二零一七年，本集團根據發展戰略和業務發展需要，加快引進管理人才和醫療專業人才，充實管理團隊和專業人才隊伍，優化人才結構。同時，本集團重視內部人才的培養與聘用，不斷從工作表現優良、具有發展潛力的骨幹員工中選拔人才到本集團的重要崗位任職。

本集團重視員工培訓，每年度均為員工制定各項發展及培訓計畫，鼓勵員工通過培訓持續提升自身質素，以打造一支適應本集團業務發展的高質素管理團隊和專業隊伍。

本集團已制定員工手冊並分發予員工，員工手冊中列明本集團的發展歷程、架構、未來規劃、企業文化理念以及員工的操守、權利、福利等重要資訊。

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## 環境、社會及管治報告

### B. SOCIAL – continued

#### B4. Labour standards

It is the Group's policy not to employ child and forced labour and to strictly adhere to relevant laws and regulations that have a significant impact on the Group relating to preventing child and forced labour.

#### B5. Product responsibility

##### Patient care

The Group has adopted the policy of the Patient First and Care with Heart to ensure the highest quality of medical services protected with the strictest safety standards. This policy has been built into the service procedures applying to all patients from the first admission to the long term care. Each step during the process has to ensure the patient receives care as medically needed to maximize the greatest benefits as deemed appropriate. The patient care services require our professionals and facilities to adhere to all the requirements and standards to reflect the value and spirits that we believe in. In addition, we shall utilize all assessments to monitor the progress of the care and to evaluate the outcomes that we have provided to the patient.

##### Compliance with laws and regulations

The Group fully complies with all laws and regulations and regularly monitors and gathers information about changes in laws, rules and regulations relevant to the Group's businesses to ensure the Group's observance of those applicable laws, rules and regulations, especially those which may have material impact on the Group.

### B. 社會 – 續

#### B4. 勞工準則

本集團之政策是並不僱用童工及強迫勞工及嚴格遵守對本集團有重大影響之有關防止童工及強迫勞工之相關法律及法規。

#### B5. 產品責任

##### 病患看護

本集團採取「病患第一」及「用心關愛」之政策，以用最嚴格之安全標準保障確保最高質素之醫療服務。該政策植入從收納至長期護理全套服務程序，適用於所有病患。過程中之每一步須確保病患得到醫學上所需要之護理，以得到被視為合適之最大好處。病患看護服務要求我們的專業人員及設施遵守所有規定及標準，以反映我們所信奉之價值觀及精神。此外，我們將運用所有評估以監控看護進度及評估我們向病患提供之產物。

##### 遵守法律及法規

本集團全面遵守各項法律法規、定期關注與搜集與本集團業務有關之法律、法規及規則的變動資訊，以確保本集團遵守該等適用法律、規則及法規，尤其是該等對本集團有重大影響者。

### B. SOCIAL – continued

#### B5. Product responsibility – continued

The Group has been actively promoting policies for the prevention of legal risks, and the engagement of legal advisors and deepening the building of a system for in-house legal workflow is to consolidate its capability of compliance and corporate governance. The Group complies with the relevant laws and regulations to operate its businesses.

#### B6. Anti-corruption

The Group requires its employees to conform to business ethics and put effort to prevent corruption and comply with the relevant requirements of Law of the People's Republic of China on Medical Practitioner in various levels of hospitals.

#### B7. Community investment

The Group is concerned about social trends and the development of people as well as value the community participation. The Group encourages its employees to participate in various community volunteer activities.

### B. 社會 – 續

#### B5. 產品責任 – 續

本集團不斷推動企業法律風險防範機制、法律顧問制度和法律工作體系建設再深化，推動合規管理能力和依法治企能力的不斷提升。本集團經營業務，依循相關法律法規經營。

#### B6. 反腐敗

本集團要求其僱員遵守商業道德，並努力預防腐敗及要求各級醫院遵守《中華人民共和國執業醫師法》的相關規定。

#### B7. 社區投資

本集團關注社會趨勢及人的發展以及重視社區參與。本集團鼓勵其僱員參與各項社區志願活動。

# REPORT OF THE DIRECTORS

## 董事會報告

The Directors have pleasure to present their annual report and the audited consolidated financial statements of the Group for the year ended 31 March 2017.

### DATE OF INCORPORATION

The Company was incorporated and registered as an exempted company with limited liability in the Cayman Islands on 28 May 2001 under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

The shares of the Company were listed on GEM on 10 May 2002.

### PRINCIPAL ACTIVITIES

The Company acts as an investment holding company while its subsidiaries are principally engaged in the provision of general hospital services in the PRC. Details of the principal activities of its subsidiaries are set out in Note 44 to the consolidated financial statements.

### RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 March 2017 and the state of the Group's affairs as at 31 March 2017 are set out in the consolidated financial statements on pages 81 to 84.

The Board does not recommend a final dividend for the year ended 31 March 2017.

### SHARE CAPITAL

Details of the movements in share capital of the Company during the year are set out in Note 18 to the consolidated financial statements.

### RESERVES

Details of the movements in the reserves of the Company and the Group during the year are set out in Note 21 to the consolidated financial statements and in the consolidated statement of changes in equity respectively.

董事欣然提呈本集團截至二零一七年三月三十一日止年度之年報及經審核綜合財務報表。

### 註冊成立日期

本公司於二零零一年五月二十八日根據開曼群島法例第22章（一九六一年法例三，經綜合及修訂）公司法在開曼群島註冊成立及登記為獲豁免有限公司。

本公司股份於二零零二年五月十日在創業板上市。

### 主要業務

本公司為一間投資控股公司，而其附屬公司主要在中國從事提供綜合性醫院服務業務。本公司附屬公司主要業務之詳情載於綜合財務報表附註44。

### 業績及股息

本集團截至二零一七年三月三十一日止年度之業績及本集團於二零一七年三月三十一日之事務狀況載於第81至84頁之綜合財務報表。

董事會並不建議派發截至二零一七年三月三十一日止年度之末期股息。

### 股本

本公司年內之股本變動詳情載於綜合財務報表附註18。

### 儲備

本公司及本集團年內之儲備變動詳情分別載於綜合財務報表附註21及綜合權益變動表內。

### DISTRIBUTABLE RESERVES

The Company did not have any distributable reserves as at 31 March 2017 (2016: approximately HK\$Nil million). Under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its Memorandum and Articles of Association and provided that immediately following the distribution or dividend the Company is able to pay its debts as they fall due in the ordinary course of business. In accordance with the Articles of Association, dividends shall be distributed out of the retained profits or other reserves, including the share premium account, of the Company.

### INVESTMENT PROPERTY

The Group did not further invest in investment property during the year. Details of the movements in investment property of the Group during the year are set out in Note 8 to the consolidated financial statements.

### PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year are set out in Note 6 to the consolidated financial statements.

### MAJOR CUSTOMERS

During the year ended 31 March 2017, no individual customer has contributed over 5% of the Group's total revenue. During the year, the five largest customers in aggregate contributed to less than 5% of the Group's total revenue.

To the best knowledge of the Directors, none of the Directors or any of their close associates (as defined in the GEM Listing Rules) or shareholders that owned more than 5% of the issued shares had any direct or indirect interest in the five largest customers of the Group during the year.

### 可分派儲備

於二零一七年三月三十一日，本公司並無任何可供分派儲備（二零一六年：約零港元）。根據開曼群島法例第22章（一九六一年法例三，經綜合及修訂）公司法，於本公司之組織章程大綱及組織章程細則規限下，如緊隨分派或派息後本公司有能力償還其於日常業務過程中到期之債務，則本公司之股份溢價可以分派或以股息方式派付予股東。根據組織章程細則，股息須自本公司保留溢利或其他儲備（包括股份溢價賬）撥付。

### 投資物業

本集團於年內並無進一步投資投資物業。年內本集團之投資物業之變動詳情載於綜合財務報表附註8。

### 物業、廠房及設備

本集團物業、廠房及設備於年內之變動詳情載於綜合財務報表附註6。

### 主要客戶

截至二零一七年三月三十一日止年度，概無個別客戶的貢獻超過本集團總收益5%。年內，五大客戶的總貢獻低於本集團總收益5%。

據董事所深知，年內，概無董事或彼等之任何緊密聯繫人（定義見創業板上市規則）或擁有5%以上已發行股份的股東直接或間接擁有本集團五大客戶的任何權益。



# REPORT OF THE DIRECTORS

## 董事會報告

### MAJOR SUPPLIERS

During the year ended 31 March 2017, the largest supplier has contributed to less than 10% of the Group's total purchases. During the year, the five largest suppliers in aggregate contributed to less than 30% of the Group's total purchases.

To the best knowledge of the Directors, none of the Directors or any of their close associates (as defined in the GEM Listing Rules) or shareholders that owned more than 5% of the issued shares had any direct or indirect interest in the five largest suppliers of the Group during the year.

### RELATIONSHIPS WITH KEY STAKEHOLDERS

The Group's success also depends on the support from key stakeholders which comprise employees, customers, suppliers, regulators and Shareholders. Employees are regarded as the most important and valuable assets of the Group. The Group maintains a good relationship with its employees and did not experience any major difficulties in recruitment, nor did it experience any material loss in manpower or suffer from any material labour dispute during the Year. The Group also understands the importance of maintaining a good relationship with its suppliers and customers to meet its short-term and long-term goals. It enjoys good relationships with suppliers and customers and strives to take an active part in the communities where they operate.

### ENVIRONMENTAL POLICIES

The Group's has adopted the green hospital development policy and implemented low carbon strategies in all aspects of operations in compliance with the requirements by the government. The Group is committed to environmental protection and energy conservation. In the course of investment, construction and operation, the Group has consistently carried out the operation objective of "Benefiting the society and the populace" and focused on sustainable development. With reliability, professional and safety as its objective, the Group possesses advanced IT program management and technical support of modern information network and strived to facilitate paperless office and recycling.

### 主要供應商

截至二零一七年三月三十一日止年度，最大供應商的貢獻低於本集團總採購額10%。年內，五大客戶的總貢獻低於本集團總採購額30%。

據董事所深知，年內，概無董事或彼等之任何緊密聯繫人（定義見創業板上市規則）或擁有5%以上已發行股份的股東直接或間接擁有本集團五大供應商的任何權益。

### 與主要持份者之關係

本集團之成功亦有賴於主要持份者（包括僱員、客戶、供應商、監管機構及股東）之支持。僱員乃視為本集團之最重要及寶貴資產。於本年度內，本集團與其僱員維持良好關係及於用工方面並無遭受任何主要困難，亦無遭受任何人力方面之重大流失或遭遇任何重大勞工糾紛。本集團亦明白為達致其短期及長期目標而與其供應商及客戶維持良好關係之重要性。其與供應商及客戶保持良好關係並致力積極參與彼等經營所在社區之活動。

### 環境政策

本集團已遵照政府要求於營運之所有方面採納綠色醫院發展政策及實施低碳策略。本集團致力加強環境保護及節約資源。在投資、建設和經營過程中，本集團始終貫徹「惠予社會，好及百姓」的經營宗旨，注重可持續發展。以可信賴、專業、安全為目標，本集團擁有先進的資訊科技程序管理和現代資訊網絡技術支持，並致力於推行無紙化辦公和環保回收等事項。

### COMPLIANCE WITH LAWS AND REGULATIONS

The Group fully complies with all laws and regulations and regularly monitors and gathers information about changes in laws, rules and regulations relevant to the Group's businesses to ensure the Group's observance of those applicable laws, rules and regulations, especially those which may have material impact on the Group.

### DIRECTORS

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

#### Executive Directors:

Dr. Jiang Tao (*Chief Executive Officer*)  
Mr. Zheng Gang  
Dr. Huang Jiaqing  
Mr. Yung Ka Chun  
Mr. Lin Jinzong (appointed on 11 November 2016)

#### Non-executive Directors:

Dr. Wong Yu Man, James  
Mr. Tang Xun  
Mr. Chan Chi Ming, Tony (appointed on 11 November 2016)

#### Independent non-executive Directors:

Ms. Wong Ka Wai, Jeanne  
Prof. Hu Shanlian  
Prof. Lu Chuanzhen  
Prof. Zhang Bin (appointed on 25 October 2016)

### 遵守法律及法規

本集團全面遵守各項法律法規、定期關注及搜集與本集團業務有關之法律、法規及規則的變動資訊，以確保本集團遵守（尤其是）對其產生重大影響之該等適用法律、規則及法規。

### 董事

年內及截至本報告日期本公司之董事如下：

#### 執行董事：

蔣濤博士 (*行政總裁*)  
鄭鋼先生  
黃加慶醫生  
翁嘉晉先生  
林金宗先生  
(於二零一六年十一月十一日獲委任)

#### 非執行董事：

王裕民醫生  
湯珣先生  
陳子明先生  
(於二零一六年十一月十一日獲委任)

#### 獨立非執行董事：

黃嘉慧女士  
胡善聯教授  
呂傳真教授  
張濱教授  
(於二零一六年十月二十五日獲委任)

# REPORT OF THE DIRECTORS

## 董事會報告

In accordance with article 87 of the Articles of Association, Dr. Jiang Tao, Dr. Huang Jiaqing and Mr. Yung Ka Chun, the executive Directors and Ms. Wong Ka Wai, Jeanne, the independent non-executive Director, will retire and, being eligible, offer themselves for re-election at the forthcoming general meeting.

The biographical details of the Directors and senior management are set on pages 23 to 27 of this report. Details of the emoluments of the directors and the five highest paid individuals are set out in Notes 31 and 32 to the consolidated financial statements, respectively.

### DIRECTORS' SERVICES CONTRACTS

Dr. Jiang Tao has been appointed as chief executive officer by way of a letter of appointment with the Company for a period of one year commencing from 20 April 2015 which will continue thereafter until terminated by either party giving to the other party not less than one month's notice in writing.

Mr. Zheng Gang has been appointed as an executive Director by way of a letter of appointment with the Company for a period of one year commencing from 1 August 2007 which will continue thereafter until terminated by either party giving to the other party not less than one month's notice in writing.

Dr. Huang Jiaqing has been appointed as an executive Director by way of a letter of appointment with the Company for a period of one year commencing from 30 July 2009 which will continue thereafter until terminated by either party giving to the other party not less than one month's notice in writing.

Mr. Yung Ka Chun has been appointed as an executive Director by way of a contract with the Company for a period of three years commencing from 20 April 2015 which will continue thereafter until terminated by either party giving to the other party not less than one month's notice in writing.

根據組織章程細則第87條，執行董事蔣濤博士、黃加慶醫生及翁嘉晉先生以及獨立非執行董事黃嘉慧女士將於應屆股東大會上輪值告退，惟符合資格並願意膺選連任。

董事及高級管理人員履歷詳情載於本年報第23至27頁。董事及五名最高薪酬人士之酬金詳情分別載於綜合財務報表附註31及32。

### 董事服務合約

蔣濤博士已獲本公司以委任書委任為行政總裁，自二零一五年四月二十日起計為期一年，並將於其後續任，直至任何一方向另外一方發出不少於一個月之書面通知終止聘任為止。

鄭鋼先生已獲本公司以委任書委任為執行董事，自二零零七年八月一日起計為期一年，並將於其後續任，直至任何一方向另外一方發出不少於一個月之書面通知終止聘任為止。

黃加慶醫生已獲本公司以委任書委任為執行董事，自二零零九年七月三十日起計為期一年，並將於其後續任，直至任何一方向另外一方發出不少於一個月之書面通知終止聘任為止。

翁嘉晉先生已獲本公司以合約方式委任為執行董事，自二零一五年四月二十日起計為期三年，並將於其後續任，直至任何一方向另外一方發出不少於一個月之書面通知終止聘任為止。

## REPORT OF THE DIRECTORS 董事會報告

Mr. Lin Jinzong has been appointed as an executive Director by way of a contract with the Company for a period of three years commencing from 11 November 2016 which will continue thereafter until terminated by either party giving to the other party not less than one month's notice in writing.

Dr. Wong Yu Man, James has been appointed as a non-executive Director by way of a letter of appointment with the Company for a period of one year commencing from 20 March 2007 which will continue thereafter until terminated by either party giving to the other party not less than one month's notice in writing.

Mr. Tang Xun, has been appointed a non-executive Director by way of a contract with the company for a period of one year commencing from 20 March 2015 which will continue thereafter until terminated by either party giving to the other party not less than one month's notice in writing.

Mr. Chan Chi Ming, Tony has been appointed as a non-executive Director by way of a letter of appointment with the Company for a period of one year commencing from 11 November 2016 which will continue thereafter until terminated by either party giving to the other party not less than one month's notice in writing.

Ms. Wong Ka Wai, Jeanne has been appointed as an independent non-executive Director by way of a letter of appointment with the Company for a period of one year commencing from 1 November 2007 which will continue thereafter until terminated by either party giving to the other party not less than one month's notice in writing.

Prof. Hu Shanlian and Prof. Lu Chuanzhen have been appointed as independent non-executive Directors by way of letters of employment with the Company for a period of one year commencing from 30 July 2009 which will continue thereafter until terminated by either party giving to the other party not less than one month's notice in writing.

林金宗先生已獲本公司以合約方式委任為執行董事，自二零一六年十一月十一日起計為期三年，並將於其後續任，直至任何一方向另一方發出不少於一個月之書面通知終止聘任為止。

王裕民醫生已獲本公司以委任書委任為非執行董事，自二零零七年三月二十日起計為期一年，並將於其後續任，直至任何一方向另一方發出不少於一個月之書面通知終止聘任為止。

湯珣先生已獲本公司以合約方式委任為獨立非執行董事，自二零一五年三月二十日起計為期一年，並將於其後續任，直至任何一方向另外一方發出不少於一個月之書面通知終止聘任為止。

陳子明先生已獲本公司以委任書委任為非執行董事，自二零一六年十一月十一日起計為期一年，並將於其後續任，直至任何一方向另一方發出不少於一個月之書面通知終止聘任為止。

黃嘉慧女士已獲本公司以委任書委任為獨立非執行董事，自二零零七年十一月一日起計為期一年，並將於其後續任，直至任何一方向另外一方發出不少於一個月之書面通知終止聘任為止。

胡善聯教授及呂傳真教授已獲本公司以委任書委任為獨立非執行董事，自二零零九年七月三十日起計為期一年，並將於其後續任，直至任何一方向另外一方發出不少於一個月之書面通知終止聘任為止。

# REPORT OF THE DIRECTORS

## 董事會報告

Prof. Zhang Bin has been appointed as an independent non-executive Director by way of a letter of appointment with the Company for a period of one year commencing from 25 October 2016 which will continue thereafter until terminated by either party giving to the other party not less than one month's notice in writing.

Save as disclosed above, none of the Directors has any service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

### DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed under the heading "Connected transactions", no transaction, arrangement or contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 March 2017.

### MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 March 2017.

### CHARITABLE DONATIONS

During the year ended 31 March 2017, the Group did not make any charitable and other donations (2016: nil).

張濱教授已獲本公司以委任書委任為獨立非執行董事，自二零一六年十月二十五日起計為期一年，並將於其後續任，直至任何一方向另一方發出不少於一個月之書面通知終止聘任為止。

除上文所披露者外，並無董事與本公司或其任何附屬公司訂立本集團不得於一年內毋須補償（法定補償除外）而終止之服務合約。

### 董事於重大交易、安排或合約之權益

除標題為「關連交易」項下所披露者外，本公司或其任何附屬公司概無訂立於年末時或於截至二零一七年三月三十一日止年度內任何時間仍然有效而本公司董事直接或間接擁有重大權益之有關本集團業務之重大交易、安排或合約。

### 管理合約

於截至二零一七年三月三十一日止年度內概無訂立或存有涉及管理及行政管理本公司整個或任何主要部份業務之合約。

### 慈善捐款

於截至二零一七年三月三十一日止年度內，本集團並無作出任何慈善及其他捐款（二零一六年：無）。

**DIRECTORS' AND CHIEF EXECUTIVE'S  
INTERESTS IN SHARES, UNDERLYING SHARES  
AND DEBENTURES OF THE COMPANY AND ITS  
ASSOCIATED CORPORATIONS**

**Disclosure of Interests**

**(a) Directors' interests and short positions in the securities of the Company and its associated corporations**

As at 31 March 2017, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to the required standards of dealings by directors of the Company as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

(i) *Interests in shares and underlying shares of the Company:*

Name of Director	Nature of interest	Number of shares and underlying shares	Position	Approximate percentage of the total issued shares
董事姓名	權益性質	股份及相關股份數目	倉位	佔已發行股份總數之概約百分比
Mr. Yung Ka Chun 翁嘉晉先生	Corporate interest (Note 1) 公司權益 (附註1)	516,991,516 516,991,516	Long 好倉	21.92%
	Personal interest (Note 1) 個人權益 (附註1)	2,640,000 2,640,000	Long 好倉	0.11%

**董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債權證之權益**

**權益披露**

**(a) 董事於本公司及其相聯法團之證券之權益及淡倉**

於二零一七年三月三十一日，董事及本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中擁有根據證券及期貨條例第352條須由本公司存置之登記冊所記錄之權益及淡倉，或根據創業板上市規則第5.46至5.67條所述之本公司董事進行買賣之規定標準須另行知會本公司及聯交所之權益及淡倉如下：

(i) 於本公司股份及相關股份之權益：

# REPORT OF THE DIRECTORS

## 董事會報告

Name of Director	Nature of interest	Number of shares and underlying shares	Position	Approximate percentage of the total issued shares
董事姓名	權益性質	股份及相關股份數目	倉位	佔已發行股份總數之概約百分比
Mr. Lin Jinzong 林金宗先生	Corporate interest (Note 2) 公司權益 (附註2)	320,000,000	Long	13.57%
Dr. Jiang Tao 蔣濤博士	Personal interest 個人權益	9,300,000	Long	0.39%
Mr. Zheng Gang 鄭鋼先生	Personal interest 個人權益	6,044,000	Long 好倉	0.26%
Dr. Huang Jiaqing 黃加慶醫生	Personal interest 個人權益	1,400,000	Long 好倉	0.06%

Notes:

(1) Easeglory Holdings Limited (“**Easeglory**”) is interested in 418,491,516 shares and 98,500,000 convertible preference shares of the Company. The issued share capital of Easeglory is wholly-owned by Mr. Yung Ka Chun. Mr. Yung Ka Chun is deemed to be interested in the shares and the convertible preference shares in which Easeglory is interested in under the SFO.

(2) Kingfull Corporate Development Limited (“**Kingfull**”) is interested in 320,000,000 shares of the Company. The issued share capital of Kingfull is wholly-owned by Mr. Lin Jinzong. Mr. Lin Jinzong is deemed to be interested in the shares in which Kingfull is interested in under the SFO.

附註：

(1) 易耀控股有限公司(「**易耀**」)於本公司之418,491,516股股份及98,500,000股可換股優先股中擁有權益。易耀之已發行股本由翁嘉晉先生全資擁有。根據證券及期貨條例，翁嘉晉先生被視為於易耀擁有權益之股份及可換股優先股中擁有權益。

(2) 港峰企業發展有限公司(「**港峰**」)於320,000,000股本公司股份中擁有權益。港峰之已發行股本乃由林金宗先生全資擁有。根據證券及期貨條例，林金宗先生被視為於港峰擁有權益之股份中擁有權益。

# REPORT OF THE DIRECTORS

## 董事會報告

(ii) *Interests in the issued share capital of the Company's associated corporation:*

(ii) 於本公司相聯法團之已發行股本之權益：

Name of Director	Name of associated corporation	Capacity/ Nature of interest	Number of shares	Position	Approximate percentage of shareholdings in the associated corporation's issued share capital 佔相聯法團之已發行股本之股權概約百分比
董事姓名	相聯法團名稱	身份／權益性質	股份數目	倉位	
Nil 無	-	-	-	-	-



# REPORT OF THE DIRECTORS

## 董事會報告

(iii) Interests in share options under share option schemes:

(iii) 購股權計劃項下之購股權權益：

Name of Director	Exercise period	Exercise price	Number of share options granted	Position
董事姓名	行使期	行使價	已授出之購股權數目	倉位
Mr. Yung Ka Chun	18 April 2015 to 17 April 2018	HK\$0.68	3,960,000	Long
翁嘉晉先生	二零一五年四月十八日至 二零一八年四月十七日	0.68港元	3,960,000	好倉
Dr. Jiang Tao	18 April 2015 to 17 April 2018	HK\$0.68	4,410,000	Long
蔣濤博士	二零一五年四月十八日至 二零一八年四月十七日	0.68港元	4,410,000	好倉
Mr. Tang Xun	18 April 2015 to 17 April 2018	HK\$0.68	3,000,000	Long
湯珣先生	二零一五年四月十八日至 二零一八年四月十七日	0.68港元	3,000,000	好倉
Dr. Huang Jiaqing	18 April 2015 to 17 April 2018	HK\$0.68	4,200,000	Long
黃加慶醫生	二零一五年四月十八日至 二零一八年四月十七日	0.68港元	4,200,000	好倉
Mr. Zheng Gang	18 April 2015 to 17 April 2018	HK\$0.68	4,410,000	Long
鄭綱先生	二零一五年四月十八日至 二零一八年四月十七日	0.68港元	4,410,000	好倉
Mr. Wong Yu Man, James	18 April 2015 to 17 April 2018	HK\$0.68	1,000,000	Long
王裕民先生	二零一五年四月十八日至 二零一八年四月十七日	0.68港元	1,000,000	好倉

# REPORT OF THE DIRECTORS

## 董事會報告

Save as disclosed above, as at 31 March 2017, none of the Directors nor the chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

除上文所披露者外，於二零一七年三月三十一日，董事及本公司主要行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債權證中擁有記錄於根據證券及期貨條例第352條須由本公司存置之登記冊之任何權益或淡倉，或根據創業板上市規則第5.46至5.67條須另行知會本公司及聯交所之任何權益或淡倉。

### (b) Substantial shareholders' interests and short positions in shares and underlying shares

As at 31 March 2017, other than the interests of a director or chief executive of the Company as disclosed under the heading "Directors' and chief executive's interests in shares, underlying shares and debentures of the Company and its associated corporations" above, the interests and short positions of persons in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

### (b) 主要股東於股份及相關股份之權益及淡倉

於二零一七年三月三十一日，除上文「董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債權證之權益」一節所披露本公司董事或主要行政人員之權益外，以下人士於本公司股份及相關股份中擁有記錄於根據證券及期貨條例第336條須由本公司存置之登記冊之權益及淡倉：

Name of shareholder	Number of shares	Position	Capacity	Approximate percentage of the total issued shares 佔已發行股份總數之概約百分比
股東名稱	股份數目	倉位	身份	
Easeglory Holdings Limited (Note 1) 易耀控股有限公司（附註1）	516,991,516	Long 好倉	Beneficial owner 實益擁有人	21.92%
New Hope International (Hong Kong) Limited (Note 2) 新希望國際（香港）有限公司（附註2）	343,217,539	Long 好倉	Beneficial owner 實益擁有人	14.55%
Southern Hope Enterprise Co., Ltd.# (Note 2) 南方希望實業有限公司（附註2）	343,217,539	Long 好倉	Corporate interest 公司權益	14.55%
New Hope Group Co., Ltd.# (Note 2) 新希望集團有限公司（附註2）	343,217,539	Long 好倉	Corporate interest 公司權益	14.55%

# REPORT OF THE DIRECTORS

## 董事會報告

Name of shareholder	Number of shares	Position	Capacity	Approximate percentage of the total issued shares 佔已發行股份總數之概約百分比
股東名稱	股份數目	倉位	身份	
Tibet Hengye Feng Industrial Co., Ltd.# (Note 2) 西藏恒業鋒實業有限公司(附註2)	343,217,539	Long 好倉	Corporate interest 公司權益	14.55%
Mr. Liu Yonghao (Note 2) 劉永好先生(附註2)	343,217,539	Long 好倉	Corporate interest 公司權益	14.55%
Ms. Liu Chang (Note 2) 劉暢女士(附註2)	343,217,539	Long 好倉	Corporate interest 公司權益	14.55%
Ms. Li Wei (Note 2) 李巍女士(附註2)	343,217,539	Long 好倉	Interest of spouse 配偶權益	14.55%
Kingfull Corporate Development Limited (Note 3) 港峰企業發展有限公司(附註3)	320,000,000	Long 好倉	Beneficial owner 實益擁有人	13.57%

Notes:

(1) Easeglory Holdings Limited (“**Easeglory**”) is interested in 418,491,516 shares and 98,500,000 convertible preference shares of the Company. The issued share capital of Easeglory is wholly-owned by Mr. Yung Ka Chun. Mr. Yung Ka Chun is deemed to be interested in the shares and the convertible preference shares in which Easeglory is interested in under the SFO.

Easeglory has charged 418,491,516 shares and 98,500,000 convertible preference shares to Golden Prince Group Limited (“**Golden Prince**”) and Mr. Ng Leung Ho respectively. The issued capital of Golden Prince is wholly-owned by Mr. Ng Leung Ho. Mr. Ng Leung Ho is deemed to be interested in the 418,491,516 shares and is interested in the 98,500,000 convertible preference shares.

附註：

(1) 易耀控股有限公司(「**易耀**」)於本公司之418,491,516股股份及98,500,000股可換股優先股中擁有權益。易耀之已發行股本由翁嘉晉先生全資擁有。根據證券及期貨條例，翁嘉晉先生被視為於易耀擁有權益之股份及可換股優先股中擁有權益。

易耀已分別質押418,491,516股股份及98,500,000股可換股優先股予Golden Prince Group Limited(「**Golden Prince**」)及吳良好先生。Golden Prince之已發行股本由吳良好先生全資擁有。吳良好先生被視為於418,491,516股股份中擁有權益，並於98,500,000股可換股優先股中擁有權益。

# REPORT OF THE DIRECTORS

## 董事會報告

- (2) New Hope International (Hong Kong) Limited (“**New Hope International**”) is interested in 343,217,539 shares of the Company. The issued share capital of New Hope International is owned as to 75% by Southern Hope Enterprise Co., Ltd.<sup>#</sup> which is in turn owned as to 51% by New Hope Group Co., Ltd.<sup>#</sup> and as to 49% by Tibet Hengye Feng Industrial Co., Ltd.<sup>#</sup> Both New Hope Group Co., Ltd.<sup>#</sup> and Tibet Hengye Feng Industrial Co., Ltd.<sup>#</sup> are owned as to 62.34% by Mr. Liu Yonghao, as to 36.35% by Ms. Liu Chang and as to 1.31% by Ms. Li Wei. Mr. Liu Yonghao, Ms. Liu Chang and Ms. Li Wei are deemed to be interested in the shares in which New Hope International is interested in.
- (3) Kingfull Corporate Development Limited (“**Kingfull**”) is interested in 320,000,000 shares of the Company. The issued share capital of Kingfull is wholly-owned by Mr. Lin Jinzong. Mr. Lin Jinzong is deemed to be interested in the shares in which Kingfull is interested in under the SFO.

Save as disclosed above, as at 31 March 2017, the Directors were not aware of any other person (other than the Directors and chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

### DIRECTORS’ RIGHTS TO ACQUIRE SECURITIES

Apart from as disclosed under the heading “Directors’ and chief executive’s interests in shares, underlying shares and debentures of the Company and its associated corporations” above, at no time since incorporation of the Company were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or of any other body corporate granted to any directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the directors, their respective spouse or children under 18 years of age to acquire such rights in any other body corporate.

- (2) 新希望國際(香港)有限公司(「**新希望國際**」)於本公司之343,217,539股股份中擁有權益。新希望國際之已發行股本由南方希望實業有限公司擁有75%權益，而南方希望實業有限公司分別由新希望集團有限公司及西藏恒業鋒實業有限公司擁有51%及49%權益。新希望集團有限公司及西藏恒業鋒實業有限公司均由劉永好先生、劉暢女士及李巍女士分別擁有62.34%、36.35%及1.31%權益。劉永好先生、劉暢女士及李巍女士被視為於新希望國際擁有權益之股份中擁有權益。
- (3) 港峰企業發展有限公司(「**港峰**」)於320,000,000股本公司股份中擁有權益。港峰之已發行股本乃由林金宗先生全資擁有。根據證券及期貨條例，林金宗先生被視為於港峰擁有權益之股份中擁有權益。

除上文所披露者外，於二零一七年三月三十一日，董事並不知悉任何其他人士(董事及本公司主要行政人員除外)於本公司股份或相關股份中擁有根據證券及期貨條例第336條記錄於須由本公司存置之登記冊之權益或淡倉。

### 董事購買證券之權利

除上文「董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債權證之權益」一節所披露者外，本公司自註冊成立以來，概無向任何董事或彼等各自之配偶或未滿十八歲之子女授出任何權利，致使彼等可透過購入本公司或任何其他法人團體的股份或債權證而獲益，而彼等亦概無行使該等權利；且本公司、其控股公司或其任何附屬公司亦概無參與任何安排，致使董事、彼等各自之配偶或未滿十八歲之子女可獲得任何其他法人團體之該等權利。

# REPORT OF THE DIRECTORS

## 董事會報告

Save as disclosed, at no time during the year ended 31 March 2017 was the Company or any of its subsidiaries, associated companies, fellow subsidiaries or holding companies a party to any arrangements to enable the Directors or the chief executive of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate at any time during the year or at the end of the year ended 31 March 2017.

### SHARE OPTION SCHEMES

As at 31 March 2017, there were 65,090,000 outstanding share options, of which, were granted pursuant to the share option schemes adopted on 20 April 2002 and 10 August 2011. A breakdown setting out the number of outstanding share options, their respective exercise price and respective exercise period under the share option schemes were as follows:

除所披露者外，於截至二零一七年三月三十一日止年度內，本公司或其任何附屬公司、聯營公司、同系附屬公司或控股公司概無訂立任何安排，致使董事或本公司行政總裁可於年內任何時間或截至二零一七年三月三十一日止年度末透過收購本公司股份或債權證方式獲利。

### 購股權計劃

於二零一七年三月三十一日，本公司有65,090,000份尚未行使購股權，其乃根據於二零零二年四月二十日及二零一一年八月十日採納之購股權計劃授出。購股權計劃項下尚未行使購股權數目，其各自之行使價及行使期明細如下：

Categories of grantees	Exercise period	Exercise price	Number of share options outstanding
承授人類別	行使期	行使價	尚未行使之購股權數目
<b>Directors</b>			
<b>董事</b>			
Mr. Yung Ka Chun 翁嘉晉先生	18 April 2015 to 17 April 2018 二零一五年四月十八日至 二零一八年四月十七日	HK\$0.68 0.68港元	3,960,000
Dr. Jiang Tao 蔣濤博士	18 April 2015 to 17 April 2018 二零一五年四月十八日至 二零一八年四月十七日	HK\$0.68 0.68港元	4,410,000
Mr. Tang Xun 湯珣先生	18 April 2015 to 17 April 2018 二零一五年四月十八日至 二零一八年四月十七日	HK\$0.68 0.68港元	3,000,000
Mr. Zheng Gang 鄭鋼先生	18 April 2015 to 17 April 2018 二零一五年四月十八日至 二零一八年四月十七日	HK\$0.68 0.68港元	4,410,000

# REPORT OF THE DIRECTORS

## 董事會報告

Categories of grantees	Exercise period	Exercise price	Number of share options outstanding 尚未行使之購股權數目
承授人類別	行使期	行使價	購股權數目
Dr. Huang Jiaqing 黃加慶醫生	18 April 2015 to 17 April 2018 二零一五年四月十八日至 二零一八年四月十七日	HK\$0.68 0.68港元	4,200,000
Mr. Wong Yu Man, James 王裕民先生	18 April 2015 to 17 April 2018 二零一五年四月十八日至 二零一八年四月十七日	HK\$0.68 0.68港元	1,000,000
<b>Employees of the Group</b> <b>本集團僱員</b>	30 September 2009 to 29 March 2019 二零零九年九月三十日至 二零一九年三月二十九日	HK\$0.50 0.50港元	450,000
	18 April 2015 to 17 April 2018 二零一五年四月十八日至 二零一八年四月十七日	HK\$0.68 0.68港元	43,660,000
Total 總計			65,090,000

The share option scheme adopted on 20 April 2002 had been terminated on 10 August 2011. The Company had adopted the new share option scheme on 10 August 2011, and the terms of which are in accordance with the provisions of Chapter 23 of the GEM Listing Rules. The following is a summary of the principal terms of the share option scheme adopted on 10 August 2011:

於二零零二年四月二十日採納之購股權計劃已於二零一一年八月十日被終止。本公司已於二零一一年八月十日採納新購股權計劃，其條款符合創業板上市規則第23章之條文規定。以下為於二零一一年八月十日採納之購股權計劃之主要條款概要：

# REPORT OF THE DIRECTORS

## 董事會報告

### (A) Purpose of the share option scheme

The purpose of purpose of the share option scheme is to enable the Company to grant share options to the Eligible Participants (as defined below) in order to recognise and motivate the contribution of the employees of the Group and to provide incentives and help the Group in retaining its existing employees and recruiting additional employees and to provide them with a direct economics interest in attaining the long term business objectives of the Group.

### (B) Participants of the share option scheme

The participants (the “Eligible Participants”) of the share option scheme shall be any employee of the Company or any of its subsidiaries including any executive and non-executive directors of the Company or any of its subsidiaries, and any suppliers, consultants, agents and advisers or any person who, in the sole discretion of the Board, has contributed or may contribute to the Group.

### (C) Total number of shares available for issue under the share option scheme

Under the share option scheme, the total number of shares which may be allotted and issued upon exercise of all share options to be granted under the share option scheme and any other share option scheme of the company must not in aggregate exceed 10% of the number of the issued shares as at 17 August 2015, being the date of the annual general meeting of the Company refreshing the scheme mandate limit, which allowed the Directors to grant share options to subscribe for up to 169,876,994 shares of the Company, unless the Company obtains a fresh approval from the shareholders of the Company.

### (A) 購股權計劃之目的

購股權計劃旨在令本公司能夠向合資格參與者（定義見下文）授出購股權，以嘉許及鼓勵本集團僱員作出之貢獻，並提供獎勵及幫助本集團挽留其現有僱員及招聘額外僱員以及提供彼等於達致本集團長期業務目標時之直接經濟利益。

### (B) 購股權計劃之參與者

購股權計劃之參與者（「合資格參與者」）將為本公司或其任何附屬公司之任何僱員（包括本公司或其任何附屬公司之任何執行及非執行董事）及任何供應商、諮詢人、代理及顧問或董事會全權酌情認為已對或可能對本集團作出貢獻之任何人士。

### (C) 根據購股權計劃可供發行之股份總數

根據購股權計劃，因行使根據購股權計劃及本公司任何其他購股權計劃授出之全部購股權而可能配發及發行之股份總數，合共不得超過於二零一五年八月十七日（即本公司就更新計劃授權限額以讓董事可授出認購最多169,876,994股本公司股份之購股權而召開之股東週年大會日期）之已發行股份數目之10%，除非本公司獲其股東另行批准則另作別論。

As at the date of this annual report, the total of 169,876,994 shares available for issue under the share option scheme, represents approximately 7.20% of the issued share capital of the Company.

於本年報日期，根據購股權計劃可供發行之合共169,876,994股股份佔本公司已發行股本約7.20%。

**(D) Maximum entitlement of each participant under the share option scheme**

The maximum entitlement of each participant under the share option scheme in any 12-month period up to and including the date of grant of the options must not exceed 1% of the total number of shares of the Company in issue.

**(D) 各參與者根據購股權計劃可獲授之最高股數**

各參與者於授出購股權日期前（包括該日）任何十二個月期間根據購股權計劃可獲授之最高股數不得超過本公司已發行股份總數之1%。

**(E) The period within which the shares must be taken up under a share option**

The period during which a share option may be exercised is determined by the Board at its discretion, save that such period shall not be longer than 10 years from the date of grant.

**(E) 根據購股權須認購股份之期限**

購股權可予行使之期限乃由董事會酌情釐定，惟該期限自授出日期起不得超過十年。

**(F) The minimum period for which a share option must be held before it can be exercised**

As determined by the Board upon the grant of a share option.

**(F) 行使購股權前必須持有購股權之最短期限**

按董事會於授出購股權時所釐定者。

**(G) The amount payable on acceptance of a share option and the period within which payments shall be made**

A non-refundable nominal consideration of HK\$10.00 is payable by the grantee upon acceptance of a share option, where the grantee should accept or decline the offer of grant of a share option within the date as specified in the offer letter issued by the Company, being a date not later than 28 days from the date upon which it is made.

**(G) 接納購股權時應付款項及作出付款之期限**

承授人於接納購股權時須支付不可退還名義代價10.00港元，而承授人將於本公司發出之要約函規定之日期（即不遲於自作出要約之日起計28日之日期）內接納或拒絕授出購股權之要約。



# REPORT OF THE DIRECTORS

## 董事會報告

### (H) The basis of determining the exercise price

The exercise price of a share in respect of any particular share option granted under the share option scheme shall be a price determined by the Board in its absolute discretion but in any event will not be less than the highest of: (i) the closing price of the shares as stated in the daily quotations sheet of the Stock Exchange on the date of grant, which must be a business day; (ii) the average closing price of the shares as stated in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of the share on the date of grant.

### (I) The remaining life of the share option scheme

The share option scheme shall be valid and effective for a period of 10 years from 10 August 2011, being the adoption date, until 9 August 2021.

## EQUITY-LINKED AGREEMENTS

Save for (i) the 65,090,000 outstanding share options granted under the share option schemes; (ii) the 98,500,000 non-redeemable convertible preference shares allotted and issued in accordance with the sale and purchase agreement dated 13 November 2009; and (iii) the convertible notes in the outstanding amount of HK\$6,500,000 (conferring the holder to convert into 3,421,053 shares of the Company) issued in accordance with the sale and purchase agreement dated 13 March 2007, no equity-linked agreements that will or may result in the Company issuing shares were entered into by the Company during the year or subsisted at the end of the year ended 31 March 2017.

### (H) 釐定行使價之基準

根據購股權計劃授出之任何特定購股權所涉及之股份之行使價將為董事會全權酌情釐定之價格，惟在任何情況下將不低於以下各項之最高者：(i) 股份於授出日期（須為營業日）在聯交所每日報價表所列之收市價；(ii) 股份於緊接授出日期前五個交易日在聯交所每日報價表所列之平均收市價；及(iii) 股份於授出日期之面值。

### (I) 購股權計劃之剩餘年期

購股權計劃將於二零一一年八月十日（即採納日期）起十年內有效，直至二零二一年八月九日止。

## 股票掛鈎協議

除(i)購股權計劃項下授出之65,090,000份尚未行使購股權；(ii)根據日期為二零零九年十一月十三日之買賣協議配發及發行之98,500,000股不可贖回可換股優先股；及(iii)根據日期為二零零七年三月十三日之買賣協議發行之尚未行使金額為6,500,000港元之可換股票據（賦予持有人可轉換為3,421,053股本公司股份）外，本公司於年內概無訂立或於截至二零一七年三月三十一日止年度末仍有效之將會或可能會導致本公司發行股份之股票掛鈎協議。

## PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SHARES

During the year ended 31 March 2017, there were no purchase, sale or redemption of the Company's listed securities by the Company or any of its subsidiaries.

## PRE-EMPTIVE RIGHTS

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

## FIVE YEAR FINANCIAL SUMMARY

A summary of the published results and of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited consolidated financial statements and restated as appropriate, is set out on page 248. This summary does not form part of the audited consolidated financial statements.

## RELATED PARTY TRANSACTIONS

Certain connected transactions which are significant are also disclosed as related party transactions (see Note 43 to the consolidated financial statements).

## CONNECTED TRANSACTIONS

Pursuant to Chapter 20 of the GEM Listing Rules, the following transactions are "Connected Transactions" and "Continuing Connected Transactions" as defined in the GEM Listing Rules and are required to be disclosed in the annual report of the Company.

## 購買、出售或贖回本公司上市股份

截至二零一七年三月三十一日止年度，本公司或其任何附屬公司並無購買、出售或贖回本公司之上市證券。

## 優先購股權

組織章程細則或開曼群島法例並無有關本公司須向現有股東按比例提呈新股份之優先購股權之規定。

## 五年財務摘要

過往五個財政年度本集團已刊發之業績及資產、負債及非控股權益摘要載於第248頁，有關資料乃摘錄自經審核綜合財務報表，並於適當情況下作出重列。此摘要並非經審核綜合財務報表之一部分。

## 關連人士交易

若干重大關連交易亦已披露為關連人士交易（見綜合財務報表附註43）。

## 關連交易

根據創業板上市規則第20章，下列交易為創業板上市規則所界定之「關連交易」及「持續關連交易」，須於本公司之年報內披露。

# REPORT OF THE DIRECTORS

## 董事會報告

### A. CONNECTED TRANSACTION

#### Acquisition of Future Health

On 27 April 2017, Sino Business Investment Development Limited (“**Sino Business**”), as purchaser, a wholly-owned subsidiary of the Company, entered into the sale and purchase agreement with Vanhal Property Investment Limited (“**Vanhal**”), as vendor, a company wholly-owned by Mr. Yung Kwok Leong, the father of Mr. Yung Ka Chun, an executive Director, in relation to the acquisition of the entire issued share capital of Future Health Investments (Scotland) Ltd (“**Future Health**”) and the shareholder’s loan at the consideration of HK\$2,091,500. Sino Business unconditionally and irrevocably undertakes to Vanhal that upon completion of the acquisition, it shall provide sufficient fund to Future Health to satisfy the outstanding fund commitment in the amount of GBP970,000 (equivalent to approximately HK\$9,700,000).

Mr. Yung Kwok Leong, father of Mr. Yung Ka Chun who is an executive Director and one of the substantial shareholder of the Company, and is thus a connected person on the part of the Company under the GEM Listing Rules.

For more details, please refer to the section headed “Management Discussion and Analysis – Significant events after the reporting period” in this report, and the announcement of the Company dated 27 April 2017.

### A. 關連交易

#### 收購Future Health

於二零一七年四月二十七日，本公司之全資附屬公司Sino Business Investment Development Limited (「**Sino Business**」)，作為買方與萬好地產集團有限公司(「**萬好**」，作為賣方，一間由執行董事翁嘉晉先生之父親翁國亮先生全資擁有之公司)訂立買賣協議，內容有關收購Future Health Investments (Scotland) Ltd (「**Future Health**」)之全部已發行股本及股東貸款，代價為2,091,500港元。Sino Business無條件並不可撤回地向萬好承諾，於完成收購後，其將向Future Health提供充裕資金以支付未支付資金承擔為數970,000英鎊(相等於約9,700,000港元)。

翁國亮先生為本公司之執行董事及主要股東之一翁嘉晉先生之父親，因此，根據創業板上市規則，彼為本公司之關連人士。

有關更多詳情，請參閱本報告「管理層討論及分析－報告期後重大事項」一節及本公司日期為二零一七年四月二十七日之公告。

## B. CONTINUING CONNECTED TRANSACTIONS

### (i) Rental agreement with Fujian Huihao Pharmaceutical Chain Company Limited (“FHP Chain”)

#### *Tenancy Agreement 1*

On 4 December 2014, Fujian Province Fuzhou City Huihao Pharmaceutical Company Limited (the “**Fujian Huihao**”), an indirect non wholly-owned subsidiary of Wanjia, and FHP Chain entered a new tenancy agreement (“**Tenancy Agreement 1**”) for the rental of (i) Level 1 and Level 4 of the office building located at No. 8 Huihao Road, Shangjie Town, Minhou Xian, Fujian Province, the PRC (the “**Property 1**”) with a gross floor area (“**GFA**”) approximately 1,268 square meter (“**sq.m.**”); and (ii) Levels 1 to 3 of the warehouse building located at No. 8 Huihao Road, Shangjie Town, Minhou Xian, Fujian, the PRC (the “**Property 2**”) with a GFA of approximately 9,852 sq.m.. The term of the lease is from 1 April 2015 to 31 March 2018 with a rental of RMB10,144 per month for the Property 1 and RMB49,260 per month for the Property 2 and is renewable upon the signing of a new rental agreement.

#### *Tenancy Agreement 2*

On 4 December 2014, Fujian Huihao Sihai Pharmaceutical Chain Company Limited (the “**Huihao Sihai**”), an indirect non wholly-owned subsidiary of Wanjia, and FHP Chain entered a new tenancy agreement (“**Tenancy Agreement 2**”) for the rental of (i) Level 3 of the office building located at No.8 Huihao Road, Shangjie Town, Minhou Xian, Fujian Province, the PRC (the “**Property 3**”) with a GFA of approximately 600 sq.m.; and (ii) Level 4 of the warehouse building located on No.8 Huihao Road, Shangjie Town, Minhou Xian, Fujian Province, the PRC (the “**Property 4**”) with a GFA of approximately 3,284 sq.m.. The term of the lease is from 1 April 2015 to 31 March 2018 with a rental of RMB4,800 per month for the Property 3 and RMB16,420 per month for the Property 4 and is renewable upon the signing of the new rental agreement.

## B. 持續關連交易

### (i) 與福建惠好醫藥連鎖有限公司 (「福建惠好醫藥連鎖」) 訂立之租賃協議

#### *租賃協議1*

於二零一四年十二月四日，萬嘉之間接非全資附屬公司福建省福州市惠好藥業有限公司 (「**福建惠好**») 與福建惠好醫藥連鎖訂立一份新租賃協議 (「**租賃協議1**») 以租賃(i)建築面積 (「**建築面積**») 約為1,268平方米 (「**平方米**») 之位於中國福建省閩侯縣上街鎮惠好路8號之辦公樓第1及第4層 (「**物業1**»); 及(ii)建築面積約為9,852平方米之位於中國福建省閩侯縣上街鎮惠好路8號之倉庫第1至第3層 (「**物業2**»)。租約年期由二零一五年四月一日起至二零一八年三月三十一日止，物業1之月租為人民幣10,144元，而物業2之月租為人民幣49,260元，並可於簽訂新租賃協議時重續。

#### *租賃協議2*

於二零一四年十二月四日，萬嘉之間接非全資附屬公司福建惠好四海醫藥連鎖有限責任公司 (「**惠好四海**») 與福建惠好醫藥連鎖訂立一份新租賃協議 (「**租賃協議2**») 以租賃(i)建築面積約為600平方米之位於中國福建省閩侯縣上街鎮惠好路8號之辦公樓第3層 (「**物業3**»); 及(ii)建築面積約為3,284平方米之位於中國福建省閩侯縣上街鎮惠好路8號之倉庫第4層 (「**物業4**»)。租約之年期由二零一五年四月一日起至二零一八年三月三十一日止，物業3之月租為人民幣4,800元，而物業4之月租為人民幣16,420元，並可於簽訂新租賃協議時重續。

# REPORT OF THE DIRECTORS

## 董事會報告

The issued share capital of FHP Chain is owned as to 50% by Mr. Weng Jiale who is a cousin of Mr. Yung Ka Chun (“**Mr. Yung**”). Mr. Yung is a substantial shareholder of the Company and is therefore a connected person of the Company under Rule 20.54 of the GEM Listing Rules.

During the year ended 31 March 2017, the annual cap, also the total rental charge paid, for the Group’s total transaction amount with FHP Chain contemplated under the Tenancy Agreement 1 is RMB653,444 (equivalent to approximately HK\$755,413) and Tenancy Agreement 2 is RMB233,420 (equivalent to approximately HK\$269,845).

### Rental agreements entered with Yung Muk Ying (the mother of Mr. Yung) (Ms. Yung) Tenancy Agreement 3

On 4 December 2014, Putian Huihao Medicine Co. Limited\* (福建莆田惠好醫藥有限公司) (“**Putian Huihao**”), an indirect non wholly-owned subsidiary of Wanjia entered into a tenancy agreement (“**Tenancy Agreement 3**” together with the Tenancy Agreement 1 and the Tenancy Agreement 2, the “**Tenancy Agreements**”) with Ms. Yung which for rental of (i) Level 1 of which is located at No. 1466, 1470, 1476 Xiadian Road, GongChen Street, Licheng District, Putian City, Fujian Province, China (“**Property 5**”) with a GFA of approximately 169.81 sq.m.; and (ii) Level 2 of which is located at No. 1466, 1470, 1476 Xiadian Road, GongChen Street, Licheng District, Putian City, Fujian Province, China (“**Property 6**”) with a GFA of approximately 192.86 sq.m.. The term of the lease is from 1 April 2015 to 31 March 2018 with a rental of RMB3,396.2 per month for Property 5 and RMB1,928.6 per month for Property 6 and is renewable upon the signing of the new rental agreement.

福建惠好醫藥連鎖之已發行股本由翁加樂先生(彼為翁嘉晉先生(「**翁先生**」)之堂弟)擁有50%。翁先生為本公司之主要股東，因此，根據創業板上市規則第20.54條為本公司之關連人士。

截至二零一七年三月三十一日止年度，就本集團於租賃協議1及租賃協議2項下擬與福建惠好醫藥連鎖進行之交易總額之年度上限(亦為已付租金開支總額)分別為人民幣653,444元(相等於約755,413港元)及人民幣233,420元(相等於約269,845港元)。

### 與翁木英(翁先生的母親)(「**翁女士**」)訂立之租賃協議租賃協議3

於二零一四年十二月四日，萬嘉之間接非全資附屬公司福建莆田惠好醫藥有限公司(「**莆田惠好**」)與翁女士訂立一份租賃協議(「**租賃協議3**」)連同租賃協議一及租賃協議二，為「**租賃協議**」以租賃(i)建築面積約為169.81平方米之位於中國福建省莆田市荔城區拱辰街道下店路1466, 1470, 1476號第1層(「**物業5**」)；及(ii)建築面積約為192.86平方米之位於中國福建省莆田市荔城區拱辰街道下店路1466, 1470, 1476號第2層(「**物業6**」)。租約之年期由二零一五年四月一日起至二零一八年三月三十一日止，物業5之月租為人民幣3,396.2元，而物業6之月租為人民幣1,928.6元，並可於簽訂新租賃協議時重續。

## REPORT OF THE DIRECTORS 董事會報告

During the year ended 31 March 2017, the annual cap, also the total rental charge paid, for the Group's total transaction amount with Ms. Yung contemplated under the Tenancy agreement 3 is RMB58,572 (equivalent to approximately HK\$66,147).

The independent non-executive Directors, Ms. Wong Ka Wai, Jeanne, Prof. Hu Shanlian, Prof. Lu Chuanzhen and Prof. Zhang Bin have, for the purpose of Rule 20.37 of the GEM Listing Rules, reviewed the above continuing connected transactions and confirmed that such continuing connected transactions, for the reporting period, have been entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or on terms no less favourable to the Group than terms available to or from (as appropriate) independent third parties; and
- (iii) in accordance with the relevant agreements governing such transactions and on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company's auditors were engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standards on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The Company's auditors have issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed above by the Group in accordance with Rule 20.38 of the Listing Rules. A copy of the auditors' letter has been provided by the Company to the Stock Exchange.

截至二零一七年三月三十一日止年度，就本集團於租賃協議3項下擬與翁女士進行之交易總額之年度上限（亦為已付租金開支總額）為人民幣58,572元（相等於約66,147港元）。

獨立非執行董事黃嘉慧女士、胡善聯教授、呂傳真教授及張濱教授已就創業板上市規則第20.37條審閱上述持續關連交易，並確認於報告期間，有關持續關連交易乃按下列基準訂立：

- (i) 於本集團之一般及日常業務過程中訂立；
- (ii) 按一般商業條款或不遜於本集團給予獨立第三方或自獨立第三方取得（如適當）之條款訂立；及
- (iii) 根據監管有關交易之有關協議及按對本公司股東整體而言屬公平合理並符合彼等利益之條款訂立。

本公司之核數師已獲委聘以根據香港會計師公會頒佈之香港核證委聘準則第3000號「審核或審閱過往財務資料以外之核證委聘」並參考應用指引第740號「根據香港上市規則有關持續關連交易之核數師函件」就本集團之持續關連交易作出報告。本公司之核數師已根據上市規則第20.38條發出無保留意見函件，當中載有其就本集團於上文披露之持續關連交易之發現及結論。本公司已將一份核數師函件副本提供予聯交所。

# REPORT OF THE DIRECTORS

## 董事會報告

Each of Fujian Huihao, Huihao Sihai and Putian Huihao are indirect non wholly-owned subsidiaries of Wanjia. On 9 November 2016, the Company announced the Board's approval of a special dividend in the form of a Distribution of up to 393,080,000 Wanjia Shares held by the Company. Following the completion of the Distribution on 2 March 2017, the Wanjia Group ceased to be subsidiaries of the Company; accordingly, the transactions contemplated under the Tenancy Agreements will then cease to be continuing connected transactions of the Company.

### REMUNERATION POLICY

The remuneration policy of the employees of the Group is set up by the Remuneration Committee and is based on merit, qualifications and competence of employees.

The remuneration policies of the Directors are decided by the Remuneration Committee having regard to the Group's operating results, individual performance and comparable market statistics.

### CORPORATE GOVERNANCE

The Company has applied the code provisions set out in the Code on Corporate Governance Practices (the "CG Code") contained in Appendix 15 to the Listing Rules. Since its listing on the Stock Exchange, the Company has complied with the code provisions of the CG Code for the year ended 31 March 2017, save for the exceptions explained in the Corporate Governance Report in this report.

### SUFFICIENCY OF PUBLIC FLOAT

According to the information that is publicly available to the Company and within the knowledge of the directors of the Company, the percentage of the shares which are in hands of the public exceeds 25% of the total number of issued shares as at the date of this report.

福建惠好、惠好四海及莆田惠好各自為萬嘉之間接非全資附屬公司。於二零一六年十一月九日，本公司宣佈，董事會批准以分派方式分派本公司持有的最多393,080,000股萬嘉股份作為特別股息。於二零一七年三月二日完成分派後，萬嘉集團不再為本公司附屬公司；因此，租賃協議項下擬進行之交易屆時將不再為本公司之持續關連交易。

### 薪酬政策

本集團之僱員薪酬政策由薪酬委員會制定，並以僱員優點、資歷及能力為基準。

董事之薪酬政策由薪酬委員會經計及本集團之經營業績、個別表現及可資比較市場統計數據決定。

### 企業管治

本公司已應用載於上市規則附錄15之企業管治常規守則（「企業管治守則」）所載之守則條文。自本公司於聯交所上市以來，其已於截至二零一七年三月三十一日止年度遵守企業管治守則之守則條文，惟本報告之企業管治報告所闡述之例外情況除外。

### 足夠公眾持股量

根據本公司公開可得之資料及就本公司董事所知，於本報告日期，公眾人士持有之股份百分比超過已發行股份總數之25%。

### EVENTS AFTER THE END OF THE REPORTING PERIOD

Details of significant event occurring after the reporting period are set out in the section headed “Management Discussion and Analysis – Significant events after the reporting period” in this report, and Note 47 to the consolidated financial statement.

### INDEMNITY OF DIRECTORS

A permitted indemnity provision that provides for indemnity against liability incurred by Directors is currently in force and was in force throughout the year ended 31 March 2017.

### BUSINESS REVIEW

Further discussion and analysis of these activities as required by Schedule 5 to the Companies Ordinance, including a discussion of the principal risks and uncertainties facing the Group and an indication of likely future developments in the Group’s business, can be found in the section headed “Management Discussion and Analysis” this report. The environmental policies and performance, compliance with relevant laws and regulations and relationships with employees are also discussed under the section headed “Environmental, Social and Governance Report” in this report. The above sections form part of this Directors’ Report.

### REVIEW OF THE FINAL RESULTS BY AUDIT COMMITTEE

The Group’s audited consolidated financial results for the year ended 31 March 2017 were reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards and requirements and that adequate disclosures has been made.

### 報告期末後事項

於報告期末後發生之重大事項之詳情載於本報告「管理層討論及分析－報告期後重大事項」一節及綜合財務報表附註47。

### 董事彌償

規定對董事所產生之責任進行彌償之經批准彌償條文現仍有效及於截至二零一七年三月三十一日止年度整年內均有效。

### 業務回顧

按公司條例附表5規定對該等業務所作之進一步討論及分析，包括討論本集團面對之主要風險及不明朗因素，以及本集團日後可能之業務發展之指示，載於本報告「管理層討論及分析」一節。有關環境政策及履行、遵守相關法律及規例及與僱員之關係亦於本報告之「環境、社會及管治報告」一節討論。上述章節構成本董事會報告之一部分。

### 審核委員會審閱末期業績

本集團截至二零一七年三月三十一日止年度之經審核綜合財務業績已由審核委員會審閱，並認為有關業績之編製已遵守適用會計準則及規定且已作出充足披露。



# REPORT OF THE DIRECTORS

## 董事會報告

### AUDITORS

The consolidated financial statements of the Group for the year ended 31 March 2017 were audited by HLB Hodgson Impey Cheng Limited who will retire at the forthcoming annual general meeting and being eligible, offer themselves for reappointment.

On behalf of the Board

**Jiang Tao**

*Chief Executive Officer*

Hong Kong, 16 June 2017

### 核數師

本集團截至二零一七年三月三十一日止年度之綜合財務報表經由國衛會計師事務所有限公司審核，彼將於即將舉行之股東週年大會上退任，並符合資格及願意接受續聘。

代表董事會

行政總裁

**蔣濤**

香港，二零一七年六月十六日

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告



國衛會計師事務所有限公司  
Hodgson Impey Cheng Limited

31/F, Gloucester Tower 香港  
The Landmark 中環  
11 Pedder Street 畢打街11號  
Central 置地廣場  
Hong Kong 告羅士打大廈31樓

### TO THE SHAREHOLDERS OF HUA XIA HEALTHCARE HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

### OPINION

We have audited the consolidated financial statements of Hua Xia Healthcare Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 81 to 247, which comprise the consolidated statement of financial position as at 31 March 2017, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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

### 致華夏醫療集團有限公司全體股東

(於開曼群島註冊成立之有限公司)

### 意見

本核數師(以下簡稱「我們」)已審核列載於第81至247頁的華夏醫療集團有限公司(「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表,此財務報表包括於二零一七年三月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了貴集團於二零一七年三月三十一日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港《公司條例》妥為擬備。

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

### BASIS FOR OPINION

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

### KEY AUDIT MATTERS

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

### 意見基準

我們已根據香港會計師公會頒佈的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》（以下簡稱「守則」），我們獨立於 貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

### 關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

### Key audit matters

#### 關鍵審計事項

#### Business combination

##### 業務合併

Refer to Note 12 to the consolidated financial statements  
請參閱綜合財務報表附註12

On 30 September 2016, the Group completed the acquisition of the entire issued share capital of Glowing Smart Investment Limited and its subsidiaries ("Glowing Smart Group"), which is mainly engaged in provision of general hospital services in the Beijing City in the PRC.

於二零一六年九月三十日，貴集團已完成收購主要於中國北京市從事提供綜合性醫院服務業務之卓燁投資有限公司及其附屬公司（「卓燁集團」）之全部已發行股本。

The aggregate consideration was approximately HK\$165,502,000, and the fair value of net assets acquired was approximately HK\$18,652,000. As a result, the Group recognised goodwill of approximately HK\$146,850,000.

代價總額為約165,502,000港元，而資產淨值之公平值約為18,652,000港元。因此，貴集團已確認商譽約146,850,000港元。

The acquisition requires the identification of assets acquired and the liabilities assumed and the consideration measured at their acquisition-date fair values, which require significant management judgement. Independent external valuations were obtained in order to support management estimates.

收購須要求確定所收購資產及所承擔之負債以及按其收購日期公平值計量代價，而其須作出重大管理層判斷。為支持管理層評估，已獲得獨立外部估值。

### How our audit addressed the key audit matter

#### 吾等進行審計時如何處理關鍵審計事項

Our procedures in relation to the management assessment of the business combination included:

有關業務合併之管理層評估之程序包括：

- evaluation of the independent external valuers' competence, capabilities, independence and objectivity;
- 評估獨立外部估值師的才幹、能力、獨立性及客觀性；
- assessing the methodologies used and the appropriateness of the key assumptions used; and
- 評估所使用的方法及所使用主要假設之適當性；及
- checking on a sampling basis, the accuracy and relevance of the input data used.
- 抽樣檢查所使用之輸入數據的準確性及相關性。

We found that the key assumptions were supported by the available evidence.

我們發現主要假設獲得證據所支持。

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

### Key audit matters

#### 關鍵審計事項

### Impairment assessment on goodwill

#### 商譽減值評估

Refer to Note 10 and 11 to the consolidated financial statements

請參閱綜合財務報表附註10及11

The Group has goodwill of approximately HK\$147,086,000 relating to provision of general hospital services in the PRC as at 31 March 2017. The management performed impairment assessment of each cash generating units and concluded that impairment loss on goodwill of approximately HK\$29,490,000 was recognised.

於二零一七年三月三十一日，貴集團有關於中國提供綜合性醫院服務之商譽約為147,086,000港元。管理層已對各現金產生單位進行減值評估，並推斷已確認商譽減值虧損約29,490,000港元。

This conclusion was based on value-in-use model that required significant management judgement with respect to the discount rate and the underlying cashflows, in particular future revenue growth and capital expenditure. Independent external valuation were obtained in order to support management's estimates.

該結論乃基於使用價值模型而作出，該模型要求有關折讓率及相關現金流量，尤其是未來收益增長及資本開支之重大管理層判斷。為支持管理層評估，已獲得獨立外部估值。

### How our audit addressed the key audit matter

#### 吾等進行審計時如何處理關鍵審計事項

Our procedures in relation to management's impairment assessment on goodwill included:

有關管理層之商譽減值評估之程序包括：

- Evaluation of the independent value's competence, capabilities and objectively;
- 評估獨立估值師的資質、能力及客觀性；
- Assessing the methodologies used and the appropriateness of the key assumptions based on our knowledge of the relevant industry and using our valuation experts;
- 評估所使用的方法以及基於相關行業知識及利用估值專家作出的主要假設的適當性；
- Challenging the reasonableness of key assumption based on our knowledge of the business and industry; and
- 質疑基於我們對業務及行業知識而作出的主要假設的合理性；及
- Checking, on a sampling basis, the accounting and relevance of the input data used.
- 抽樣檢查會計及所使用輸入數據的相關性。

We found the key assumption were supported by the available evidence.

我們發現主要假設獲得證據所支持。

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

### OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditors' report thereon ("Other Information").

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this Other Information, we are required to report that fact. We have nothing to report in this regard.

### RESPONSIBILITIES OF THE DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

### 其他資料

貴公司董事需對其他資料負責。其他資料包括年報中所包含的資料，但不包括綜合財務報表及我們的核數師報告（「其他資料」）。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對該等其他資料發表任何形式的鑒證結論。

結合我們對財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

### 董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

The Audit Committee is responsible for overseeing the Group's financial reporting process.

### AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

治理層須負責監督 貴集團的財務報告過程。

### 核數師就審計綜合財務報表須承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足及適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致出現重大錯誤陳述的風險高於未能發現因錯誤而導致出現重大錯誤陳述的風險。

# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。



# INDEPENDENT AUDITORS' REPORT

## 獨立核數師報告

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

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

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

The engagement director on the audit resulting in this independent auditors' report is Wong Sze Wai, Basilia.

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具獨立核數師報告的審計項目合夥人是黃思瑋。

### HLB Hodgson Impey Cheng Limited

Certified Public Accountants

### Wong Sze Wai, Basilia

Practising Certificate Number: P05806

Hong Kong, 16 June 2017

### 國衛會計師事務所有限公司

執業會計師

### 黃思瑋

執業證書編號：P05806

香港，二零一七年六月十六日

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 March 2017 於二零一七年三月三十一日

	Note 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	6	74,576	91,772
Prepaid lease payments	7	21,195	34,897
Investment property	8	–	7,199
Available-for-sale financial assets	9	7,158	–
Goodwill	10	147,086	30,068
		<b>250,015</b>	<b>163,936</b>
<b>Current assets</b>			
Inventories	14	8,931	118,574
Trade and other receivables and deposits	15	41,431	339,251
Derivative financial instruments	16	–	301
Pledged bank deposits	17	–	6,096
Cash and cash equivalents	17	81,963	249,712
		<b>132,325</b>	<b>713,934</b>
<b>Total assets</b>		<b>382,340</b>	<b>877,870</b>
<b>EQUITY</b>			
<b>Capital and reserves</b>			
Share capital	18	24,568	17,978
Reserves	19	219,045	163,987
<b>Equity attributable to owners of the Company</b>		<b>243,613</b>	<b>181,965</b>
<b>Non-controlling interests</b>		<b>44,282</b>	<b>212,381</b>
<b>Total equity</b>		<b>287,895</b>	<b>394,346</b>

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

As at 31 March 2017 於二零一七年三月三十一日

		Note 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>LIABILITIES</b>	<b>負債</b>			
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付款項	22	38,806	271,771
Bank borrowings	銀行借貸	23	13,081	50,395
Amounts due to non-controlling shareholders	應付非控股股東之款項	24	936	662
Tax payables	應付稅項		1,967	2,573
Convertible note	可換股票據	25	6,444	–
			<b>61,234</b>	<b>325,401</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Convertible note	可換股票據	25	–	83,178
Promissory note	承兌票據	26	33,021	74,104
Deferred tax liabilities	遞延稅項負債	27	190	841
			<b>33,211</b>	<b>158,123</b>
<b>Total liabilities</b>	<b>負債總額</b>		<b>94,445</b>	<b>483,524</b>
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>		<b>382,340</b>	<b>877,870</b>
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>71,091</b>	<b>388,533</b>
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>		<b>321,106</b>	<b>552,469</b>

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 16 June 2017 and signed on its behalf by:

**Jiang Tao**  
Director

**Yung Ka Chun**  
Director

**蔣濤**  
董事

**翁嘉晉**  
董事

綜合財務報表於二零一七年六月十六日由董事會批准及授權刊發，並由下列董事代表簽署：

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

隨附之附註為該等綜合財務報表之一部分。

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

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

		Note 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (restated) (經重列)
<b>Continuing operations</b>	<b>持續經營業務</b>			
Revenue	收益	29	269,515	252,844
Cost of sales	銷售成本		(140,153)	(119,592)
<b>Gross profit</b>	<b>毛利</b>		<b>129,362</b>	133,252
Other revenue	其他收益	29	1,006	2,593
Other loss and gain, net	其他虧損及收益，淨額	29	(233)	44
Selling and distribution expenses	銷售及分銷費用		(49,956)	(51,556)
Administrative expenses	行政開支		(74,329)	(110,084)
Impairment loss on goodwill	商譽減值虧損		(29,490)	–
Loss on early redemption of promissory note	提早贖回承兌票據之虧損		(3,030)	–
<b>Loss from operations</b>	<b>經營業務虧損</b>	30	<b>(26,670)</b>	(25,751)
Finance costs	財務費用	33	(3,115)	(3,099)
<b>Loss before taxation</b>	<b>除稅前虧損</b>		<b>(29,785)</b>	(28,850)
Taxation	稅項	34	(3,577)	(2,784)
<b>Loss for the year from continuing operations</b>	<b>本年度持續經營業務虧損</b>		<b>(33,362)</b>	(31,634)
<b>Discontinued operation</b>	<b>已終止經營業務</b>			
Profit/(loss) for the period from discontinued operation	本期間已終止經營業務溢利／(虧損)	36	39,809	(13,462)
Profit/(loss) for the year	本年度溢利／虧損		6,447	(45,096)
<b>Profit/(loss) for the year attributable to:</b>	<b>應佔本年度溢利／(虧損)：</b>			
Owners of the Company	本公司擁有人		10,208	(43,372)
Non-controlling interests	非控股權益		(3,761)	(1,724)
<b>Profit/(loss) for the year</b>	<b>本年度溢利／(虧損)</b>		<b>6,447</b>	(45,096)

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 綜合損益及其他全面收益表

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

	Note 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (restated) (經重列)
<b>Other comprehensive (loss)/income for the year</b>	<b>本年度其他全面(虧損)/收入</b>		
Items that may be reclassified subsequently to profit or loss:	其後可重新分類至損益之項目:		
Change in fair value of available-for-sale financial assets	可供出售金融資產之公平值變動	(754)	–
Exchange differences on translating foreign operations	換算海外經營業務之匯兌差額	(29,603)	(26,457)
Release of exchange difference upon disposal of subsidiaries	於出售附屬公司時撥回匯兌差額	9,731	–
<b>Other comprehensive loss for the year, net of tax</b>	<b>本年度全面虧損總額，扣除稅項</b>	<b>(20,626)</b>	<b>(26,457)</b>
<b>Total comprehensive loss for the year</b>	<b>本年度全面收入/(虧損)總額</b>	<b>(14,179)</b>	<b>(71,553)</b>
<b>Total comprehensive loss for the year attributable to:</b>	<b>應佔本年度全面收入/(虧損)總額:</b>		
Owners of the Company	本公司擁有人	1,679	(63,278)
Non-controlling interests	非控股權益	(15,858)	(8,275)
		<b>(14,179)</b>	<b>(71,553)</b>
<b>Earnings/(loss) per share attributable to owners of the Company</b>	<b>本公司擁有人應佔每股盈利/(虧損)</b>		
<b>From continuing and discontinued operations</b>	<b>持續及已終止經營業務</b>		
– Basic and diluted (HK cents per share)	– 基本及攤薄(每股港仙)	35	(2.57)
<b>From continuing operation</b>	<b>持續經營業務</b>		
– Basic and diluted (HK cents per share)	– 基本及攤薄(每股港仙)	35	(1.48)

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

隨附之附註為該等綜合財務報表之一部分。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

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

		Attributable to the owners of the Company 本公司擁有人應佔												Non-controlling interests	Total equity
		Share capital	Share premium	Capital reserve	Other reserve	Special reserve	Translation reserve	Share-based payment reserve	Convertible note reserve	Statutory reserve	Revaluation reserve	Accumulated losses	Sub-total		
		股本	股份溢價	資本儲備	其他儲備	特別儲備	匯兌儲備	以股份為基礎之 付款儲備	可換股 票儲備	法定儲備	重估儲備	累計虧備	小計	非控股權益	權益總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (Note (e)) (附註(e))	HK\$'000 千港元	HK\$'000 千港元 (Note (b)) (附註(b))	HK\$'000 千港元 (Note (c)) (附註(c))	HK\$'000 千港元 (Note (d)) (附註(d))	HK\$'000 千港元 (Note (a)) (附註(a))	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2015	於二零一五年四月一日	17,601	318,938	295,610	(97,455)	(6,735)	33,977	188	2,537	40,648	-	(383,499)	221,810	159,688	381,498
Other comprehensive loss for the year, net of tax	本年度其他全面虧損，扣除稅項	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Exchange difference on translating foreign operations	換算海外業務之匯兌差額	-	-	-	-	-	(19,906)	-	-	-	-	(19,906)	(19,906)	(6,551)	(26,457)
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	-	-	(43,372)	(43,372)	(1,724)	(45,096)
Total comprehensive loss for the year	本年度全面虧損總額	-	-	-	-	-	(19,906)	-	-	-	-	(43,372)	(63,278)	(8,275)	(71,553)
Equity-settled share-based payments	以權益結算並以股份為基礎之付款	-	-	-	-	-	-	19,376	-	-	-	-	19,376	-	19,376
Exercise of share options	行使購股權	377	32,323	-	-	-	-	(7,541)	-	-	-	-	25,159	-	25,159
Deemed disposal of interest in a subsidiary	視作出售於一間附屬公司之權益	-	-	-	(29,208)	-	-	-	-	-	-	-	(29,208)	63,409	34,201
Additional interests in a subsidiary	一間附屬公司之額外權益	-	-	-	550	-	-	-	-	-	-	-	550	(550)	-
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	-	-	-	-	-	2,474	-	(2,474)	-	-	-
Disposal of a subsidiary	出售一間附屬公司	-	-	-	-	-	(139)	-	-	-	-	-	(139)	(1,891)	(2,030)
Issue of convertible notes	發行可換股票據	-	-	-	-	-	-	-	9,624	-	-	-	9,624	-	9,624
Deferred taxation of convertible notes	可換股票據之遞延稅項	-	-	-	-	-	-	-	(1,929)	-	-	-	(1,929)	-	(1,929)
At 31 March 2016 and 1 April 2016	於二零一六年三月三十一日及 二零一六年四月一日	17,978	351,261	295,610	(126,113)	(6,735)	13,932	12,023	10,232	43,122	-	(429,345)	181,965	212,381	394,346
Other comprehensive (loss)/income for the year, net of tax	本年度其他全面(虧損)/收入，扣除稅項	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Exchange difference on translating foreign operations	換算海外業務之匯兌差額	-	-	-	-	-	(17,506)	-	-	-	-	-	(17,506)	(12,097)	(29,603)
Change in fair value of available-for-sale financial assets	可供出售金融資產之公平值變動	-	-	-	-	-	-	-	-	-	(754)	-	(754)	-	(754)
Release of exchange difference upon disposal of subsidiaries (Note 13)	於出售附屬公司後撥回匯兌差額(附註13)	-	-	-	-	-	9,731	-	-	-	-	-	9,731	-	9,731
Profit/(loss) for the year	本年度溢利/(虧損)	-	-	-	-	-	-	-	-	-	-	10,208	10,208	(3,761)	6,447
Total comprehensive (loss)/profit for the year	本年度全面(虧損)/溢利總額	-	-	-	-	-	(7,775)	-	-	-	(754)	10,208	1,679	(15,858)	(14,179)
Equity-settled share-based payments	以權益結算並以股份為基礎之付款	-	-	-	-	-	-	4,401	-	-	-	-	4,401	-	4,401
Acquisition of subsidiaries	收購附屬公司	3,200	115,200	-	-	-	-	-	-	-	-	-	118,400	-	118,400
Issue of shares pursuant to placing, net	根據配售發行股份，淨額	3,390	98,872	-	-	-	-	-	-	-	-	-	102,262	-	102,262
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	-	-	-	-	-	2,779	-	(2,779)	-	-	-
Disposal of subsidiaries (Note 13)	出售附屬公司(附註13)	-	-	-	126,113	-	-	-	(7,695)	(32,400)	-	(86,018)	-	(153,553)	(153,553)
Distribution in specie (Note 37)	以實物方式分派(附註37)	-	(165,094)	-	-	-	-	-	-	-	-	-	(165,094)	-	(165,094)
Lapse of share option	購股權失效	-	-	-	-	-	-	(144)	-	-	-	144	-	-	-
Dividend paid to non-controlling interests	已付非控股權益股息	-	-	-	-	-	-	-	-	-	-	-	-	1,312	1,312
As at 31 March 2017	於二零一七年三月三十一日	24,568	400,239	295,610	-	(6,735)	6,157	16,280	2,537	13,501	(754)	(507,790)	243,613	44,282	287,895

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

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

Notes:

- (a) As stipulated by the relevant People's Republic of China ("PRC") laws and regulations, the subsidiaries of the Company established in the PRC shall set aside 10% of its net profit after taxation for the statutory surplus reserve fund (except where the reserve balance has reached 50% of the subsidiaries' paid-up capital). The reserve fund can only be used, upon approval by the board of directors and by the relevant authority, to offset accumulated losses or increase capital.
- (b) The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside Hong Kong. The reserve is dealt with in accordance with the accounting policies set out in Note 3.
- (c) The share-base payment reserve represents the fair value of services estimated to be received in exchange the grant of the relevant options over the relevant vesting periods, the total of which is based on the fair value of the options at grant date. The amount is recognised as staff costs and related expenses with a corresponding increase in the share-based payment reserve.

The share-base payment reserve which is expired would be released directly to retained profits.

- (d) The convertible note reserve represents the equity components of the convertible note issued. Convertible note issued are split into their liability and equity components at initial recognition at the fair values of the convertible note, which is determined by independent qualified professional valuers.

附註：

- (a) 根據中華人民共和國（「中國」）相關法律及法規之規定，於中國成立之本公司附屬公司須撥出10%除稅後純利為法定盈餘儲備積金（除非儲備結餘已達至附屬公司繳足資本之50%）。待董事會及有關政府當局批准後，儲備基金僅可用作抵銷累計虧損或增加資本。
- (b) 匯兌儲備包括換算於香港境外之業務之財務報表而產生之所有外匯差額。該儲備乃根據附註3所載之會計政策而處理。
- (c) 以股份為基礎之付款儲備指為換取於相關歸屬期間內授出相關購股權而估計將予收取之服務之公平值，其總數乃以購股權於授出日期之公平值為計算基準。該金額確認為員工成本及相關開支，並相應增加以股份為基礎之付款儲備。

以股份為基礎之付款儲備屆滿後將直接發放至保留溢利。

- (d) 可換股票據儲備指已發行可換股票據之權益部份。已發行可換股票據於初步確認時按可換股票據公平值分為其負債及權益部份，其公平值由獨立合資格專業估值師釐定。

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

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

(e) The decrease in other reserve of approximately HK\$89,802,000 during the year ended 31 December 2014 represented the difference between the amount of special interim dividend paid in specie and the non-controlling interests' share of net assets of Wanjia Group pursuant to the separate listing of shares of Wanjia Group.

The decrease in other reserve of approximately HK\$7,653,000 during the year ended 31 March 2014 represented the capitalised listing expenses arised from the separate listing of shares of Wanjia Group.

On 12 May 2015, the Group disposed 25% equity interest of Fuzhou Province Huihao City Huihao Pharmaceutical Co. Limited ("Fuzhou Huihao") by way of increasing the registered capital of Fuzhou Huihao from RMB60,000,000 to RMB80,000,000. The non-controlling interests of Fuzhou Huihao agreed to pay RMB20,000,000 for the increase capital of Fuzhou Huihao. The Group recognised a decrease in other reserve of approximately HK\$29,208,000.

On 9 September 2015, the Group further acquired 0.51% equity interest of Fujian Huihao Sihai Pharmaceutical Chain Company Limited (the "Huihao Sihai") by way of increasing the registered capital, as a result other reserve was increased approximately HK\$550,000.

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

(e) 於截至二零一四年十二月三十一日止年度內之其他儲備減少約89,802,000港元指根據萬嘉集團股份獨立上市之以實物方式派付之特別中期股息金額與非控股權益分佔萬嘉集團之資產淨值之差額。

截至二零一四年三月三十一日止年度內，其他儲備減少約7,653,000港元指萬嘉集團之股份獨立上市所產生之已資本化上市開支。

於二零一五年五月十二日，本集團透過將福建省福州市惠好藥業有限公司（「福州惠好」）之註冊資本由人民幣60,000,000元增加至人民幣80,000,000元而出售福州惠好25%之股權。福州惠好之非控股權益同意支付人民幣20,000,000元作為福州惠好之增加資本。本集團確認其他儲備減少約29,208,000港元。

於二零一五年九月九日，本集團透過增加註冊資本方式進一步收購福建惠好四海醫藥連鎖有限責任公司（「惠好四海」）之0.51%股權，因此，其他儲備增加約550,000港元。

隨附附註為該等綜合財務報表之一部分。



# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

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

	Note 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	經營業務之現金流量		
Profit/(loss) before taxation	除稅前溢利／（虧損）	11,309	(41,154)
Adjustments for:	調整項目：		
Interest income	利息收入	(520)	(1,206)
Interest expenses	利息開支	15,899	19,464
Amortisation of prepaid lease payments	預付租賃款項攤銷		
	7	1,323	1,405
Depreciation of property, plant and equipment	物業、廠房及設備折舊		
	6	21,038	18,679
Change in fair value of investment properties	投資物業公平值變動		
		-	490
Change in fair value of derivative financial instruments	衍生金融工具公平值變動		
	16	301	(17)
Loss on early redemption of promissory note	提早贖回承兌票據之虧損		
		3,030	-
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損		
		386	551
Loss on disposal of a subsidiaries	出售一間附屬公司之虧損	13(a)	
		326	772
Gain on disposal of subsidiaries through distribution in specie	透過實物分派出售附屬公司之收益	13(b)	
		(62,586)	-
Impairment loss on goodwill	商譽減值虧損		
		29,490	-
Impairment loss recognised in respect of trade and other receivables	就貿易及其他應收款項確認之減值虧損	15	
		305	5,595
Reversal of impairment loss recognised in respect of trade and other receivables	就貿易及其他應收款項確認之減值虧損撥回	15	
		(113)	(910)
Equity-settled share-based payments	以權益結算並以股份為基礎之付款		
		4,401	19,376
Operating cash inflows before movements in working capital	營運資金變動前經營現金流入	24,589	23,045
Decrease in inventories	存貨減少	352	13,803
(Increase)/decrease in trade and other receivables and deposits	貿易及其他應收款項及按金（增加）／減少	(99,022)	166,066
Decrease in trade and other payables	貿易及其他應付款項減少	(19,605)	(12,053)
Increase/(decrease) in amounts due to non-controlling shareholders	應付非控股股東之款項增加／（減少）	274	(485)
Net cash (used in)/generated from operations	業務（所用）／所得現金淨額	(93,412)	190,376
PRC Enterprise income tax paid	已付中國企業所得稅	(4,346)	(5,754)
Net cash (used in)/generated from operating activities	經營業務（所用）／所得現金淨額	(97,758)	184,622

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

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

	Note 附註	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動之現金流量</b>		
Interest received	已收利息	520	1,206
Purchase of property, plant and equipment	購買物業、廠房及設備	(10,466)	(43,335)
Additions of prepaid lease payments	添置預付租賃款項	-	(7,934)
Net cash inflow on disposal of a subsidiary	出售一間附屬公司現金流入淨額	9,302	2,107
Net cash outflow on distribution in specie	以實物方式分派之現金流出淨額	(93,334)	-
Deemed disposal of interest a subsidiary	視作出售於一間附屬公司之權益	-	16,314
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	28	-
Net cash outflow on acquisition of subsidiaries	收購附屬公司現金流出淨額	39,699	-
Net cash used in investing activities	投資活動所用現金淨額	(133,649)	(31,642)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動之現金流量</b>		
Interest paid	已付利息	(9,140)	(12,927)
Decrease in pledged bank deposits	已抵押銀行存款減少	6,096	6,874
Proceeds from issue of convertible note, net of cost	發行可換股票據所得款項，扣除成本	-	82,225
Proceeds from exercise of share options	行使購股權所得款項	-	25,159
Dividend paid to non-controlling shareholders	已付非控股股東之股息	(1,312)	-
Proceeds from share issued under share placing	根據股份配售已發行股份之所得款項	102,262	-
Repayment of promissory note	償還承兌票據	(45,000)	-
Proceeds from bank borrowings	銀行借款所得款項	112,115	124,059
Repayment of bank borrowings	償還銀行借款	(85,277)	(190,252)
Net cash generated from financing activities	融資活動所得現金淨額	79,744	35,138
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>現金及現金等值項目 (減少)/增加淨額</b>	<b>(151,663)</b>	188,118
<b>Cash and cash equivalents at the beginning of the year</b>	<b>年初之現金及現金等值項目</b>	<b>249,712</b>	88,793
Effect of foreign currency exchange rate changes	外幣匯率變動之影響	(16,086)	(27,199)
<b>Cash and cash equivalents at the end of the year</b>	<b>年終之現金及現金等值項目</b>	<b>81,963</b>	249,712

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

隨附之附註為該等綜合財務報表之一部分。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 1. CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands on 28 May 2001 as an exempted company with limited liability. The registered office of the Company is P.O. Box 10008, Willow House, Cricket Square, Grand Cayman KY1-1001, Cayman Islands. The head office and principal place of business of the Company in Hong Kong is located at 19/F., New Wing, 101 King's Road, Hong Kong.

The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is the functional currency of the Company, and the functional currency of most of its subsidiaries is Renminbi ("RMB"). The Directors considered that it is more appropriate to present the condensed consolidated financial statements in HK\$ as the shares of the Company are listed on the Growth Enterprise Market ("GEM") of the Stock Exchange. The consolidated financial statements are presented in thousands of units of HK\$ (HK\$"000), unless otherwise stated.

The Company acts as an investment holding company while its subsidiaries are principally engaged in the provision of general hospital services in the People's Republic of China (the "PRC"). The principal activities of its subsidiaries are set out in Note 44 to the consolidated financial statements.

As disclosed in Notes 37, pursuant to a resolution of the board of directors of the Company on 9 November 2016, the Board has approved a special dividend in the form of a distribution in specie of up to 393,080,000 Wanjia Group ("Wanjia Shares"), held by the Company to the Shareholders ("refer to the definition of the Circular issued on 27 January 2017"). The distribution was made by way of allocating 4 Wanjia Shares for every 25 Shares held by the Company's shareholders (the "Distribution"). Upon completion of the Distribution, the Company will retain not less than 18,837,648 Wanjia Shares, representing approximately 2.91% of the entire issued share capital of Wanjia and the Wanjia Group will cease to be subsidiaries of the Company. The distribution in specie by the Company was recognised at the market price of the share of Wanjia Group at the date of completion of the distribution. After the distribution, the Group no longer participate in pharmaceutical wholesale, distribution and pharmaceutical retail chain businesses in the PRC.

### 1. 公司資料

本公司於二零零一年五月二十八日在開曼群島註冊成立為一家獲豁免有限公司。本公司註冊辦事處為P.O. Box 10008, Willow House, Cricket Square, Grand Cayman KY1-1001, Cayman Islands。本公司之總辦事處及香港主要營業地點位於香港英皇道101號新翼19樓。

綜合財務報表乃以本公司之功能貨幣港元（「港元」）呈列，大部份附屬公司之功能貨幣為人民幣（「人民幣」）。董事認為，由於本公司股份於聯交所創業板（「創業板」）上市，故以港元呈列簡明綜合財務報表乃屬適當。除另有指明外，綜合財務報表以千港元（千港元）呈列。

本公司為一間投資控股公司，而其附屬公司主要於中華人民共和國（「中國」）從事提供綜合性醫院服務。其附屬公司之主要業務載於綜合財務報表附註44。

誠如附註37所披露，根據本公司於二零一六年十一月九日之董事會決議案，本公司已批准向股東（「參閱日期為二零一七年一月二十七日通函之釋義」）以實物分派方式分派本公司持有的最多393,080,000股萬嘉集團股份（「萬嘉股份」）作為特別股息。分派乃按本公司股東每持有25股股份可獲發4股萬嘉股份之方式作出（「分派」）。於分派完成後，本公司將保留不少於18,837,648股萬嘉股份，相當於萬嘉全部已發行股本之約2.91%及萬嘉集團將不再為本公司之附屬公司。本公司作出之實物分派按萬嘉集團股份於完成分派當日之市價確認。萬嘉將入賬列作本公司之一項投資。於分派後，本集團不再於中國參與藥物批發、分銷及藥物零售連鎖店業務。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

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

In the current year, the Group has applied, for the first time, the following amended HKFRSs and HKASs issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 April 2016:

Amendments to HKAS 1	Disclosure Initiative
Amendments to HKAS 16 and HKAS 38	Clarification of Acceptable Methods of Depreciation and Amortisation
Amendments to HKAS 27	Equity Method in Separate Financial Statements
Amendments to HKFRSs	Annual Improvements to HKFRSs 2012-2014 Cycle
Amendments to HKFRS 10, HKFRS 12 and HKAS 28	Investment Entities: Applying the Consolidation Exception
Amendments to HKFRS 11 and HKFRS 14	Accounting for Acquisitions of Interests in Joint Operations Regulatory Defferal Accounts
Amendments to HKAS 16 and HKAS 41	Agriculture: Bear Plants

The application of the above amendments to 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.

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）

於本年度，本集團已首次採納下列由香港會計師公會所頒佈與其業務有關並於二零一六年四月一日開始之會計年度生效之經修訂香港財務報告準則及香港會計準則：

香港會計準則第1號	披露計劃
(修訂本)	
香港會計準則第16號及	澄清可接納之折舊及攤銷
香港會計準則第38號	方式
(修訂本)	
香港會計準則第27號	獨立財務報表之權益法
(修訂本)	
香港財務報告準則	二零一二年至二零一四年
(修訂本)	週期香港財務報告準則
	之年度改進
香港財務報告準則	投資實體：應用綜合入賬之
第10號、香港財務	例外情況
報告準則第12號及	
香港會計準則第28號	
(修訂本)	
香港財務報告準則	收購合營企業權益之會計
第11號 (修訂本)	處理方法
香港財務報告準則	監管遞延賬戶
第14號	
香港會計準則第16號及	農業：結果實之植物
香港會計準則第41號	
(修訂本)	

於本年度應用上述香港財務報告準則修訂本對本集團本年度及過往年度之財務表現及狀況及／或此等綜合財務報表所載之披露並無重大影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) – continued Amendments to HKAS 1 “Disclosure Initiative”

The Group has applied the amendments to HKAS 1 Disclosure Initiative for the first time in the current year. The amendments to HKAS 1 clarify that an entity does not need to provide a specific disclosure required by an HKFRSs if the information resulting from that disclosure is not material, and give guidance on the bases of aggregating and disaggregating information. However, the amendments reiterate that an entity should consider providing additional disclosures when compliance with the specific requirements in HKFRS is insufficient to enable users of consolidated financial statements to understand the impact of particular transactions, events and conditions on the entity’s financial position and financial performance.

As regards the structure of the consolidated financial statements, the amendments provide examples of systematic ordering or grouping of the notes. Furthermore, the amendments require that an entity’s share of the other comprehensive income of associates accounted for using the equity method should be presented separately from those arising from the Group, and should be separated into the share of items that, in accordance with other HKFRSs: (i) will not be reclassified subsequently to profit or loss; and (ii) will be reclassified subsequently to profit or loss when specific conditions are met. Other than such a change in presentation, the application of these amendments has not resulted in any impact on the financial performance or financial position of the Group.

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」） 一續 香港會計準則第1號（修訂本）「披露計劃」

本集團於本年度首次應用香港會計準則第1號（修訂本）披露計劃。香港會計準則第1號（修訂本）釐清，倘具體披露之資料並不重要，則實體毋須按香港財務報告準則規定提供該項披露，並提供有關匯總及分列資料基礎之指引。然而，該等修訂本重申，倘遵守香港財務報告準則之具體規定不足以令綜合財務報表使用者理解特定交易、事件及狀況對實體財務狀況及財務表現之影響時，則實體應考慮提供額外披露。

就綜合財務報表之結構而言，該等修訂本為附註之系統化排序或分組提供範例。此外，該等修訂本要求實體分佔採用權益法入賬之聯營公司之其他全面收入須與本集團產生之其他全面收入分別呈列，並獨立呈列根據其他香港財務報告準則分佔：(i)隨後將不會重新分類至損益之項目；及(ii)當符合特定條件時隨後將重新分類至損益之項目。除呈列方式之變動外，應用該等修訂本未有對本集團之財務表現或財務狀況造成任何影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

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

#### Amendments to HKAS 1 “Disclosure Initiative” – continued

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

HKFRS 9	Financial Instruments <sup>1</sup>
HKFRS 15	Revenue from Contracts with Customers <sup>1</sup>
Amendments to HKFRS 15	Clarification to HKFRS 15 Revenue from Contracts with Customers <sup>2</sup>
HKFRS 16	Leases <sup>2</sup>
Amendments to HKFRS 2	Classification and Measurement of Share-based Payment Transactions <sup>1</sup>
Amendments to HKFRS 4	Insurance Contract <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>
Amendments to HKAS 40	Transfers on Investment Property <sup>1</sup>
Amendments to HKFRSs	Annual Improvements to HKFRSs 2014-2016 Cycle <sup>2</sup>
HK (IFRIC) - Int 22	Foreign Currency Transactions and Advance Consideration <sup>5</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2018.

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2019.

<sup>3</sup> Effective for annual periods beginning on or after a date to be determined.

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2017 or 1 January 2018, as appropriate.

<sup>5</sup> Effective for annual periods beginning on after 1 January 2018. Earlier application is permitted.

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）— 續

#### 香港會計準則第1號（修訂本）「披露計劃」— 續

本集團並未提早應用下列已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第9號	金融工具 <sup>1</sup>
香港財務報告準則第15號	來自與客戶訂約之收益 <sup>1</sup>
香港財務報告準則第15號（修訂本）	對香港財務報告準則第15號來自與客戶訂約之收益之澄清 <sup>2</sup>
香港財務報告準則第16號	租賃 <sup>2</sup>
香港財務報告準則第2號（修訂本）	以股份為基礎之付款交易之分類及計量 <sup>1</sup>
香港財務報告準則第4號（修訂本）	保險合約 <sup>1</sup>
香港財務報告準則第10號及香港會計準則第28號（修訂本）	投資者與其聯營公司或合營企業間之資產出售或投入 <sup>3</sup>
香港會計準則第40號（修訂本）	轉讓投資物業 <sup>1</sup>
香港財務報告準則（修訂本）	二零一四年至二零一六年週期香港財務報告準則之年度改進 <sup>2</sup>
香港（國際財務報告詮釋委員會）— 詮釋第22號	外幣交易及預付代價 <sup>5</sup>

<sup>1</sup> 於二零一八年一月一日或之後開始之年度期間生效。

<sup>2</sup> 於二零一九年一月一日或之後開始之年度期間生效。

<sup>3</sup> 於將予釐定之日期或其後開始之年度期間生效。

<sup>4</sup> 於二零一七年一月一日或二零一八年一月一日（如適用）之後開始之年度期間生效。

<sup>5</sup> 於二零一八年一月一日或之後開始之年度期間生效。可允許提早應用。

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## 綜合財務報表附註

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

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

#### HKFRS 9 *Financial Instruments*

HKFRS 9 introduces new requirements for the classification and measurement of financial assets, financial liabilities, general hedge accounting and impairment requirements for financial assets.

Key requirements of HKFRS 9 are described below:

- 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.

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）一續

#### 香港財務報告準則第9號金融工具

香港財務報告準則第9號引入金融資產、金融負債、一般對沖會計處理以及金融資產減值規定的分類與計量的新要求。

香港財務報告準則第9號主要要求如下：

- 在所有屬香港會計準則第39號金融工具：確認和計量範圍之已確認金融資產其後將以攤銷成本或公平值計量。特別是，於一項業務模型中所持目的為收取合約現金流的債務投資，以及合約現金流純為支付本金及未償還本金利息的債務投資，一般於其後報告期末以攤銷成本計量。所有其他債務投資及股本投資均於其後會計期末以公平值計量。此外，根據香港財務報告準則第9號，實體可不可撤回地選擇於其他全面收益中呈列權益投資（並非持作買賣者）其後之公平值變動，僅股息收入一般於損益確認。

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## 綜合財務報表附註

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

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

#### HKFRS 9 *Financial Instruments* – continued

- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability’s credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in 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.
- In relation to the impairment of financial assets, HKFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised; and

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」） — 續

#### 香港財務報告準則第9號金融工具—續

- 就指定按公平值計入損益之金融負債之計量而言，香港財務報告準則第9號規定，因有關金融負債的信貸風險變動而引致的金融負債公平值變動金額乃於其他全面收益中呈列，除非在其他全面收益確認負債之信貸風險變動影響會導致或擴大損益上之會計錯配。金融負債的信貸風險引致的金融負債公平值變動其後不會重新分類至損益。根據香港會計準則第39號，指定按公平值計入損益之金融負債公平值變動，乃全數於損益中呈列。
- 就金融資產之減值而言，與香港會計準則第39號項下按已產生信貸虧損模式計算相反，香港財務報告準則第9號規定按預期信貸虧損模式計算。預期信貸虧損模式規定實體於各報告日期將預期信貸虧損及該等預期信貸虧損之變動入賬，以反映信貸風險自初始確認以來之變動。換言之，毋須再待發生信貸事件方確認信貸虧損；及



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## 綜合財務報表附註

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

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

#### HKFRS 9 *Financial Instruments* – continued

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

HKFRS 9 is effective for annual periods beginning on or after 1 January 2018.

The directors anticipate that the adoption of HKFRS 9 in the future may have an impact on the amounts reported in respect of the Group’s financial assets and financial liabilities. Regarding the Group’s financial assets, it is not practical.

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）— 續

#### 香港財務報告準則第9號金融工具—續

- 新一般對沖會計法規定保留三類目前香港會計準則第39號可用之對沖會計法。根據香港財務報告準則第9號，該會計法向可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可作對沖會計之非金融項目之風險分部之類別。此外，有效性測試已經全面改革，並以「經濟關係」原則取代。對沖有效性不再需要追溯評估。亦已引入有關實體風險管理活動之強化披露規定。

香港財務報告準則第9號於二零一八年一月一日或之後開始之年度期間生效。

董事預期，於未來採納香港財務報告準則第9號可能對有關本集團的金融資產和金融負債的報告金額產生影響。就本集團金融資產而言，在完成詳盡檢討前提供該影響之合理估計乃不切合實際。

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## 綜合財務報表附註

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

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

#### HKFRS 15 *Revenue from Contracts with Customers*

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

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

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

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）一續

#### 香港財務報告準則第15號來自與客戶訂約之收益

已頒佈之香港財務報告準則第15號制定一項單一全面模式供實體用以將來自客戶合約所產生之收益入賬。香港財務報告準則第15號於生效後將取代現時載於香港會計準則第18號收益、香港會計準則第11號建築合約及相關詮釋之收益確認指引。

香港財務報告準則第15號之核心原則為實體於確認描述向客戶轉讓承諾貨品或服務之收益時，金額應能反映該實體預期就交換該等貨品或服務有權獲得之代價。具體而言，該準則引入確認收益之五個步驟：

- 第一步：識別與客戶訂立之合約
- 第二步：識別合約中之履約責任
- 第三步：釐定交易價
- 第四步：將交易價分配至合約中之履約責任
- 第五步：於實體完成履約責任時（或就此）確認收益

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## 綜合財務報表附註

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

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

#### HKFRS 15 *Revenue from Contracts with Customers* – continued

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

The directors anticipate that the application of HKFRS 15 in the future may have a material impact on the amounts reported and disclosures made in the Group’s consolidated financial statements. However, it is not practicable to provide a reasonable estimate of the effect of HKFRS 15 until the Group performs a detailed review.

#### HKFRS 16 “Leases”

HKFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. HKFRS 16 will supersede HKAS 17 “Leases” and the related interpretations when it becomes effective.

HKFRS 16 distinguishes lease and service contracts on the basis of whether an identified assets is controlled by a customer. Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）一續

#### 香港財務報告準則第15號來自與客戶訂約之收益一續

根據香港財務報告準則第15號，實體於完成履約責任時（或就此）確認收益，即於特定履約責任相關貨品或服務之「控制權」移交客戶之時。香港財務報告準則第15號已就特殊情況之處理方法加入更明確之指引。此外，香港財務報告準則第15號要求更詳盡之披露。

董事預期，日後應用香港財務報告準則第15號可能對於本集團綜合財務報表中呈報之金額及作出之披露構成重大影響。然而，在本集團完成詳盡檢討前合理估算香港財務報告準則第15號之影響乃不切實際。

#### 香港財務報告準則第16號「租賃」

香港財務報告準則第16號為識別出租人及承租人之租賃安排及會計處理引入一項綜合模式。香港財務報告準則第16號於生效後將取代香港會計準則第17號「租賃」及相關詮釋。

香港財務報告準則第16號以客戶能否控制所識別資產區分租賃及服務合約。除短期租賃及低價值資產租賃外，經營租約及融資租約之差異自承租人會計處理中移除，並以承租人須就所有租賃將予確認使用權資產及相應負債之模式取代。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

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

#### HKFRS 16 “Leases” – continued

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. Under the HKFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing and operating cash flows, respectively.

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

Furthermore, extensive disclosures are required by HKFRS 16.

As at 31 March 2017, the Group has non-cancellable operating lease commitments of approximately HK\$67,048,000 as disclosed in Note 39. A preliminary assessment indicates that these arrangements will meet the definition of a lease under HKFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases upon the application of HKFRS 16. In addition, the application of new requirements may result changes in measurement, presentation and disclosure as indicated above. However, it is not practicable to provide a reasonable estimate of the financial effect until the Group complete a detailed review.

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」） — 續 香港財務報告準則第16號「租賃」 — 續

使用權資產初步按成本計量，其後按成本（除若干例外情況外）減累計折舊及減值虧損計量，並就任何租賃負債重新計量作出調整。租賃負債初步按當日尚未支付租賃款項之現值計量。其後，租賃負債就利息及租賃款項以及（其中包括）租賃修訂之影響作出調整。根據香港財務報告準則第16號，有關租賃負債之租賃款項將分別分配呈列為融資及經營現金流量之本金及利息部分。

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

此外，香港財務報告準則第16號要求更詳盡之披露。

如附註39所披露，於二零一七年三月三十一日，本集團擁有不可撤銷經營租賃承擔約67,048,000港元。初步評估顯示，該等安排將符合香港財務報告準則第16號項下租賃之定義，因此本集團將就所有該等租賃確認使用權資產及相應之負債，除非有關租賃於應用香港財務報告準則第16號後符合低價值或短期租賃。此外，應用新規定可能導致上文所述計量、呈列及披露發生變動。然而，於本集團完成詳盡審閱前，提供有關財務影響之合理估計並不切實際。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

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

The amendments require an entity to make disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities. The directors of the Company do not anticipate that the application of these amendments will have a material impact on the Group’s consolidated financial statements.

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### Statement of compliance

The consolidated financial statements have been prepared in accordance with HKFRSs which is a collective term that includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the HKICPA. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) and by the disclosure requirements of the Hong Kong Companies Ordinance.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in areas where assumption and estimates are significant to the consolidated financial statements. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

### 2. 應用新訂及經修訂香港財務報告準則（「香港財務報告準則」） 一續 香港會計準則第7號（修訂本）披露計劃

該等修訂本規定實體作出可令財務報表使用者評估融資活動所產生負債變動之披露。本公司董事預期應用該等修訂本將不會對本集團綜合財務報表造成重大影響。

### 3. 主要會計政策概要

#### 合規聲明

綜合財務報表乃按香港財務報告準則編製，香港財務報告準則為統稱，其包括香港會計師公會頒佈之所有適用個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋。此外，綜合財務報表包括香港聯合交易所有限公司創業板證券上市規則（「創業板上市規則」）及香港公司條例之披露規定所規定之所有適用披露。

編製符合香港財務報告準則之綜合財務報表須運用若干重要會計估計。其亦需要管理層在假設及估計對綜合財務報表乃屬重要的領域行使其判斷。估計及相關假設乃基於歷史經驗及於有關情況下認為合理之各項其他因素而作出，其結果構成判斷未能從其他來源明顯可得之資產及負債賬面值之基礎。實際結果可能有別於該等估計。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Statement of compliance – continued

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

Judgements made by management in the application of HKFRSs that have significant effect on the consolidated financial statements and estimates with a significant risk of material adjustments in the next year are discussed in Note 5 to the consolidated financial statements.

A summary of significant accounting policies followed by the Group in the preparation of the financial statements is set out below:

#### Basis of preparation

The measurement basis used in the preparation of the consolidated financial statements is historical cost except for certain financial assets (including derivative financial instruments) and investment properties that are measured at fair value, as explained in the accounting policies set out below. Historical cost is generally based on the fair value of the consideration of given in exchange for assets.

### 3. 主要會計政策概要－續

#### 合規聲明－續

估計及假設持續檢討。倘修訂會計估計僅影響修訂估計期間，則會於該期間確認會計估計之修訂；倘有關修訂影響現時及未來期間，則會於修訂的期間及未來期間確認會計估計之修訂。

管理層在應用對綜合財務報表具有重大影響之香港財務報告準則時所作的判斷及估計於來年之重大調整之主要風險披露於綜合財務報表附註5。

本集團編製財務報表依據之主要會計政策概要載列如下：

#### 編製基準

編製綜合財務報表所使用之計量基準為歷史成本，惟下文所載會計政策所解釋之若干金融資產（包括衍生金融工具）及投資物業乃按公平值計量則除外。歷史成本一般根據交換資產時支付代價之公平值計算。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Basis of preparation – continued

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

### 3. 主要會計政策概要 – 續

#### 編製基準 – 續

公平值為市場參與者於計量日在有序交易中出售資產所得或轉讓負債所付出之價格，不論該價格是否可直接觀察或使用其他估值技術估算。估算資產或負債公平值時，本集團會考慮資產或負債於計量日之價格。該等綜合財務報表中作計量及／或披露目的之公平值以此為基礎確定，惟香港財務報告準則第2號範圍內的以股份為基礎的支付交易、香港會計準則第17號範圍內的租賃交易及與公平值存在一定相似性但非公平值之計量項目（如香港會計準則第2號的可變現淨值或香港會計準則第36號的使用價值）除外。

此外，就財務報告目的而言，公平值計量根據公平值計量輸入數據可觀察程度及輸入數據對公平值計量之整體重要性分為第一級、第二級或第三級，內容如下：

- 第一級輸入數據為實體可於計量日獲取之同類資產或負債於活躍市場的（未經調整）報價；
- 第二級輸入數據為資產或負債可直接或間接觀察的輸入數據（計入第一級的報價除外）；及
- 第三級輸入數據為資產或負債的不可直接觀察輸入數據。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Basis of consolidation

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

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

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

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;

### 3. 主要會計政策概要－續

#### 綜合基準

綜合財務報表編入本公司及由本公司及其附屬公司所控制實體（包括結構性實體）之財務報表。當本公司屬以下情況時則取得控制權：

- 可對受投資實體行使權力；
- 對來自參與受投資實體之可變回報承擔風險或享有權利；及
- 有能力使用其權力影響其回報。

倘有事實或情況顯示上述三項控制因素中，有一項或以上出現變數，本集團會重新評估其是否控制受投資實體。

倘本集團於受投資實體之投票權未能佔大多數，但只要投票權足以賦予本集團實際能力可單方面掌控受投資實體之相關業務時，本集團即對受投資實體擁有權力。在評估本集團於受投資實體之投票權是否足以賦予其權力時，本集團考慮所有相關事實及情況，其中包括：

- 本集團持有投票權之規模相對於其他選票持有人持有投票權之規模及分散性；
- 本集團、其他選票持有人或其他人士持有的潛在投票權；



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Basis of consolidation – continued

- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

### 3. 主要會計政策概要－續

#### 綜合基準－續

- 其他合約安排產生之權利；及
- 於需要作出決定（包括先前股東大會上之投票模式）時表明本集團當前擁有或並無擁有指導相關活動之能力之任何額外事實及情況。

綜合一家附屬公司賬目之時間從本集團取得該附屬公司之控制權起至本集團失去該附屬公司之控制權止。尤其是，於年內所收購或出售之一家附屬公司之收入及開支，自本集團取得該附屬公司之控制權之日起至本集團失去該附屬公司之控制權之日止計入綜合損益及其他全面收益表。

損益及其他全面收益之各項歸屬於本公司擁有人及非控股權益，即使此將導致非控股權益出現虧絀結餘。

如有需要，將對附屬公司之財務報表作出調整，以使其會計政策與本集團使用之會計政策一致。

集團內公司間之所有資產及負債、權益、收入及開支及與本集團成員公司間之交易有關之現金流量均於綜合賬目時悉數對銷。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Changes in the Group's ownership interests in existing subsidiaries

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

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKAS 39 Financial Instruments: Recognition and Measurement or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

### 3. 主要會計政策概要－續

#### 本集團於現有附屬公司之所有權權益變化

本集團於附屬公司之所有權權益變化倘不導致本集團失去對附屬公司之控制權，則按權益交易入賬。本集團之權益及非控股權益之賬面值將作出調整，以反映彼等於附屬公司相關權益之變化。非控股權益之調整金額與所支付或收取代價之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。

當本集團失去對一間附屬公司之控制權，出售收益或虧損按下列兩者之間之差額計算(i)所收取代價之公平值與任何保留權益之公平值之總額及(ii)資產(包括商譽)之先前賬面值及附屬公司之負債及任何非控股權益。所有先前於其他全面收益確認與該附屬公司有關之金額按猶如本集團已直接出售該附屬公司之相關資產及負債情況下之方式入賬(即按適用香港財務報告準則指定/允許重新分類至損益或轉撥至另一類權益)。於失去控制權當日於該前附屬公司保留之任何投資之公平值將被視為根據香港會計準則第39號「金融工具：確認及計量」就隨後會計初步確認時之公平值或(如適用)初步確認於聯營公司或合營企業之投資時之成本。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Business combinations

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

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

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

### 3. 主要會計政策概要－續

#### 業務合併

收購業務採用收購法入賬。業務合併的所轉讓代價按公平值計量，而計算方法為由本集團轉讓的資產、本集團產生的對被收購方前擁有人的負債及本集團為換取被收購方的控制權而發行的股權於收購日期的公平值的總額。有關收購的成本一般於產生時於損益中確認。

於收購日期，所收購的可識別資產及所承擔的負債於收購日期按公平值確認，惟以下情況除外：

- (i) 遞延稅項資產或負債及與僱員福利安排相關的負債或資產分別按香港會計準則第12號所得稅及香港會計準則第19號僱員福利確認及計量；
- (ii) 與被收購方以股份支付的交易有關或以本集團以股份支付的交易取代被收購方以股份支付的交易有關的負債或股本工具，乃於收購日期按香港財務報告準則第2號以股份為基礎的付款計量；及
- (iii) 根據香港財務報告準則第5號供銷售非流動資產及已終止經營業務分類為供銷售資產（或出售組別）根據該準則計量。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Business combinations – continued

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

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

### 3. 主要會計政策概要－續

#### 業務合併－續

商譽是以所轉讓的代價、任何非控股權益於被收購方中所佔金額及收購方先前持有的被收購方的股權的公平值（如有）的總和，超出所收購的可識別資產及所承擔的負債於收購日期的淨額的差額計值。倘經過評估後，所收購的可識別資產與所承擔負債於收購日期的淨額高於轉讓的代價、任何非控股權益於被收購方中所佔金額及收購方先前持有的被收購方的權益的公平值（如有）的總和，則差額即時於損益內確認為議價收購收益。

屬現時擁有權權益且於清盤時讓持有人有權按比例分佔實體資產淨值的非控股權益，可初步以公平值或非控股權益應佔被收購方可識別資產淨值的已確認金額比例計量。計量基準的選擇乃按每次交易為基礎。其他類型的非控股權益乃按公平值或按其他香港財務報告準則規定的計量基準來計量。

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Business combinations – continued

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

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

### 3. 主要會計政策概要－續

#### 業務合併－續

如本集團於業務合併的轉讓代價中含有因為或然代價安排所產生的資產或負債，此或然代價須按收購日期的公平值來計量並計入業務合併轉讓代價的一部份。凡合資格計入計量期調整的或然代價公平值變動均須作出追溯調整，並對商譽作出相應調整。計量期調整乃指在「計量期間」（不得超過自收購日期起計一年）取得有關於收購日期已存在的事實及情況的補充資料導致作出的調整。

不合資格作為計量期調整的或然代價公平值變動其後會計處理將取決於或然代價是如何分類。被歸類為權益的或然代價是不會在其後呈報日期重新計算以及其其後的結算將計入權益內。被歸類為資產或負債的或然代價須按照香港會計準則第39號或香港會計準則第37號撥備、或然負債及或然資產（如適用）在其後呈報日期重新計算，並在損益中確認相應的盈虧。

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses.

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.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated statement of profit or loss and other comprehensive income. 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.

### 3. 主要會計政策概要－續

#### 商譽

收購一項業務所產生的商譽以於收購該業務當日成立之成本減累計減值虧損計量。

就減值測試而言，商譽將被分配到預期從合併的協同效應中受益的本集團各有關現金產生單位或現金產生單位的組別。

已獲分配商譽的現金產生單位每年或當其有可能出現減值的跡象時更頻密地進行減值測試。倘現金產生單位的可收回金額少於其賬面值，減值虧損首先將被分配以削減分配到該單位的商譽賬面值，其後按該單位內各資產的賬面值按比例分配至該單位的其他資產。商譽的任何減值虧損直接於綜合損益及其他全面收益表的損益中確認。就商譽確認的減值虧損於其後期間不予撥回。

於出售相關現金產生單位時，會計入商譽應佔金額以釐定出售損益。

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### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Discontinued operation

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

When an operation is classified as discontinued, a single amount is presented in the consolidated income statement, which comprises the post-tax profit or loss of the discontinued operation and the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the disposal group constituting the discontinued operation.

#### Distribution of non-cash assets to owners

Upon loss of control of a subsidiary through distribution of shares in the subsidiary to the shareholders of the Company, the Group (a) derecognises the assets and liabilities of the subsidiary at their carrying amounts at the date when control is lost; and (b) measures the distribution and the liability to distribute non-cash assets as a dividend to its owners at the mark price of shares in the subsidiary to be distributed.

### 3. 主要會計政策概要－續

#### 已終止經營業務

已終止經營業務乃本集團業務的一部分，其業務和現金流量可與本集團其他部分清楚區分，其乃指獨立主要業務或經營地區，或出售獨立主要業務或經營地區的單一協調計劃的一部分或純粹為轉售而收購之附屬公司。

當業務被分類為已終止經營時，則於綜合收益表呈列單一金額，其包括已終止經營業務之除稅後損益及計量構成已終止經營業務之出售組別之公平值減銷售成本或出售組別時確認之除稅後盈虧。

#### 向擁有人分派非現金資產

因向本公司股東分派附屬公司股份而對附屬公司失去控制權時，本集團(a)於失去控制權當日按附屬公司之資產及負債之賬面值取消確認該等資產及負債；及(b)計量分派及按將分派附屬公司之股份市價向其擁有人分派非現金資產作為股息之責任。

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### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Revenue recognition

Provided it is probable that the economic benefits will flow to the Group and revenue and costs, if applicable, can be measured reliably, revenue is recognised in the consolidated statement of profit or loss and other comprehensive income as follows:

#### (a) Sales of goods

Revenue from sales of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyers, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold.

#### (b) Provision of services

Revenue from provision of hospital service is recognised when the services are provided.

#### (c) Interest income

Interest income is recognised on a time-proportion basis using effective interest method. When a receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flows discounted at original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loans is recognised using the original effective interest rate.

#### Leasing

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

### 3. 主要會計政策概要－續

#### 收益確認

倘可能為本集團帶來經濟利益及能可靠計量收益與成本（如適用）時，則按以下方式於綜合損益及其他全面收益表內確認收益：

#### (a) 銷售貨品

銷售貨品之收益於擁有權之重大風險及回報轉交買家時確認，惟本集團既無維持擁有權所附管理權亦無維持售出貨品之實際控制權。

#### (b) 提供服務

提供服務之收益乃於提供服務時確認。

#### (c) 利息收入

利息收入採用實際利息法按時間比例基準確認。倘應收款項出現減值，本集團會將賬面值減至其可收回款額，即估計未來現金流量按該工具之原定實際利率貼現之數額，並繼續解除貼現作為利息收入。已減值之貸款之利息收入按原定實際利率確認。

#### 租賃

倘租賃條款將租賃擁有權絕大部分風險及收益轉讓予承租人，則租賃被分類為融資租賃。所有其他租賃被分類為經營租賃。



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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Leasing – continued

##### The Group as lessor

Rental income from operating leases is recognised in the consolidated statement of profit or loss and other comprehensive income on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on a straight-line basis over the lease term.

##### The Group as lessee

Assets held under finance assets are recognised as assets of the Group at their fair values at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to the consolidated statement of profit or loss and other comprehensive income.

Rental payable under operating leases are charged to the consolidated statement of profit or loss and other comprehensive income on a straight-line basis over the terms of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

### 3. 主要會計政策概要 – 續

#### 租賃 – 續

##### 本集團作為出租人

經營租賃之租金收入乃於相關租賃期內以直線法於綜合損益及其他全面收益表內確認。磋商及安排經營租賃時產生之初步直接成本會計入租賃資產之賬面值，並會於租期內以直線法確認為開支。

##### 本集團作為承租人

按融資資產持有之資產按租賃開始時之公平值或最低租賃付款現值之較低者確認為本集團資產。出租人之相應負債於綜合財務狀況表列作融資租賃承擔。租賃付款按比例於財務費用及租賃承擔扣減之間作出分配，從而計算該等負債應付餘額之固定利率。財務費用直接於綜合損益及其他全面收益表扣除。

經營租賃之應付租金於有關租賃期間按直線法於綜合損益及其他全面收益表扣除。作為訂立經營租賃優惠之已收及應收利益亦於租賃期內以直線法確認為租金支出扣減。

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### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Prepaid lease payments for land use rights

Prepaid lease payments for land use rights are stated as cost less subsequent accumulated amortisation and any accumulated impairment losses. The cost of interest in leasehold land are amortised on a straight line basis over the relevant interest in leasehold land.

#### Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the consolidated statement of profit or loss and other comprehensive income in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of the property, plant and equipment, the expenditure is capitalised as an additional cost of that asset.

### 3. 主要會計政策概要－續

#### 土地使用權之預付租賃款項

土地使用權之預付租賃款項按成本扣除往後的累計攤銷及任何累計減值虧損後列賬。租賃土地權益之成本於享有有關租賃土地權益期間內以直線法攤銷。

#### 物業、廠房及設備

物業、廠房及設備乃按成本減累計折舊及減值虧損列賬。

資產之成本包括其購買價及資產達致其擬定用途之狀況與地點之任何直接應佔成本。物業、廠房及設備運作後產生如維修保養等開支一般於產生期間計入綜合損益及其他全面收益表。於清楚顯示開支乃因預期使用物業、廠房及設備所獲得之日後經濟利益增加之情況下，開支當作該資產之額外成本撥充資本。

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## 綜合財務報表附註

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### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Property, plant and equipment – continued

Depreciation is provided to write off the cost of property, plant and equipment, using the straight line method, over their estimated useful lives. The principal annual rates are as follows:

Building	Over the lease terms
Leasehold improvements	Over the lease terms
Plant and machinery	20%
Furniture, fixtures and equipment	20% to 33%
Motor vehicles	20%
Office equipment	20%

The gain or loss arising from disposal of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset and is recognised in the consolidated statement of profit or loss and other comprehensive income.

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable, other costs that have been incurred in bringing the inventories to their present location and condition, is calculated using the first-in, first-out method. Net realisable value represents the estimated selling price in the ordinary course of business less all estimated costs necessary to make the sale.

### 3. 主要會計政策概要－續

#### 物業、廠房及設備－續

物業、廠房及設備項目以直線法按其估計使用年期折舊撥備，以撇銷成本，主要年率如下：

樓宇	租約期內
租賃物業裝修	租約期內
廠房及機器	20%
傢俬、裝置及設備	20%至33%
汽車	20%
辦公室設備	20%

出售資產產生之盈虧乃按銷售所得款項與相關資產賬面值之差額釐定並於綜合損益及其他全面收益表確認。

#### 存貨

存貨按成本及可變現淨值兩者中之較低者入賬。成本按先入先出法計算，包括一切購貨成本及（如適用）將存貨運至目前地點及達致現狀產生之其他成本。可變現淨值乃按日常業務內估計售價減達致出售該等存貨之一切估計成本計算。

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### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognised in the consolidated statement of profit or loss and other comprehensive income.

#### Impairment of assets (other than goodwill, intangible assets with indefinite lives)

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

### 3. 主要會計政策概要－續

#### 貿易及其他應收款項

貿易及其他應收款項初步乃按公平值確認，其後以實際利率法按攤銷成本計量，減去減值撥備。倘有客觀憑證顯示本集團將未能根據應收款項之原來條款收回所有到期金額，則設立貿易及其他應收款項之減值撥備。撥備金額乃資產賬面值及估計未來現金流量現值之差額，按實際利率貼現。撥備金額於綜合損益及其他全面收益表確認。

#### 資產（商譽、無既定期限之無形資產除外）減值

於各報告期末，本集團審閱有形及無形資產賬面值，以決定是否有跡象顯示此等資產出現減值虧損。倘資產之可收回數額估計低於其賬面值，則資產賬面值會降至其可收回數額。減值虧損即時確認為開支。

倘減值虧損其後撥回，資產賬面值增至其可收回數額之經修訂估計值，但增加之賬面值不超過過往年度資產減值虧損未予確認下應予確定之賬面值。撥回後減值虧損即時確認為收入。

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### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable and deductible.

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

### 3. 主要會計政策概要－續

#### 稅項

所得稅開支指現時應付稅項與遞延稅項之總和。

現時應付稅項根據年內之應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表中所報溢利淨額不同，乃由於前者不包括在其他年度應課稅或可扣稅收支項目，並且不包括從未課稅或扣稅之項目。

遞延稅項乃就財務報表所列之資產及負債賬面值與計算應課稅溢利所用相關稅基兩者之差額確認，以資產負債表負債法入賬。一般須就所有應課稅暫時差額確認遞延稅項負債，而遞延稅項資產則於有應課稅溢利可用作扣稅暫時差額時確認，遞延稅項資產限於可能有應課稅溢利可供動用作扣稅暫時差額時確認。倘暫時差額來自商譽（或負商譽）或初步確認對應課稅溢利或會計溢利並無影響的交易（於業務合併除外）之其他資產及負債，則不會確認該等資產及負債。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Taxation – continued

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference will not reverse in the foreseeable future.

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

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax is charged or credited to consolidated statement of profit or loss and other comprehensive income except when it relates to items charged or credited directly or equity, in which case the deferred tax is also dealt within equity.

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

### 3. 主要會計政策概要 – 續

#### 稅項 – 續

除非本集團可控制暫時差額之逆轉於可見將來不大可能會逆轉，否則會就於附屬公司之投資產生之應課稅暫時差額確認遞延稅項負債。

遞延稅項資產賬面值會於各報告期末檢討，並扣減至不再有足夠應課稅溢利以收回全部或部份資產為限。

遞延稅項按預期於償還債項或套現資產期間適用之稅率。遞延稅項於綜合損益及其他全面收益表扣除或入賬，惟倘遞延稅項與直接自權益扣除或入賬之項目有關，則遞延稅項亦以權益會計法處理。

即期及遞延稅項均於損益內確認，惟當彼等與於其他全面收益或直接於權益內確認之項目有關時則除外，於此情況下，即期及遞延稅項亦分別於其他全面收入或直接於權益內確認。倘即期稅項或遞延稅項因就業務合併之初步會計處理而產生，則稅務影響乃計入業務合併之會計處理內。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Financial instruments

Financial assets and financial liabilities are recognised on the consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instruments. 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 the consolidated statement of profit or loss and other comprehensive income.

#### Financial assets

The Group's financial assets are classified into loans and receivable and financial assets at fair value through profit or loss ("FVTPL"). The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. All regular purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular 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.

### 3. 主要會計政策概要－續

#### 金融工具

當本集團成為工具合約條文之一方，則於綜合財務狀況表內確認金融資產及金融負債。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（按公平值透過損益列賬之金融資產及金融負債除外）乃於初步確認時加入金融資產或金融負債之公平值，或從金融資產或金融負債之公平值內扣除（如適當）。收購按公平值透過損益列賬之金融資產或金融負債直接應佔之交易成本，即時於綜合損益及其他全面收益表內確認。

#### 金融資產

本集團之金融資產分類為貸款及應收款項以及按公平值透過損益列賬（「按公平值透過損益列賬」）之金融資產。有關分類乃取決於金融資產之性質及目的，並會於初步確認時釐定。所有一般購買或出售之金融資產乃按交易日基準確認及取消確認。一般購買或出售指對須按市場所在地規則或慣例所確定時限內交付資產之金融資產之購買或出售。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Financial instruments – continued

##### Financial assets – continued

###### *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.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

###### *Financial Assets at Fair Value through Profit or Loss (“FVTPL”)*

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

A financial asset is classified as held for trading if:

- it has been acquired principally for the purpose of selling in the near future; or
- on initial recognition it is a part of an identified portfolio of 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.

### 3. 主要會計政策概要－續

#### 金融工具－續

##### 金融資產－續

###### *實際利息法*

實際利息法乃計算債務工具攤銷成本以及於相關期間分配利息收入之方法。實際利率乃在債務工具之預計年期或（如適用）較短期間內，將估計未來現金收入（包括構成實際利率部份之所有已付或已收費用及利率差價、交易成本及其他溢價或折讓）準確貼現至初步確認時之賬面淨值之利率。

除分類為按公平值透過損益列賬之金融資產外，債務工具之收入乃按實際利息基準確認。

###### *按公平值透過損益列賬（「按公平值透過損益列賬」）之金融資產*

當金融資產為持作買賣或指定為按公平值透過損益列賬，則該金融資產分類為按公平值透過損益列賬。

倘符合以下條件，金融資產乃分類為持作買賣：

- 收購該資產之主要目的為於近期內出售；或
- 於初步確認時，其為本集團共同管理之已識別金融工具之已識別組合之一部份，並近期擁有短期獲利之實質模式；或
- 其為未指定及具有有效對沖工具作用之衍生工具。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Financial instruments – continued

#### Financial assets – continued

*Financial Assets at Fair Value through Profit or Loss (“FVTPL”)*  
– continued

A financial asset other than a financial asset 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; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group’s documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 Financial instruments: Recognition and Measurement permits the entire combines contract (asset or liability) to be designated as at FVTPL.

Financial assets 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 and dividend or interest earned on the financial asset and is included in the “other revenue”.

### 3. 主要會計政策概要 – 續

#### 金融工具 – 續

#### 金融資產 – 續

按公平值透過損益列賬（「按公平值透過損益列賬」）之金融資產 – 續

金融資產（持作買賣金融資產除外）可於下列情況下於初步確認時指定為按公平值透過損益列賬：

- 該指定消除或大幅減少可能會出現之計量或確認方面之不一致性；或
- 該金融資產構成根據本集團制定之風險管理或投資策略管理及以公平值基準評估表現之一組金融資產或金融負債或金融資產及金融負債組合之一部份，而且有關分組之資料乃按該基準向內部提供；或
- 其構成包含一項或多項內含衍生工具之合約之一部份，而香港會計準則第39號金融工具：確認及計量允許將整個組合合約（資產或負債）指定為按公平值透過損益列賬。

按公平值透過損益列賬之金融資產乃按公平值列賬，而重新計量產生之任何盈虧則於損益確認。於損益確認之盈虧淨額包括就金融資產所賺取之任何股息或利息，並列入「其他收益」項下。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### 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. At the end of each reporting period subsequent to initial recognition, loans and receivables are carried at amortised cost using the effective interest method, less any identified impairment losses.

An impairment loss is recognised in consolidated statement of profit or loss and other comprehensive income when there is objective evidence that the asset is impaired, and is measured as the difference between the assets' carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. Impairment losses are reversed in subsequent periods when an increase in the asset's recoverable amount can be related objectively to an event occurring after the impairment losses were recognised, subject to a restriction that the carrying amount of the asset at the date the impairment losses reversed do not exceed what the amortised cost would have been had the impairment losses not been recognised.

### 3. 主要會計政策概要－續

#### 金融工具－續

##### 金融資產－續

###### *貸款及應收款項*

貸款及應收款項為並未於交投活躍之市場內報價而附帶固定或可釐定付款之非衍生金融資產。於初步確認後及各報告期末，貸款及應收款項使用實際利率法按攤銷成本減任何可識別減值虧損列賬。

倘具備客觀證據證明資產減值，則於綜合損益及其他全面收益表確認減值虧損。減值虧損之金額按資產賬面值與按原實際利率折現估計未來現金流量之現值間的差額計量。當資產可收回金額增加客觀上可能與確認減值虧損後發生的事件有關時，則減值虧損於往後期間撥回，惟受限於資產於減值虧損撥回當日的賬面值不得超過未確認減值虧損時的攤銷成本。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Financial instruments – continued

##### Financial assets – continued

###### *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 expense is recognised on an effective interest basis other than financial liabilities classified as at FVTPL.

##### Financial liabilities and equity

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

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The Group's financial liabilities are generally classified into other financial liabilities. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

### 3. 主要會計政策概要－續

#### 金融工具－續

##### 金融資產－續

###### *實際利率法*

實際利率法乃計算金融負債之攤銷成本及按有關期間分配利息開支之方法。實際利率乃按金融負債之預計年期或（如適用）較短期間，準確折讓估計未來現金付款（包括構成實際利率不可或缺部分之一切已付或已收費用及利差、交易成本及其他溢價或折讓）至初步確認時之賬面淨值之利率。

利息開支乃按實際利率基準確認，惟分類為按公平值透損益列賬之金融負債除外。

##### 金融負債及股本

一家集團公司所發行之金融負債及股本工具乃根據所訂立合約安排之內容及金融負債和股本工具之定義予以分類。

股本工具乃作為於本集團資產經扣除其所有負債後之餘額權益憑證之合約。本集團之金融負債一般分類為其他金融負債。就金融負債及股本工具所採納之會計政策載列如下。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Financial instruments – continued

#### Financial liabilities and equity – continued

##### *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. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The Groups financial liabilities are generally classified into other financial liabilities. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

##### *Other financial liabilities*

Other financial liabilities are 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.

### 3. 主要會計政策概要－續

#### 金融工具－續

#### 金融負債及股本－續

##### *分類為債務或權益*

由集團實體發行之債務及權益工具按合約安排之實質內容，以及金融負債及權益工具之定義而歸類為金融負債或權益。權益工具指能證明本集團在減去其所有負債後之資產中剩餘權益之任何合約。本集團之金融負債一般分類為其他金融負債。就金融負債及權益工具採納之會計政策載列如下。

##### *其他金融負債*

其他金融負債隨後使用實際利率法按攤銷成本計量。

##### *實際利率法*

實際利率法乃計算金融負債之攤銷成本及按有關期間分配利息開支之方法。實際利率乃按金融負債之預計年期或（如適用）較短期間，準確折讓估計未來現金付款（包括構成實際利率不可或缺部分之一切已付或已收費用及利差、交易成本及其他溢價或折讓）至初步確認時之賬面淨值之利率。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Financial instruments – continued

#### Financial liabilities and equity – continued

##### *Convertible notes*

Convertible notes issued by the Company that contain both financial liability and equity components are classified separately in respective liability and equity components on initial recognition. On initial recognition, the fair value of the liability component is determined using the prevailing market interest of similar non-convertible debts. The difference between the proceeds of the issue of the convertible notes and the fair value assigned to the liability component, respecting the embedded call option for the holder to convert the bond into equity, is included in equity (convertible notes reserve).

In subsequent periods, the liability component of the convertible notes is carried at amortised cost using the effective interest method. The equity component, represented by the option to convert the liability component into ordinary shares of the Company, will remain in convertible notes reserve until the embedded option is exercised (in which case the balance stated in convertible notes reserve will be transferred to share capital and share premium). Where the option remains unexercised at the expiry date, the balance stated in convertible notes reserve will be released to the retained profits. No gain or loss is recognised in the consolidated statement of profit or loss and other comprehensive income upon conversion or expiration of the option.

### 3. 主要會計政策概要－續

#### 金融工具－續

#### 金融負債及股本－續

##### *可換股票據*

本公司所發行包括金融負債及權益部份之可換股票據於初步確認時會分別被分類為相關之負債及權益部份。於初步確認時，負債部份之公平值乃按類似不可轉換債務之現行市場利率釐定。發行可換股票據之所得款項與轉往負債部份之公平值之差額，即代表可讓持有人將債券兌換為股權之內附認購期權應列入權益內（可換股票據儲備）。

於往後期間，可換股票據之負債部份乃使用實際利率法按攤銷成本列賬。權益部份（即可將負債部份兌換為本公司普通股之期權）將保留於可換股票據儲備，直至內附期權獲行使為止（在此情況下，可換股票據儲備之結餘將轉移至股本及股份溢價）。倘期權於到期日尚未獲行使，可換股票據儲備之結餘將撥至保留盈利。期權兌換或到期時將不會於綜合損益及其他全面收益表中確認任何盈虧。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Financial instruments – continued

#### Financial liabilities and equity – continued

##### *Convertible notes – continued*

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

##### *Equity instruments*

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

#### Financial guarantee contract

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of debt instrument. A financial guarantee contract issued by the Company and not designed as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract.

### 3. 主要會計政策概要－續

#### 金融工具－續

#### 金融負債及股本－續

##### *可換股票據－續*

發行可換股票據有關之交易成本，按所得款項之分配比例撥往負債及權益部份。權益部份有關之交易成本會直接於可換股票據儲備內扣除。負債部份有關之交易成本計入負債部份之賬面金額，並利用實際利率法於可換股票據期限內予以攤銷。

##### *股本工具*

本公司發行之股本工具按已收所得款項扣除直接發行成本記錄。

#### 財務擔保合約

財務擔保合約指因指定債務人未能按債務工具之原有或經修改條款如期付款時，發行者需支付指定金額給持有人以補償其所遭受損失之合約。本公司已出具及並不是按公平值透過損益列賬之財務擔保合約首次以其公平值減發行財務擔保合約之直接應佔交易費用確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Financial instruments – continued

##### 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 and 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.

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.

### 3. 主要會計政策概要－續

#### 金融工具－續

##### 取消確認

只有當從資產收取現金流量之合約權利已到期，或當本集團已將金融資產及其於資產擁有權之絕大部分風險及回報轉讓予其他實體時，本集團取消確認金融資產。倘本集團並無轉讓亦無保留擁有權之絕大部份風險及回報，並繼續控制已轉讓資產，本集團繼續確認資產，惟以其持續參與者為限，並確認相關負債。倘本集團保留已轉讓金融資產擁有權之絕大部份風險及回報，則本集團繼續確認金融資產，同時亦就已收取之所得款項確認有抵押借貸。

於全面取消確認金融資產時，資產賬面值與已收及應收代價以及已於其他全面收益確認並於權益累計之累計損益之總和之差額，將於損益中確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Financial instruments – continued

##### Derecognition – continued

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 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. 主要會計政策概要－續

#### 金融工具－續

##### 取消確認－續

除全面取消確認外，於取消確認金融資產時，本集團會將金融資產之過往賬面值，繼續確認之部份及不再確認之部份於轉讓日期之相對公平值在兩者間作出分配。不再確認部份間分配之賬面值與不再確認部份已於其他全面收益確認之已收代價及獲分配之任何累計收益或虧損之總和之差額，乃於損益內確認。已於其他全面收益確認之累計收益或虧損，將按繼續確認之部份及不再確認之部份之相對公平值間作出分配。

當且只有當本集團之責任獲解除、取消或到期時，本集團取消確認金融負債。取消確認之金融負債賬面值與已付及應付代價之差額乃於損益中確認。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### 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, 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. 主要會計政策概要－續

#### 外幣

編製個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣（外幣）進行之交易乃按於交易日期當時之匯率確認。於報告期末，以外幣結算之貨幣項目按當日之匯率重新換算。按公平值列賬且以外幣結算之非貨幣項目按釐定公平值當日之現行匯率重新換算。按過往成本以外幣計算之非貨幣項目不予重新換算。

貨幣項目之匯兌差額於產生期間計入損益，惟以下各項除外：

- 有關用作未來生產用途之在建資產之外幣借貸之匯兌差額，該等差異於被視為外幣借貸利息成本之調整時計入該等資產之成本；
- 為對沖若干外幣風險而訂立之交易之匯兌差額；及
- 應收或應付海外業務之貨幣項目之匯兌差額，而其既無計劃結算或不大可能結算（因此為海外業務淨投資之一部份），並初步於其他全面收入確認及於償還貨幣項目時由權益重新分類至損益。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Foreign currencies – continued

For the purpose of presenting the Financial Information, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each of the Track Record Period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the 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 foreign currency translation reserve (attributed to non-controlling interests as appropriate).

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

### 3. 主要會計政策概要－續

#### 外幣－續

就呈列財務資料而言，本集團外國業務之資產及負債均按各往績記錄期間末匯率換算為本集團之呈報貨幣（即港元）。收入及開支項目乃按期間平均匯率換算，除非匯率於期內出現重大波幅，則於此情況下，將採用交易日期之匯率。所產生之匯兌差額（如有）於其他全面收入中確認並於權益中匯兌儲備（視情況歸入非控股權益）項下累計。

透過收購外國業務之可識別資產及所承擔之負債之商譽及公平值調整將被視作該外國業務之資產及負債，並按各報告期末之匯率換算。由此產生之匯兌差額乃於其他全面收入內確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Current assets and liabilities

Current assets are expected to be realised within twelve months of the end of the reporting period or in the normal course of the Group's operating cycle. Current liabilities are expected to be settled within twelve months of the end of the reporting period or in the normal course of the Group's operating cycle.

#### Contingent liabilities and contingent assets

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

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

### 3. 主要會計政策概要－續

#### 流動資產及負債

流動資產預期於報告期末起計十二個月內或於本集團營運週期之一般過程中變現。流動負債預期於報告期末起計十二個月內或於本集團營運週期之一般過程中償付。

#### 或然負債及或然資產

或然負債指因已發生的事件而可能引起的責任，此等責任須就某一宗或多宗未來不確定事件會否發生才能確認，而本集團並不能完全控制這些未來不確定事件會否實現。或然負債亦可能是因已發生的事件引致現有的責任，但由於可能不需要消耗經濟資源，或責任金額未能可靠地衡量而未有入賬。或然負債不會被確認，但會在財務報表附註內披露。假若消耗資源的可能性改變而導致出現資源消耗時，此等負債將被確認為撥備。

或然資產是指因已發生的事件而可能產生的資產，此等資產須就某一宗或多宗未來不確定事件會否發生才能確認，而本集團並不能完全控制這些未來不確定事件會否實現。或然資產不會被確認，但會於可能收到經濟效益時在財務報表附註內披露。若實質確定有收到經濟效益時，資產方會予以確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Cash and cash equivalents

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

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

#### Provisions

Provisions recognised when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount of a provision is the present value at the end of the reporting period of the expenditures expected to be required to settle the obligations.

### 3. 主要會計政策概要－續

#### 現金及現金等值項目

就綜合現金流量表而言，現金及現金等值項目包括手頭現金及通知存款，以及短期、流通性極高、可隨時換算為已知金額現金、價值變動風險很低，而且期限較短（一般在購入後三個月以內）之投資，扣除按須通知償還之銀行透支，其構成本集團現金管理整體之一部份。

就綜合財務狀況表而言，現金及現金等值項目包括無限制使用之手頭及銀行現金（包括定期存款）。

#### 撥備

撥備乃於本集團因過往事項而現時承擔債務（法定或推定），且有可能需要流出資源以償付有關債務，以及能夠可靠估計債務數額時確認。撥備於各報告期末審閱並調整以反映現時最佳估計。倘貨幣時間值之影響重大，撥備會以償付有關債務之預計開支於報告期末之現值入賬。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Employee benefits

Salaries, annual bonuses, paid annual leave, leave passage and the cost to the Group of non-monetary benefits are accrued in the period in which the associated services are rendered by employees of the Group. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Contributions to Mandatory Provident Funds as required under the Hong Kong Mandatory Provident Fund Schemes Ordinance and to the state-managed retirement benefits schemes for the employees of the Group's overseas entities are recognised as an expense in the consolidated statement of profit or loss and other comprehensive income as incurred.

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities such as social security plans in the PRC, and the Group has no legal or constructive obligation to pay further contributions of any of the funds do not hold sufficient assets to pay all employee benefits relating to employee services in the current and prior periods. The Group's contributions to defined contribution plans are recognised in the financial year to which they relate.

### 3. 主要會計政策概要－續

#### 僱員福利

本集團有關薪金、年終獎金、有薪年假、假期旅遊津貼及非貨幣福利之成本乃於本集團僱員提供相關服務之期間內累計。倘延遲支付或結算，並構成重大影響，則此等款項須按其現值列賬。

根據香港強制性公積金計劃條例的規定作出之強制性公積金供款以及就本集團海外實體之僱員作出之國家管理退休福利計劃供款，乃於產生時在綜合損益及其他全面收益表確認為開支。

停職福利只會在本集團有正式具體計劃且無撤回該計劃之實質可能性，並明確表示停職或由於自願遣散而提供福利時予以確認。

界定供款計劃乃退休後福利計劃，據此，本集團向獨立實體（例如中國社保計劃）支付固定供款，而倘任何基金並無持有足夠資產以支付與本期間及過往期間之僱員服務有關之所有僱員福利，則本集團並無法定或推定責任以支付進一步供款。本集團對界定供款計劃之供款乃於相關之財政年度內確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Employee benefits – continued

##### Share-based payment expenses

The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in a capital reserve within equity. The fair value is measured at the grant date using the binomial lattice model, taking into account the terms and conditions upon which the options were granted. Where the employees have to meet vesting conditions before becoming unconditionally entitled to the share options, the total estimated fair value of share options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any adjustment to the cumulative fair value recognised in prior years is charged/credited to the consolidated statement of profit or loss and other comprehensive income for the year of the review, unless the original employee expenses qualify for recognition as an asset, with a corresponding adjustment to the capital reserve. On vesting date, the amount recognised as an expense is adjusted to reflect the actual number of share options that vest (with a corresponding adjustment to the capital reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the capital reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to retained profits).

### 3. 主要會計政策概要－續

#### 僱員福利－續

##### 以股份為基礎付款之開支

授予僱員之購股權之公平值乃確認為一項僱員成本，並於權益內之資本儲備確認相應增加。該公平值乃於授出日期使用二項點陣模式，經計及購股權獲授出時之條款及條件後計量。倘僱員須於無條件享有購股權之前履行歸屬條件，則購股權之估計公平值總額乃經計及購股權將會歸屬之可能性後按歸屬期予以攤分。

於歸屬期內，會檢討預期歸屬之購股權數目。於過往年度確認之累計公平值之任何調整乃扣自／計入有關檢討年度之綜合全面損益賬，除非原有僱員支出可確認一項資產，並於資本儲備確認相應增加，則作別論。於歸屬日，確認為一項支出之款額乃予以調整，以反映歸屬之實際購股權數目（連同資本儲備亦作相應調整），惟倘沒收僅因未達致與本公司股份之市價有關之歸屬條件則除外。股本款額乃於資本儲備中確認直至購股權獲行使（當其轉至股份溢價賬時）或購股權屆滿（當其直接撥至保留盈利時）為止。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Borrowing costs

Borrowing costs are interests and other costs incurred in connection with the borrowing of funds. All borrowing costs are charged to the consolidated statement of profit or loss and other comprehensive income in the period in which the costs are incurred.

#### Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the 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 economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type of 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.

### 3. 主要會計政策概要—續

#### 借款成本

借款成本指借用資金產生之利息及其他成本。所有借款成本均於產生期間在綜合損益及其他全面收益表列賬。

#### 分類報告

經營分類及於財務報表呈報之各分類金額乃依據向本集團最高行政管理層定期報告以便彼等分配資源予各業務部門及地區及評定其表現之財務資料而劃分。

就財務申報而言，個別重要之經營分類並不予合併計算，除非各分類擁有類似經濟特點，並在產品及服務、生產過程、客戶類別、分銷產品或提供服務所用方法，以及規管環境均有類似性質。個別不重要之經營分類倘符合以上大部分條件，則予合併計算。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Investment properties

Investment properties are completed properties which are held for their investment potential, any rental income being negotiated at arm's length.

Investment properties under construction have been accounted for in the same way as completed investment properties. Specifically, construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction. Investment properties under construction are measured at fair value at the end of the reporting period. Any difference between the fair value of the investment properties under construction and their carrying amounts is recognised in profit or loss in the period in which they arise.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use or no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the consolidated statement of profit or loss and other comprehensive income in the year in which the item is derecognised.

### 3. 主要會計政策概要－續

#### 投資物業

投資物業乃因具投資潛力而持有而租金收入可按公平基準磋商之已落成物業。

在建投資物業之入賬方式與已竣工投資物業相同。具體來說，在建投資物業產生之建設成本乃資本化作在建投資物業賬面值之一部分。在建投資物業乃按報告期末之公平值計量。在建投資物業之公平值與其賬面值之間之任何差額，乃於產生期內之損益確認。

一項投資物業被出售或該項投資物業永久停止使用，或預期出售該項投資物業不會產生任何未來經濟收益，則會取消確認該項投資物業。取消確認該項資產所產生之任何損益（按出售所得款項淨額與該項資產賬面值之差額計算）均列入取消確認有關項目年度之綜合損益及其他全面收益表。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Impairment of financial assets

Financial assets, other than those at financial assets at fair value through profit or loss, are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been impacted.

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

- (a) significant financial difficulty of the issuer or counterparty; or
- (b) default or delinquency in interest or principal payments; or
- (c) it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- (d) the disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 7 to 90 days, observable changes in national or local economic conditions that correlate with default on receivables.

### 3. 主要會計政策概要－續

#### 金融資產減值

於各報告期末評估金融資產有否減值跡象，惟按公平值透過損益列賬之金融資產除外。倘有客觀證據顯示金融資產首次確認後發生的一項或多項事件導致相關金融資產之估計未來現金流量被削弱，則金融資產視為已減值。

就所有其他金融資產而言，減值之客觀證據包括：

- (a) 發行人或交易對手出現重大財政困難；或
- (b) 拖欠或不支付利息或本金付款；或
- (c) 借貸方很可能破產或進行財務重組；或
- (d) 由於財政困難金融資產之活躍市場消失。

就若干類別之金融資產（例如貿易應收款項）而言，被評為不會單獨作出減值之資產會於其後彙集一併評估減值。應收款項組合出現減值之客觀證據包括本集團過往收款經驗、組合內延遲付款之拖欠期超過7至90日平均信貸期之宗數上升，以及國家或地方經濟狀況出現明顯變動導致應收款項被拖欠。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Impairment of financial assets – continued

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment losses was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

### 3. 主要會計政策概要－續

#### 金融資產減值－續

就按攤銷成本列賬之金融資產而言，當有客觀證據證明資產已減值，減值虧損於損益中確認，並按資產賬面值與按原實際利率貼現之估計未來現金流量現值之差額計算。

就按成本列賬之金融資產而言，減值虧損金額乃資產賬面值與估計未來現金流量折現計算的現值兩者之間的差額，而折現率為同類金融資產之現時市場回報率。該減值虧損不可在往後期間撥回。

所有金融資產之減值虧損會直接於金融資產之賬面值中作出扣減，惟貿易應收款項除外，貿易應收款項之賬面值會透過撥備賬作出扣減。撥備賬內之賬面值變動會於損益中確認。當貿易應收款項被視為不可收回時，將於撥備賬內撇銷。先前已撇銷的款項如其後收回，將撥回損益內。

就按攤銷成本計量之金融資產而言，倘減值虧損額於隨後期間有所減少，而有關減少在客觀上與確認減值虧損後發生之事件有關，則先前已確認之減值虧損將透過損益予以撥回，惟該項資產於減值被撥回當日之賬面值不得超過若無確認減值之原有已攤銷成本。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Related Parties Transactions

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

- (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 of a parent of the Group.
- (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).

### 3. 主要會計政策概要－續

#### 關連人士交易

與本集團關連之人士指：

- (a) 倘一名人士或該人士家庭的近親成員符合下列條件，則與本集團有關連：
  - (i) 控制或共同控制本集團；
  - (ii) 對本集團有重大影響；或
  - (iii) 屬本集團或本集團母公司主要管理人員的成員。
- (b) 倘屬下列情況，一間實體屬與本集團有關連：
  - (i) 該實體與本集團為同一集團的成員公司（代表各自之母公司、附屬公司及同系附屬公司均互相關連）。
  - (ii) 一間實體屬另一間實體的聯營公司或合營公司（或為一集團之聯營公司或合營公司，而另一實體為該集團之成員公司）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Related Parties Transactions – continued

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

(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. If the Group is itself such a plan, the sponsoring employers are also 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).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

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

### 3. 主要會計政策概要－續

#### 關連人士交易－續

(b) 倘屬下列情況，一間實體屬與本集團有關連：－續

(iii) 兩間實體皆為同一名第三方的合營公司。

(iv) 一間實體為第三方實體的合營公司及另一實體為第三方實體的聯營公司。

(v) 該實體乃以本集團或本集團關連實體之僱員為受益人的僱員退休後福利計劃。倘本集團本身屬有關計劃，提供資助之僱主亦與本集團有關連。

(vi) 該實體受屬(a)項的人士控制或共同控制。

(vii) 屬(a)(i)項的人士對該實體有重大影響或屬該實體（或屬該實體的母公司）主要管理人員的成員。

(viii) 實體或身為其中一員之任何集團成員公司向本集團或本集團母公司提供主要管理層人員服務。

某一人士之密切家族成員指預期可影響該人士與實體進行買賣或於買賣時受該人士影響的有關家族成員。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – continued

#### Related Parties Transactions – continued

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependants of that person or that person's spouse or domestic partner. A transaction is considered to be a related party transaction when there is a transfer of resources and obligations between related parties.

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the process of applying the Group's accounting policies which are described in Note 3, management has made certain key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that may have a significant risk in causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below:

#### (a) Estimated impairment of goodwill

The Group performs annual tests on whether there has been impairment of goodwill in accordance with the accounting policy stated in Note 3. The recoverable amounts of cash-generating units are determined based on value-in-use calculations. These calculations require the use of estimates and assumptions made by management on the future operation of the business, pre-tax discount rates, and other assumptions underlying the value-in-use calculations.

### 3. 主要會計政策概要－續

#### 關連人士交易－續

- (a) 該人士之子女及配偶或家庭伴侶；
- (b) 該人士配偶或家庭伴侶之子女；及
- (c) 該人士或該人士配偶或家庭伴侶贍養的人士。當關連人士之間存在資源及責任轉讓時，一項交易被視為關連人士交易。

### 4. 估計不確定因素之主要來源

於應用附註3所述之本集團會計政策時，管理層已作出若干有關未來之主要假設，以及於報告期末之估計不確定因素之其他主要來源，其極有可能導致下一個財政年度資產和負債賬面值出現重大調整，現論述如下：

#### (a) 商譽之估計減值

本集團根據載於附註3之會計政策，每年就商譽是否出現減值進行測試。現金產生單位之可收回金額乃根據使用中價值計算而釐定。該等計算須運用管理層就業務之未來營運、稅前貼現率作出之估算及假設，以及其他與使用中價值計算相關之假設。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

#### (b) Impairment of trade receivables

The aged debt profile of trade debtors is reviewed on a regular basis to ensure that the trade debtor balances are collectible and follow up actions are promptly carried out if the agreed credit periods have been exceeded. However, from time to time, the Group may experience delays in collection. Where recoverability of trade debtor balances are called into doubts, specific provisions for bad and doubtful debts are made based on credit status of the customers, the aged analysis of the trade receivable balances and write-off history. Certain receivables may be initially identified as collectible, yet subsequently become uncollectible and result in a subsequent write-off of the related receivable to the consolidated statement of profit or loss and other comprehensive income. Changes in the collectability of trade receivables for which provisions are not made could affect our results of operations.

#### (c) Useful lives of property, plant and equipment

In accordance with HKAS 16, the Group estimates the useful lives of property, plant and equipment in order to determine the amount of depreciation expenses to be recorded. The useful lives are estimated at the time the asset is acquired based on historical experience, the expected usage, wear and tear of the assets, as well as technical obsolescence arising from changes in the market demands or service output of the assets. The Group also perform annual reviews on whether the assumptions made on useful lives continue to be valid.

### 4. 估計不確定因素之主要來源 —續

#### (b) 貿易應收款項減值

貿易應收款項之賬齡狀況乃定期審閱，從而確保貿易應收款項結餘可予收回，並在協定信貸期已逾期時馬上作出跟進行動。然而，本集團可能不時面對延期收款。倘貿易應收款項結餘之可收回性出現疑問，則會根據客戶之信貸狀況、貿易應收款項結餘之賬齡分析及撇銷記錄作出呆壞賬特定撥備。若干應收款項初步可能辨識為可予收回，惟其後變成未能收回並導致有關應收款項其後須於綜合損益及其他全面收益表內予以撇銷。就並無作出撥備之貿易應收款項之可收回性變更可影響經營業績。

#### (c) 物業、廠房及設備之可使用年期

根據香港會計準則第16號，本集團估計物業、廠房及設備之可使用年期，從而釐定須予記錄之折舊開支金額。可使用年期乃於收購資產當時根據過往經驗、資產之預期用途及耗損，以及由資產之市場須求或所產生之服務變更所引致之技術折舊釐定。本集團亦就對可使用年期作出之假設是否繼續有效進行年度審閱。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

#### (d) Business combination

The recognition of business combinations requires the excess of the purchase price of acquisitions over the net book value of assets acquired to be allocated to the assets and liabilities of the acquired entity. The Group makes judgements and estimates in relation to the fair value allocation of the purchase price. If any unallocated portion is positive it is recognised as goodwill and if negative, it is recognised in the income statement.

#### (e) Impairment of non-current assets

If a triggering event occurs indicating that the carrying amount of an asset may not be recoverable, an assessment of the carrying amount of that asset will be performed. Triggering events include significant adverse changes in the market value of an asset, changes in the business or regulatory environment, or certain legal events. The interpretation of such events requires judgement from management with respect to whether such an event has occurred. Upon the occurrence of triggering events, the carrying amounts of non-current assets are reviewed to assess whether their recoverable amounts have declined below their carrying amounts. The recoverable amount is the present value of estimated net future cash flows which the Group expects to generate from the future use of the asset, plus the assets residual value on disposal. Where the recoverable amount of non-current assets is less than its carrying value, an impairment loss is recognised to write the assets down to its recoverable amount.

### 4. 估計不確定因素之主要來源 —續

#### (d) 業務合併

確認業務合併須將收購事項購買價高於所收購資產賬面淨值之差額分配至所收購實體之資產及負債。本集團就分配購買價之公平值作出判斷及假設。任何未分配部分如為正數，將確認為商譽，如為負數，將於收益表中確認。

#### (e) 非流動資產之減值

倘發生觸發事件指出資產賬面值可能未能收回，將對該資產之賬面值進行評估。觸發事件包括資產市值之重大不利變動、業務或監管環境變動或若干法律事件。該等事件需要管理層就有否發生該等事件之判斷而詮釋。當發生觸發事件時，非流動資產之賬面值乃被審閱，以評估彼等之可收回金額是否已下降至低於彼等之賬面值。可收回金額為本集團預期於未來使用該資產所產生之估計未來現金流量淨額之現值，加上該資產出售時之剩餘價值。倘非流動資產之可收回金額低於其賬面值，則確認減值虧損以將該資產撇減至其可收回金額。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

#### (f) Income taxes and deferred taxation

The Group is subject to income taxes in different jurisdictions. Significant judgements are required in determining the provision for income tax. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised when management considers to be probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. The outcome of their actual utilisation may be different.

#### (g) Fair value of investment properties

The fair value of each investment property is individually determined at the end of each reporting period based on its market value and by adopting direct comparison method. Direct comparison method assumes each of these properties is capable of being sold in its existing state with the benefit of vacant possession and by making reference to comparable sales evidence as available in the relevant market condition, the fair value of the investment properties will change in future.

### 4. 估計不確定因素之主要來源 —續

#### (f) 所得稅及遞延稅項

本集團須支付不同司法權區的所得稅。於釐定所得稅撥備金額之時，需要作出重大判斷。於日常業務過程中，可能出現多項涉及未能確切釐定最終稅項的交易及計算。倘該等事項的最終稅務結果與最初記錄者不同，有關差異將影響作出決定的期間的所得稅及遞延稅項撥備。

當管理層認為很可能有未來應課稅溢利可用以抵銷暫時差額或稅務虧損時，則會確認有關若干暫時差額及稅務虧損的遞延稅項資產。實際應用結果可能有所不同。

#### (g) 投資物業之公平值

每項投資物業之公平值於各報告期末根據其市值並採用直接比較法個別釐定。直接比較法假設每項該等物業均可以其現況交吉出售並經參考於有關市況可使用之可資比較銷售憑證，投資物業之公平值將於未來變動。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY – continued

#### (h) Measurement of fair value of equity-settled transactions

The Company operates share option schemes under which employees (including directors) of the Group receive remuneration in the form of share-based payment transactions. The cost of these equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted, using assumptions including expected volatility and risk free interest rate. Such cost is recognised, together with a corresponding increase in equity, over the period in which the service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest.

### 5. SEGMENT INFORMATION

Information reported internally to the chief operating decision maker for the purpose of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. The Group is principally engaged in provision of general hospital services in the PRC. In addition, Wanjia Group Holdings Limited ("Wanjia Group"), which is engaged in pharmaceutical wholesale, distribution and pharmaceutical retail chain businesses in the PRC, is considered as an operating segment and is presented as discontinued operation of the Group upon completion of the distribution in specie on 2 March 2017.

### 4. 估計不確定因素之主要來源 —續

#### (h) 股權結算交易之公平值之計量

本公司設有購股權計劃，據此，本集團僱員（包括董事）以股份付款交易的形式收取薪酬。僱員之以權益結算交易的成本乃根據授出當日的公平值，使用包括預期波幅及無風險利率等假設而計算。有關成本，連同權益相應增加部分，在服務條件獲得履行之期間內確認。於各報告期末至歸屬日期止期間就以權益結算交易所確認的累積開支，指本集團對歸屬期完結時最終歸屬的股本工具數目的最佳估計。

### 5. 分類資料

就資源分配及分類表現評估而向主要營運決策者作內部報告之資料著重所交付之貨品或所提供之服務類型。本集團主要在中國從事提供綜合性醫院服務。此外，萬嘉集團控股有限公司（「萬嘉集團」）（於中國從事藥物批發及分銷以及藥物零售連鎖店業務）被視為一個經營分類及於二零一七年三月二日完成實物分派後呈列為本集團之已終止經營業務。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 5. SEGMENT INFORMATION – continued

#### Segment revenue and results

For the year ended 31 March 2017

### 5. 分類資料—續

#### 分類收益及業績

截至二零一七年三月三十一日止年度

		Continuing operations 持續經營業務	Discontinued operation 已終止經營業務	Total 總計
		Provision of general hospital services 提供綜合性醫院服務 HK\$'000 千港元	Pharmaceutical wholesale and distribution and pharmaceutical retail chain business 藥物批發及分銷以及藥物零售連鎖店業務 HK\$'000 千港元	HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>			
External sales	對外銷售	269,515	938,031	1,207,546
Inter-segment sales are charged at arm's length		分類間銷售乃按公平基準收費		
<b>Results</b>	<b>業績</b>			
Segment results	分類業績	22,932	(3,759)	19,173
Loss on early redemption of promissory note	提早贖回承兌票據之虧損			(3,030)
Impairment loss on goodwill	商譽減值虧損	(29,490)	-	(29,490)
Loss on disposal of a subsidiary	出售附屬公司之虧損	-	(326)	(326)
Gain on disposal of subsidiaries through distribution in specie	透過實物分派出售附屬公司之收益	-	62,586	62,586
Unallocated other revenue and income	未分配之其他收益及收入			1,175
Unallocated corporate expenses	未分配之企業支出			(22,880)
Profit from operations	經營業務溢利			27,208
Finance costs	財務費用			(15,899)
Profit before taxation	除稅前溢利			11,309
Taxation	稅項			(4,862)
Profit for the year	本年度溢利			6,447

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 5. SEGMENT INFORMATION – continued

#### Segment assets and liabilities

As at 31 March 2017

### 5. 分類資料－續

#### 分類資產及負債

於二零一七年三月三十一日

		Continuing operations 持續經營業務	Total
		Provision of general hospital services 提供綜合性醫院服務 HK\$'000 千港元	總計 HK\$'000 千港元
<b>Consolidated statement of financial position</b>	<b>綜合財務狀況表</b>		
<b>Assets</b>	<b>資產</b>		
Segment assets	分類資產	367,874	367,874
Unallocated corporate assets	未分配之企業資產		14,466
Consolidated total assets	綜合資產總值		382,340
<b>Liabilities</b>	<b>負債</b>		
Segment liabilities	分類負債	50,650	50,650
Convertible note	可換股票據		6,444
Promissory note	承兌票據		33,021
Deferred tax liabilities	遞延稅項負債		190
Unallocated corporate liabilities	未分配之企業負債		4,140
Consolidated total liabilities	綜合負債總額		94,445

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 5. SEGMENT INFORMATION – continued

#### Other segment information

For the year ended 31 March 2017

### 5. 分類資料 – 續

#### 其他分類資料

截至二零一七年三月三十一日止年度

		Continuing operations		Discontinued operation		Total
		持續經營業務		已終止經營業務		
	Provision of general hospital services	Unallocated		Pharmaceutical wholesale and distribution and pharmaceutical retail chain business		
	提供綜合性醫院服務	未分配		藥物批發及分銷以及藥物零售連鎖店業務		總計
	HK\$'000	HK\$'000		HK\$'000		HK\$'000
	千港元	千港元		千港元		千港元
<b>Other information</b>	<b>其他資料</b>					
Capital expenditure*	資本開支*	4,852	-	5,614		10,466
Depreciation	折舊	8,773	6,839	5,426		21,038
Amortisation of prepaid lease payments	預付租賃款項攤銷	979	-	344		1,323
(Gain)/loss on disposal of property, plant and equipment	出售物業、廠房及設備之(收益)/虧損	(1)	-	387		386
Impairment loss recognised in respect of trade and other receivables	就貿易及其他應收款項確認之減值虧損	305	-	-		305
Reversal of impairment loss recognised in respect of trade and other receivables	就貿易及其他應收款項確認之減值虧損撥回	(113)	-	-		(113)
Change in fair value of derivative financial instruments	衍生金融工具公平值變動	301	-	-		301
Loss on disposal of subsidiaries	出售附屬公司之虧損	-	-	326		326
Gain on disposal of subsidiaries through distribution in specie	透過實物分派出售附屬公司之收益	-	-	(62,586)		(62,586)

\* Capital expenditure consists of additions to property, plant and equipment.

\* 資本開支包括添置物業、廠房及設備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 5. SEGMENT INFORMATION – continued

#### Segment revenue and result

For the year ended 31 March 2016

### 5. 分類資料－續

#### 分類收益及業績

截至二零一六年三月三十一日止年度

		Continuing operations 持續經營業務	Discontinued operation 已終止經營業務	Consolidated
		Provision of general hospital services 提供綜合性醫院服務 HK\$'000 千港元	Pharmaceutical wholesale and distribution and pharmaceutical retail chain business 藥物批發及分銷以及藥物零售連鎖店業務 HK\$'000 千港元	綜合 HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>			
External sales	對外銷售	252,844	1,321,763	1,574,607
Inter-segment sales are charged at arm's length	分類間銷售乃按公平基準收費			
<b>Results</b>	<b>業績</b>			
Segment results	分類業績	5,242	9,120	14,362
Unallocated other revenue and income	未分配之其他收益及收入			707
Loss on disposal of a subsidiary	出售一間附屬公司之虧損			(772)
Unallocated corporate expenses	未分配之企業支出			(35,987)
Loss from operations	經營業務虧損			(21,690)
Finance costs	財務費用			(19,464)
Loss before taxation	除稅前虧損			(41,154)
Taxation	稅項			(3,942)
Loss for the year	本年度虧損			(45,096)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 5. SEGMENT INFORMATION – continued

#### Segment assets and liabilities

As at 31 March 2016

### 5. 分類資料－續

#### 分類資產及負債

於二零一六年三月三十一日

	Continuing operations 持續經營業務	Discontinued operation 已終止經營業務	
		Pharmaceutical wholesale and distribution and pharmaceutical retail chain business 藥物批發及分銷以及藥物零售連鎖店業務	Total 總計
Provision of general hospital services 提供綜合性醫院服務			
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元

#### Consolidated statement of financial position

#### 綜合財務狀況表

#### Assets

#### 資產

Segment assets	分類資產	219,238	614,471	833,709
Unallocated corporate assets	未分配之企業資產			44,161
Consolidated total assets	綜合資產總值			877,870

#### Liabilities

#### 負債

Segment liabilities	分類負債	53,677	264,072	317,749
Convertible notes	可換股票據			83,178
Promissory note	承兌票據			74,104
Deferred tax liabilities	遞延稅項負債			841
Unallocated corporate liabilities	未分配之企業負債			7,652
Consolidated total liabilities	綜合負債總額			483,524

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 5. SEGMENT INFORMATION – continued

#### Other segment information

For the year ended 31 March 2016

### 5. 分類資料－續

#### 其他分類資料

截至二零一六年三月三十一日止年度

	Continuing operations 持續經營業務	Discontinued operation 已終止經營業務		
	Provision of general hospital services 提供綜合性醫院服務	Pharmaceutical wholesale and distribution and pharmaceutical retail chain business 藥物批發及分銷以及藥物零售連鎖店業務	Unallocated 未分配	Consolidated 綜合
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Other information</b>	<b>其他資料</b>			
Capital expenditure*	資本開支*	39,367	11,891	51,269
Depreciation	折舊	12,225	6,449	18,679
Amortisation of prepaid lease payments	預付租賃款項攤銷	1,040	365	1,405
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	214	337	551
Impairment loss recognised in respect of trade and other receivables	就貿易及其他應收款項確認之減值虧損	4,419	1,176	5,595
Reversal of impairment loss recognised in respect of trade and other receivables	就貿易及其他應收款項確認之減值虧損撥回	(227)	(683)	(910)
Change in fair value of derivative financial instruments	衍生金融工具公平值變動	-	(17)	(17)
Loss on disposal of a subsidiary	出售一間附屬公司之虧損	-	772	772
Change in fair value of investment property	投資物業公平值變動	-	490	490

\* Capital expenditure consists of additions to property, plant and equipment and prepaid lease payments.

\* 資本開支包括添置物業、廠房及設備以及預付租賃款項。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 5. SEGMENT INFORMATION – continued

The accounting policies of the reportable segments are the same as the Group's accounting policies described in Note 3. Segment results represent the profit generated by each segment without allocation of finance costs, loss on early redemption of promissory note, other corporate revenue, income and expenses and taxation. This is the measure reported to the chief operating decision maker for the purpose of resource allocation and assessment of segment performance.

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segments other than unallocated corporate assets. Unallocated corporate assets mainly include part of property, plant and equipment, cash and cash equivalents of the central administration companies. Goodwill is allocated to reportable segments as described in Note 11.
- all liabilities are allocated to reportable segments other than unallocated corporate liabilities, convertible note, promissory note and deferred tax liabilities. Unallocated corporate liabilities mainly include the accruals and other payables of the central administration companies.

### 5. 分類資料 – 續

可報告分類之會計政策與附註3所述之本集團會計政策一致。分類業績指各分類產生之溢利，不計及財務費用、提早贖回承兌票據之虧損、其他企業收益、收入及開支以及稅項之分配。此乃就資源分配及分類表現評估向主要營運決策者報告之計量。

就監控分類表現及分配分類間資源而言：

- 除未分配之企業資產外，所有資產均分配至可報告分類。未分配之企業資產主要包括中央管理公司之部份物業、廠房及設備、現金及現金等值項目。誠如附註11所述，商譽獲分配至可報告分類。
- 除未分配之企業負債、可換股票據、承兌票據及遞延稅項負債外，所有負債均分配至可報告分類。未分配之企業負債主要包括中央管理公司之應計費用及其他應付款項。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 5. SEGMENT INFORMATION – continued

#### Geographical information

The Group's operations are mainly located in the PRC. All of the Group's revenue is derived from customers based in the PRC.

The following is an analysis of the carrying amount of non-current assets (other than available-for-sale financial assets) analysed by the geographical area in which the assets are located:

		Carrying amount of non-current assets 非流動資產之賬面值	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>Continuing operations</b>	<b>持續經營業務</b>		
Hong Kong	香港	7,573	422
PRC	中國	235,284	163,514
		<b>242,857</b>	<b>163,936</b>

#### Information about major customers

For the years ended 31 March 2017 and 2016, no single customer contributed 10% or more to the Group's revenue.

#### Revenue from major services and products

The Group's revenue from its major services and products was stated in Note 29 to the consolidated financial statements.

### 5. 分類資料－續

#### 地區資料

本集團之業務主要位於中國。本集團之所有收益均源自中國之客戶。

以下為按資產所處地區分析之非流動資產（可供出售金融資產除外）之賬面值分析：

#### 有關主要客戶之資料

截至二零一七年及二零一六年三月三十一日止年度，概無單一客戶對本集團之收益貢獻10%或以上。

#### 來自主要服務及產品之收益

本集團來自其主要服務及產品之收益載於綜合財務報表附註29。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 6. PROPERTY, PLANT AND EQUIPMENT

### 6. 物業、廠房及設備

		Building 樓宇 HK\$'000 千港元	Furniture and fixtures 傢俬及裝置 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Machinery and equipment 機器及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>							
As at 1 April 2015	於二零一五年四月一日	5,968	5,527	57,523	42,712	13,388	35,660	160,778
Additions	添置	29,167	489	1,896	7,928	352	3,503	43,335
Disposals	出售	-	-	-	-	(577)	(640)	(1,217)
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	(284)	(284)
Exchange realignment	匯兌調整	(896)	(290)	(3,603)	(2,337)	(574)	(1,786)	(9,486)
As at 31 March 2016 and 1 April 2016	於二零一六年 三月三十一日及 二零一六年四月一日	34,239	5,726	55,816	48,303	12,589	36,453	193,126
Additions	添置	-	316	1,660	3,662	484	4,344	10,466
Addition through acquisition (Note 12)	透過收購添置 (附註12)	-	4,447	8,842	2,220	146	1,001	16,656
Exchange realignment	匯兌調整	(2,061)	(485)	(3,612)	(3,048)	(638)	(2,156)	(12,000)
Disposal of subsidiaries	出售附屬公司	-	-	(13,369)	-	(4,744)	(25,433)	(43,546)
Disposals	出售	-	-	-	-	(170)	(1,089)	(1,259)
As at 31 March 2017	於二零一七年 三月三十一日	32,178	10,004	49,337	51,137	7,667	13,120	163,443
<b>Accumulated depreciation</b>	<b>累計折舊</b>							
As at 1 April 2015	於二零一五年 四月一日	1,464	4,330	28,861	26,016	7,788	20,289	88,748
Charge for the year	本年度支出	538	356	8,588	4,089	1,159	3,949	18,679
Written back on disposals	出售時撥回	-	-	-	-	(391)	(275)	(666)
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	(62)	(62)
Exchange realignment	匯兌調整	(97)	(225)	(2,272)	(1,404)	(306)	(1,041)	(5,345)
As at 31 March 2016 and 1 April 2016	於二零一六年 三月三十一日及 二零一六年四月一日	1,905	4,461	35,177	28,701	8,250	22,860	101,354
Charge for the year	本年度支出	2,757	876	7,881	4,407	1,219	3,898	21,038
Written back on disposals	出售時撥回	-	-	-	-	(136)	(676)	(812)
Disposal of subsidiaries	出售附屬公司	-	-	(8,823)	-	(2,661)	(15,002)	(26,486)
Exchange realignment	匯兌調整	(177)	(277)	(2,211)	(1,813)	(407)	(1,342)	(6,227)
As at 31 March 2017	於二零一七年 三月三十一日	4,485	5,060	32,024	31,295	6,265	9,738	88,867
<b>Net book values</b>	<b>賬面淨值</b>							
As at 31 March 2017	於二零一七年 三月三十一日	27,693	4,944	17,313	19,842	1,402	3,382	74,576
As at 31 March 2016	於二零一六年 三月三十一日	32,334	1,265	20,639	19,602	4,339	13,593	91,772

The building was held outside Hong Kong under medium term lease.

該樓宇於香港境外以中期租約持有。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 7. PREPAID LEASE PAYMENTS

### 7. 預付租賃款項

		<b>Total</b>
		<b>總計</b>
		HK\$'000
		千港元
<b>Cost</b>	<b>成本</b>	
As at 1 April 2015	於二零一五年四月一日	42,843
Additions	添置	7,934
Exchange realignment	匯兌調整	(2,350)
		<hr/>
As at 31 March 2016 and 1 April 2016	於二零一六年三月三十一日及 二零一六年四月一日	48,427
Additions	添置	–
Disposal of subsidiaries	出售附屬公司	(13,643)
Exchange realignment	匯兌調整	(2,895)
		<hr/>
<b>As at 31 March 2017</b>	<b>於二零一七年三月三十一日</b>	<b>31,889</b>
		<hr/> <hr/>
<b>Accumulated amortisation</b>	<b>累計攤銷</b>	
As at 1 April 2015	於二零一五年四月一日	11,327
Charge for the year	本年度支出	1,405
Exchange realignment	匯兌調整	(607)
		<hr/>
As at 31 March 2016 and 1 April 2016	於二零一六年三月三十一日及 二零一六年四月一日	12,125
Charge for the year	本年度支出	1,323
Disposal of subsidiaries	出售附屬公司	(2,954)
Exchange realignment	匯兌調整	(757)
		<hr/>
<b>As at 31 March 2017</b>	<b>於二零一七年三月三十一日</b>	<b>9,737</b>
		<hr/> <hr/>
<b>Net book value</b>	<b>賬面淨值</b>	
<b>As at 31 March 2017</b>	<b>於二零一七年三月三十一日</b>	<b>22,152</b>
		<hr/> <hr/>
As at 31 March 2016	於二零一六年三月三十一日	36,302
		<hr/> <hr/>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 7. PREPAID LEASE PAYMENTS – continued

### 7. 預付租賃款項－續

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>Analysed for reporting purposes as:</b>	<b>作申報用途之分析：</b>		
Current portion (include in trade and other receivables and deposits) (Note 15)	流動部分（計入貿易及其他應收款項及按金）（附註15）	957	1,405
Non-current portion	非流動部分	21,195	34,897
		<b>22,152</b>	<b>36,302</b>

The Group's prepaid lease payments represented payments for land use rights situated in the PRC. The leasehold lands have a lease term of 25 to 35 years and the Group has processed the land use rights of the leasehold land during the lease term.

At 31 March 2017, prepaid lease payments with carrying amount of approximately HK\$22,152,000 (2016: approximately HK\$10,623,000) were pledged as collaterals to secure banking facilities granted to the Group (Note 23).

Amortisation on prepaid lease payments of approximately HK\$1,323,000 (2016: approximately HK\$1,405,000) have been charged to the administrative expenses in the consolidated statement of profit or loss and other comprehensive income for the years ended 31 March 2017 and 2016 respectively.

本集團之預付租賃款項為就位於中國之土地使用權作出之付款。租賃土地之租期為25至35年，而本集團已於租期內取得其土地使用權。

於二零一七年三月三十一日，賬面值約22,152,000港元（二零一六年：約10,623,000港元）之預付租賃款項已作為抵押品就授予本集團之銀行融資作出抵押（附註23）。

預付租賃款項攤銷約1,323,000港元（二零一六年：約1,405,000港元）已分別於截至二零一七年及二零一六年三月三十一日止年度之綜合損益及其他全面收益表內行政開支中支銷。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 8. INVESTMENT PROPERTY

### 8. 投資物業

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Completed investment property	已竣工投資物業	–	7,199
<b>At fair value</b>	<b>按公平值</b>		
As at 1 April	於四月一日	7,199	8,093
Fair value change	公平值變動	–	(490)
Exchange realignment	匯兌調整	(423)	(404)
Disposal of subsidiaries (Note 13)	出售附屬公司(附註13)	(6,776)	–
As at 31 March	於三月三十一日	–	7,199

The investment property amounted to approximately HK\$7,199,000 of the Group were stated at fair value as at 31 March 2016. The fair value were arrived at based on the valuations carried out by an independent firm of qualified professional valuers, Asset Appraisals Limited, (“AAL”), who have among their staff members of the Hong Kong Institute of Surveyors with recent experience in the location and category of the property being value. The valuations conform to the Valuation Standards published by the Hong Kong Institute of Surveyors. The completed investment property has been valued using the direct comparison approach. The direct comparison approach is adopted where comparison based on prices information of comparable property is made.

There had been no change from the valuation technique used in the prior years. In estimating the fair value of the property, the highest and best use of the property is their current use.

於二零一六年三月三十一日，本集團約7,199,000港元之投資物業按公平值列賬。公平值乃根據由獨立合資格專業估值師中誠達資產評值顧問有限公司（「AAL」）所作估值而釐定。進行前述估值的AAL職員為香港測量師學會會員，並對進行估物業之位置及類別擁有近期估值經驗。有關估值符合香港測量師學會出版之估值準則。已竣工投資物業使用直接比較法進行估值。已採取根據可比較物業的價格資料進行比較之直接比較法。

於過往年度使用之估值方法並無發生變動。於估計物業之公平值時，物業之最高及最佳用途為其目前用途。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 8. INVESTMENT PROPERTY – continued

The analysis of the carrying amount of investment properties is as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Land in the PRC:	位於中國之土地：		
Medium-term lease	中期租約	-	7,199

For the year ended 31 March 2016, the Group leases out its investment properties which are shop units of a 9-storey composite building to various tenants. The leases typically run for an initial period of 1 year to 5 years, at the end of which all terms are renegotiable. None of the leases includes contingent rentals. Property rental income earned by the disposal group (“Wanjia Group”) during the year ended 31 March 2016 was approximately HK\$265,000. The property held had committed tenants for 2.6 years as at 31 March 2016. At 31 March 2016, the Group contracted with tenants for the following future minimum lease receivables:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within one year	一年內	-	273
In the second to fifth years inclusive	第二至第五年（包括首尾兩年）	-	459
		-	732

### 8. 投資物業－續

投資物業之賬面值分析如下：

於截至二零一六年三月三十一日止年度，本集團將其投資物業（為一幢9層高綜合大樓之商舖單位）出租予多名租戶。租賃通常初步為期1至5年，所有租賃條款到期後可重新磋商。概無租賃包括或然租金。於截至二零一六年三月三十一日止年度，出售集團（「萬嘉集團」）賺取之物業租金收入約為265,000港元。於二零一六年三月三十一日，所持有物業擁有已承諾租戶為2.6年。於二零一六年三月三十一日，本集團與租戶訂約之未來最低應收租金如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 8. INVESTMENT PROPERTY – continued

Details of the Group's investment properties and information about the fair value hierarchy as at 31 March 2016 are as follows:

	Level 1	Level 2	Level 3	Fair value as at 2016 於二零一六年 之公平值
	第一級	第二級	第三級	之公平值
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
Investment property unit located in the PRC	–	7,199	–	7,199

There were no transfers into or out of level 2 or level 3 during the year ended 31 March 2016.

The Group's policy to recognise transfers between levels of fair value hierarchy at the end of the date of the events or change in circumstances that caused the transfer.

As at 31 March 2016, investment property with carrying amount of approximately HK\$7,199,000 were pledged as collaterals to secure banking facilities granted to the Group (Note 23).

The particulars of the investment property as at 31 March 2016 are as follows:

Location 位置	Type 類型	Tenure 年期	Attributable interest of the Group 本集團應佔權益
Shop No. 1 on Level 1, Heng Ye Building, Wusi Road, Shaowu City, Fujian Province, the PRC. 中國福建省邵武市五四路 恒業大廈1層1號商舖	Building and land 樓宇及土地	Medium-term lease 中期租約	99.80%

### 8. 投資物業－續

於二零一六年三月三十一日，本集團之投資物業詳情及有關公平值層級之資料如下：

於截至二零一六年三月三十一日止年度並無出現第二級或第三級轉入或轉出情況。

本集團之政策為確認於導致轉撥之事件或情況變動出現之日結束時的公平值層級間轉撥。

於二零一六年三月三十一日，賬面值約7,199,000港元之投資物業已作為抵押品就授予本集團之銀行融資作出抵押（附註23）。

於二零一六年三月三十一日投資物業之詳情如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 9. AVAILABLE-FOR-SALE FINANCIAL ASSETS

### 9. 可供出售金融資產

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>Available-for-sale financial assets comprise: 可供出售金融資產包括：</b>			
Listed investments – equity securities listed in Hong Kong	上市投資 – 於香港上市之 股本證券	<b>7,158</b>	–

Note:

As at 31 March 2017, the available-for-sale financial assets represents the Group's remaining investment in Wanjia Group. Since Wanjia Group was ceased to be subsidiaries of the Company after the distribution in specie on 2 March 2017 as described in Note 37, the remaining interest in Wanjia Group was reclassified as available-for-sale financial assets as at the completion date of the distribution. As at 31 March 2017, the Company recognised a fair value loss of approximately HK\$754,000 in other comprehensive income in respect of the interest in Wanjia Group based on the share price of Wanjia Group at the year ended 31 March 2017.

附註：

於二零一七年三月三十一日，可供出售金融資產指本集團於萬嘉集團之餘下投資。鑑於於二零一七年三月二日作出實物分派（誠如附註37所述）後萬嘉集團不再為本公司之附屬公司，於萬嘉集團之餘下權益已於分派完成日期獲分類為可供出售金融資產。於二零一七年三月三十一日，本公司已就於萬嘉集團之權益於其他全面收益中確認公平值虧損約754,000港元，其乃根據截至二零一七年三月三十一日止年度萬嘉集團之股價計算。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 10. GOODWILL

### 10. 商譽

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>Cost</b>	<b>成本</b>		
As at 1 April	於四月一日	1,090,050	1,091,921
Acquisition of subsidiaries (Note 12)	收購附屬公司(附註12)	146,850	–
Disposal of subsidiaries (Note 13)	出售附屬公司(附註13)	(785,491)	(1,852)
Exchange realignment	匯兌調整	(20)	(19)
		<hr/>	<hr/>
As at 31 March	於三月三十一日	451,389	1,090,050
		<hr/>	<hr/>
<b>Accumulated impairment losses</b>	<b>累計減值虧損</b>		
As at 1 April	於四月一日	1,059,982	1,059,982
Impairment loss recognised	已確認減值虧損	29,490	–
Disposal of subsidiaries (Note 13)	出售附屬公司(附註13)	(785,169)	–
		<hr/>	<hr/>
As at 31 March	於三月三十一日	304,303	1,059,982
		<hr/>	<hr/>
<b>Carrying amounts</b>	<b>賬面值</b>		
<b>As at 31 March</b>	<b>於三月三十一日</b>	<b>147,086</b>	<b>30,068</b>
		<hr/> <hr/>	<hr/> <hr/>

Note:

Particulars regarding impairment testing on goodwill are disclosed in Note 11 to the consolidated financial statements.

附註：

有關商譽減值測試之詳情於綜合財務報表附註11中披露。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 11. IMPAIRMENT TESTING ON GOODWILL

The Group tests goodwill annually for impairment, or more frequently if there are indication that goodwill might be impaired. For the purpose of impairment testing, goodwill has been allocated to the following cash generating units (CGUs). The carrying amount of goodwill (net of accumulated impairment losses) as at 31 March 2017 and 2016 are allocated as follows:

### 11. 商譽減值測試

本集團每年進行商譽減值測試，倘有跡象顯示商譽可能減值，則更頻密地測試。就減值測試而言，商譽已分配至下列現金產生單位。於二零一七年及二零一六年三月三十一日，商譽之賬面值（扣除累計減值虧損）分配如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Jiaxing City Shuguang Western and Chinese Composite Hospital Company Limited (“Jiaxing Shuguang”)	嘉興市曙光中西醫結合醫院有限公司（「嘉興曙光」）		
– provision of general hospital services in the PRC	– 於中國提供綜合性醫院服務	97	2,899
Fuzhou Huikang Enterprise Management Consultancy Ltd. And Zhuhai Jiulong Hospital Company Limited (“Zhuhai Jiulong”)	福州匯康企業管理諮詢有限公司及珠海九龍醫院有限公司（「珠海九龍」）		
– provision of general hospital services in the PRC	– 於中國提供綜合性醫院服務	139	26,827
Huihao Medicine (Quanzhou) Company Limited	惠好醫藥（泉州）有限公司		
– pharmaceutical retail chain business in the PRC (“Quanzhou Huihao”)	– 於中國之藥品零售連鎖店業務（「泉州惠好」）	–	342
Beijing Tongji Hospital Co., Limited	北京同濟醫院有限公司		
– provision of general hospital services in the PRC (“Beijing Tongji”)	– 於中國提供綜合性醫院服務（「北京同濟」）	146,850	–
		<b>147,086</b>	<b>30,068</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 11. IMPAIRMENT TESTING ON GOODWILL

#### – continued

#### Beijing Tongji – Provision of general hospital services in the PRC

The recoverable amount of this CGU is determined based on a value in use calculation which uses cash flow projections based on financial budgets approved by management covering a 5-year period, and a discount rate of 14.29% per annum. The cash flow projections during the budgeted period are based on the same expected gross margins throughout the budget period. The cash flows beyond the budgeted period have been extrapolated using a steady 3% per annum by reference to market rate. This growth rate does not exceed the long-term average growth rate for the market. Management believes that any reasonably possible change in the key assumptions on which recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of this CGU. Management determined the budgeted gross margin based on past performance and its expectations for the market development.

#### Jiaxing Shuguang – Provision of general hospital services in the PRC

The recoverable amount of this CGU is determined based on a value in use calculation which uses cash flow projections based on financial budgets approved by management covering a 5-year period, as the directors consider the lease term of hospital premises as the budgeted period, and a discount rate of 14.05% (2016: 14.22%) per annum. Cash flow projections during the budgeted period are based on the same expected gross margins throughout the budget period. Management believes that any reasonably possible change in the key assumptions on which recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of this CGU. Management determined the budgeted gross margin based on past performance and its expectations for the market development. During the year ended 31 March 2017, the directors are of the view that the performance of Jiaxing Shuguang could not meet the respective project. The directors consider that an impairment loss on goodwill of approximately HK\$2,802,000 should be recognised in the consolidated statement of profit or loss and other comprehensive income.

### 11. 商譽減值測試 – 續

#### 北京同濟 – 於中國提供綜合性醫院服務

此現金產生單位之可收回金額乃根據使用價值計算釐定，而使用價值根據管理層所批准之涵蓋五年期財務預算所得出之現金流量預測，以及折算率每年14.29%計算。預算期內之現金流量預測，乃基於整個預算期內相同之預測毛利率計算。預算期後之現金流量則參考市場利率以3%之穩定年增長率推算。此增長率並不超過市場之長期平均增長率。管理層相信，計算可收回金額所依據之重大假設可能出現之任何合理變動，不會導致此現金產生單位之賬面總值超逾其可收回金額總值。管理層根據過往表現及其對市場發展之預測釐定預算毛利率。

#### 嘉興曙光 – 於中國提供綜合性醫院服務

此現金產生單位之可收回金額乃根據使用價值計算釐定，而使用價值根據管理層所批准之涵蓋五年期（董事認為醫院物業之租賃年期為預算期間）財務預算所得出之現金流量預測，以及折算率每年14.05%（二零一六年：14.22%）計算。預算期內之現金流量預測，乃基於整個預算期內相同之預測毛利率計算。管理層相信，計算可收回金額所依據之重大假設可能出現之任何合理變動，不會導致此現金產生單位之賬面總值超逾其可收回金額總值。管理層根據過往表現及其對市場發展之預測釐定預算毛利率。於截至二零一七年三月三十一日止年度，董事認為，嘉興曙光之表現未能致各自的預期。董事認為，應於綜合損益及其他全面收益表內確認商譽減值虧損約2,802,000港元。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 11. IMPAIRMENT TESTING ON GOODWILL – continued

#### Zhuhai Jiulong – Provision of general hospital services in the PRC

The recoverable amount of this CGU is determined based on a value in use calculation which uses cash flow projections based on financial budgets approved by management covering a 5-year period, as the directors consider the lease term of hospital premises as the budgeted period, and a discount rate of 14.05% (2016: 14.22%) per annum. Cash flow projections during the budgeted period are based on the same expected gross margins throughout the budget period. Management believes that any reasonably possible change in the key assumptions on which recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of this CGU. Management determined the budgeted gross margin based on past performance and its expectations for the market development. During the year ended 31 March 2017, the directors are of the view that the performance of Zhuhai Jiulong could not meet the respective projection. The directors consider that an impairment loss on goodwill of approximately HK\$26,688,000 should be recognised in the consolidated statement of profit or loss and other comprehensive income.

### 11. 商譽減值測試 – 續

#### 珠海九龍 – 於中國提供綜合性醫院服務

此現金產生單位之可收回金額乃根據使用價值計算釐定，而使用價值根據管理層所批准之涵蓋五年期（原因為董事將醫院物業之租期視為預算期）財務預算所得出現金流量預測，以及折算率每年14.05%（二零一六年：14.22%）計算。預算期內之現金流量預測，乃基於整個預算期內相同之預測毛利率計算。管理層相信，計算可收回金額所依據之重大假設可能出現之任何合理變動，不會導致此現金產生單位之賬面總值超逾其可收回金額總值。管理層根據過往表現及其對市場發展之預測釐定預算毛利率。於截至二零一七年三月三十一日止年度，董事認為，珠海九龍之表現未能致各自的預期。董事認為，應於綜合損益及其他全面收益表內確認商譽減值虧損約26,688,000港元。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 11. IMPAIRMENT TESTING ON GOODWILL

#### – continued

#### Quanzhou Huihao – Retail of pharmaceutical and related products in the PRC

For the year ended 31 March 2016, the recoverable amount of this CGU is determined based on a value in use calculation which uses cash flow projections based on financial budgets approved by management covering a 5-year period, and a discount rate of 13.36% per annum. The cash flow projections during the budgeted period are based on the same expected gross margins throughout the budget period. The cash flows beyond the budgeted period have been extrapolated using a steady 8% per annum by reference to market rate. This growth rate does not exceed the long-term average growth rate for the market. Management believes that any reasonably possible change in the key assumptions on which recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of this CGU. Management determined the budgeted gross margin based on past performance and its expectations for the market development.

### 12. ACQUISITION OF SUBSIDIARIES

On 30 September 2016, the Group completed the acquisition of entire issued share capital of the Glowing Smart Investment Limited and its subsidiaries (“Glowing Smart Group”), which is principally engaged in the management and operation of a composite hospital (i.e. Beijing Tongji Hospital Co., Limited) located at the Dongcheng District in the Beijing City in the PRC. The aggregate consideration for the acquisition of sale share and the sale loan is HK\$165,502,000, which is satisfied by cash amounted to HK\$47,102,000 and the remaining was settled by the issue and allotment of 320,000,000 consideration shares at HK\$0.37 per consideration share by the Company. The acquisition was completed on 30 September 2016.

### 11. 商譽減值測試 – 續

#### 泉州惠好 – 於中國之藥品及相關產品零售

截至二零一六年三月三十一日止年度，此現金產生單位之可收回金額乃根據使用價值計算釐定，而使用價值根據管理層所批准之涵蓋五年期財務預算所得出之現金流量預測，以及折算率每年13.36%計算。預算期內之現金流量預測，乃基於整個預算期內相同之預測毛利率計算。預算期後之現金流量則參考市場利率以8%之穩定年增長率推算。此增長率並不超過市場之長期平均增長率。管理層相信，計算可收回金額所依據之重大假設可能出現之任何合理變動，不會導致此現金產生單位之賬面總值超逾其可收回金額總值。管理層根據過往表現及其對市場發展之預測釐定預算毛利率。

### 12. 收購附屬公司

於二零一六年九月三十日，本集團完成收購卓煒投資有限公司及其附屬公司（「卓煒集團」）之全部已發行股本，該集團主要從事位於中國北京市東城區之一間綜合醫院（即北京同濟醫院有限公司）之管理及營運。收購銷售股份及銷售貸款之代價總額為165,502,000港元，該款項將以現金結付47,102,000港元，而餘額將由本公司按每股代價股份0.37港元發行及配發320,000,000股代價股份結付。收購於二零一六年九月三十日完成。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 12. ACQUISITION OF SUBSIDIARIES – continued

The goodwill of approximately HK\$146,850,000 arising from the acquisition is attributable to acquired customer base and market development in Beijing City.

The carrying amounts and fair value of assets acquired and liabilities recognised of Glowing Smart Group at the date of acquisition are as follows:

### 12. 收購附屬公司一續

收購產生之商譽約146,850,000港元乃歸因於收購北京市之客戶基礎及市場發展。

於收購日期所收購卓煒集團之資產及確認之負債之賬面值及公平值如下：

		HK\$'000 千港元
Property, plant and equipment (Note 6)	物業、廠房及設備(附註6)	16,656
Cash & bank balances	現金及銀行結餘	7,403
Prepayments	預付款項	174
Inventories	存貨	361
Other receivable	其他應收款項	526
Trade payables and accrual	貿易應付款項及應計費用	(29,989)
Net assets acquired	所收購資產淨值	(4,869)
Less: amount due to ex-shareholder	減：應付前股東款項	23,521
Net assets acquired	所收購資產淨值	18,652
Cash consideration	現金代價	47,102
Share consideration	股份代價	118,400
		165,502
Less: Fair value of identifiable net assets acquired	減：可識別所收購資產淨值之公平值	(18,652)
Goodwill arising on acquisition	收購產生之商譽	146,850
Net cash outflow on acquisition of subsidiaries:	收購附屬公司產生之現金流出淨額：	
Consideration paid by cash	以現金支付之代價	47,102
Cash and cash equivalents acquired	收購現金及現金等值項目	(7,403)
		39,699

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 12. ACQUISITION OF SUBSIDIARIES

#### – continued

#### Impact of acquisitions on the results of the Group

Revenue of approximately HK\$30,660,000 and profit of approximately HK\$6,413,000 contributed by Glowing Smart Group were recognised in the Group's consolidated statement of profit or loss and other comprehensive income for the year ended 31 March 2017.

Had these business combination be effective at 1 April 2016, the revenue of the Group would have been approximately HK\$61,040,000, and the loss for the year would have been approximately HK\$12,700,000. The directors of the Group consider these number to represent an approximate measure of the performance of the combined group on an annualised basis and to provide a reference point for comparison in future period.

Pursuant to the sale and purchase agreement, the vendor and the vendor guarantor irrevocably warrants and guarantees to the Group that the audited net profit after tax and extraordinary or exceptional items but before minority interests of the Glowing Smart Group (the "Actual Profit") for the twelve-month period since the completion date (the "Relevant Period") shall be not less than HK\$12,000,000 (the "Guaranteed Profit"). As security for the performance of the obligations of the vendor under the profit guarantee, the vendor shall deposit all the share certificate(s) of the 320,000,000 Consideration Shares in escrow with the Company on behalf of the vendor in accordance with the terms and conditions of the escrow agreement on the completion date.

### 12. 收購附屬公司一續

#### 收購事項對本集團業績之影響

本集團截至二零一七年三月三十一日止年度之綜合損益及其他全面收益表內確認卓燁集團貢獻之收益約30,660,000港元及溢利約6,413,000港元。

假設業務合併於二零一六年四月一日生效，則本集團之收益將約為61,040,000港元及年內虧損將約為12,700,000港元。本集團董事認為，該等數字表示按年對合併集團之表現之概約計量，並為於未來期間進行比較提供參考。

根據買賣協議，賣方及賣方擔保人不可撤回地向本集團保證及擔保，自完成日期起計十二個月期間（「有關期間」），卓燁集團之經審核除稅及非經常性或特殊項目後但除少數股東權益前淨利潤（「實際利潤」）將不少於12,000,000港元（「保證利潤」）。作為履行賣方於利潤擔保項下之義務之抵押，賣方將於完成日期根據託管協議之條款及條件，存置320,000,000股代價股份之所有股票證書於本公司，以代表賣方託管。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 13. DISPOSAL OF SUBSIDIARIES

#### (a) Disposal of Nanping Huihao by Wanjia Group

On 21 February 2017, an indirect non-wholly owned subsidiary of the Company, Wanjia Group, entered into a sale and purchase agreement and agreed to sell the entire 60% equity interests in Nanping Huihao held by Fuzhou Huihao, with a consideration of RMB8,378,000 (equivalent to approximately HK\$9,688,989). The disposal was completed on 21 February 2017.

Summary of the effects of the disposal of Nanping Huihao are as follows:

### 13. 出售附屬公司

#### (a) 萬嘉集團出售南平惠好

於二零一七年二月二十一日，本公司之間接非全資附屬公司萬嘉集團訂立買賣協議及同意以代價人民幣8,378,000元（相等於約9,688,989港元）出售福州惠好所持有之南平惠好之全部60%股權。出售於二零一七年二月二十一日完成。

出售南平惠好之影響概述如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	1,745
Inventories	存貨	10,647
Trade receivables, prepayments and other receivables	貿易應收款項、預付款項及 其他應收款項	41,997
Cash and cash equivalents	現金及現金等值項目	387
Trade and other payables	貿易及其他應付款項	(32,816)
Tax payable	應付稅項	(122)
		<hr/>
Net assets disposed	出售之資產淨值	21,838
		<hr/>
<b>Loss on disposal of a subsidiary:</b>	<b>出售一間附屬公司之虧損：</b>	
Consideration received	已收代價	9,689
Less: Net assets disposed of	減：出售之資產淨值	(21,838)
Less: Release of translation reserve	減：轉出換算儲備	(1,757)
Add: Non-controlling interest derecognised on disposal	加：於出售時終止確認之 非控股權益	13,580
		<hr/>
Loss on disposal of subsidiaries, reclassified to discontinued operation	出售附屬公司之虧損，重新分類 至已終止經營業務	(326)
		<hr/>
<b>Net cash inflow arising on disposal of Nanping Huihao:</b>	<b>出售南平惠好產生之現金流入 淨額：</b>	
Consideration received in cash and cash equivalents	以現金及現金等值項目收取之代價	9,689
Less: Cash and cash equivalent balances disposed of	減：出售之現金及現金等值項目 結餘	(387)
		<hr/>
		9,302
		<hr/>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 13. DISPOSAL OF SUBSIDIARIES – continued

#### (b) Disposal of Wanjia Group

On 9 November 2016, the board of the Company approved a special dividend in the form of a distribution in specie of up to 393,080,000 Wanjia Shares, held by the Company to the shareholders (the “Distribution”). Upon completion of the distribution, Wanjia Group ceased to be subsidiaries of the Company and accounted as available-for-sale financial assets of the Company. The Group will no longer participate in pharmaceutical wholesale, distribution and pharmaceutical retail chain businesses in the PRC. The distribution was completed on 2 March 2017.

Summary of the effects of the disposal of Wanjia Group are as follow:

### 13. 出售附屬公司－續

#### (b) 出售萬嘉集團

於二零一六年十一月九日，本公司董事會批准向股東以實物分派本公司持有的最多393,080,000股萬嘉股份之方式宣派特別股息（「分派」）。於分派完成後，萬嘉集團不再為本公司之附屬公司，及入賬列作本公司之可供出售金融資產。本集團將不再於中國參與藥物批發、分銷及藥物零售連鎖店業務。分派已於二零一七年三月二日完成。

出售萬嘉集團之影響概述如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 13. DISPOSAL OF SUBSIDIARIES – continued

#### (b) Disposal of Wanjia Group – continued

### 13. 出售附屬公司 – 續

#### (b) 出售萬嘉集團 – 續

		2017 二零一七年 HK\$'000 千港元
Property, plant and equipment (Note 6)	物業、廠房及設備 (附註6)	15,315
Prepaid lease payments (Note 7)	預付租賃款項 (附註7)	10,689
Investment property (Note 8)	投資物業 (附註8)	6,776
Goodwill (Note 10)	商譽 (附註10)	322
Inventories	存貨	91,936
Trade and other receivables and deposits	貿易及其他應收款項及按金	338,522
Cash and cash equivalents	現金及現金等值項目	93,334
Trade and other payables	貿易及其他應付款項	(171,405)
Bank borrowings	銀行借貸	(59,200)
Convertible note (Note 25)	可換股票據 (附註25)	(82,606)
Tax payables	應付稅項	(1,642)
Deferred tax liabilities (Note 27)	遞延稅項負債 (附註27)	(122)
<b>Net assets disposed of</b>	<b>出售之資產淨值</b>	<b>241,919</b>
<b>Gain on disposal of subsidiaries:</b>	<b>出售附屬公司之收益:</b>	
Fair value of the Distribution	分派之公平值	165,094
Less: Net assets disposal of	減: 出售之資產淨值	(241,919)
Add: Non-controlling interest derecognised on completion of the Distribution	加: 於分派完成時終止確認之非控股權益	139,973
		<b>63,148</b>
Release of exchange difference upon disposal of the Wanjia Group	於出售萬嘉集團時撥回匯兌差額	(7,974)
Initial recognition of available-for-sale financial assets	初步確認可供出售金融資產	7,912
Legal and professional fee directly attributable to the Distribution	直接歸屬於分派之法律及專業費用	(500)
<b>Gain on disposal of subsidiaries, reclassified to discontinued operation</b>	<b>出售附屬公司之收益, 重新分類至已終止經營業務</b>	<b>62,586</b>
<b>Net cash outflow on disposal of subsidiaries:</b>	<b>出售附屬公司之現金流出淨額:</b>	
Cash and cash equivalent balance disposed of	出售之現金及現金等值項目結餘	93,344

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 13. DISPOSAL OF SUBSIDIARIES – continued

#### (c) Disposal of Xiamen Huihao

On 22 October 2015, an indirect non-wholly owned subsidiary of the Company, Xiamen Huihao, entered into a sale and purchase agreement and agreed to sell the entire 60% equity interests in Xiamen Huihao held by Fuzhou Huihao, with a consideration of RMB3,266,000 (equivalent to approximately HK\$4,054,000). The disposal was completed on 22 October 2015.

Summary of the effects of the disposal of Xiamen Huihao are as follows:

### 13. 出售附屬公司一續

#### (c) 出售廈門惠好

於二零一五年十月二十二日，本公司之間接非全資附屬公司廈門惠好訂立買賣協議及同意以代價人民幣3,266,000元（相等於約4,054,000港元）出售福州惠好所持有之廈門惠好之全部60%股權。出售於二零一五年十月二十二日完成。

出售廈門惠好之影響概述如下：

		HK\$'000 千港元
Consideration received in cash and cash equivalents	以現金及現金等值項目收取之代價	4,054
Analysis of assets and liabilities over which control was lost:	失去控制權之資產及負債之分析：	
Goodwill	商譽	1,852
Property, plant and equipment	物業、廠房及設備	222
Inventories	存貨	1,139
Trade receivables, prepayments and other receivables	貿易應收款項、預付款項及其他應收款項	4,996
Cash and cash equivalents	現金及現金等值項目	1,947
Trade and other payables	貿易及其他應付款項	(3,525)
Tax payable	應付稅項	(53)
<b>Net assets disposed of</b>	<b>出售之資產淨值</b>	<b>6,578</b>
Loss on disposal of a subsidiary:	出售一間附屬公司之虧損：	
Consideration received	已收代價	4,054
Less: Net assets disposed of	減：出售之資產淨值	(6,578)
Less: Release of translation reserve	減：轉出換算儲備	(139)
Non-controlling interests	非控股權益	1,891
<b>Loss on disposal</b>	<b>出售之虧損</b>	<b>(772)</b>
<b>Net cash inflow arising on disposal of Xiamen Huihao:</b>	<b>出售廈門惠好產生之現金流入淨額：</b>	
Consideration received in cash and cash equivalents	以現金及現金等值項目收取之代價	4,054
Less: cash and cash equivalent balances disposed of	減：出售之現金及現金等值項目結餘	(1,947)
		<b>2,107</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 13. DISPOSAL OF SUBSIDIARIES – continued

The loss on disposal is included in the loss for the year in the consolidated statement of profit or loss and other comprehensive income. For the period from 1 April 2015 to the date of disposal, Xiamen Huihao was engaged in wholesales and distribution of pharmaceutical and related products in the PRC. Revenue of approximately HK\$5,969,000 and loss of approximately HK\$761,000 contributed by Xiamen Huihao was recognised in the Group's loss for the year ended 31 March 2016.

### 13. 出售附屬公司－續

出售虧損計入綜合損益及其他全面收益表之年內虧損內。自二零一五年四月一日起至出售日期止期間，廈門惠好於中國從事藥物及相關產品批發及分銷業務。本集團截至二零一六年三月三十一日止年度之虧損內確認廈門惠好貢獻之收益約5,969,000港元及虧損約761,000港元。

### 14. INVENTORIES

### 14. 存貨

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Finished goods	製成品	<u>8,931</u>	<u>118,574</u>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 15. TRADE AND OTHER RECEIVABLES AND DEPOSITS

### 15. 貿易及其他應收款項及按金

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Trade receivables	貿易應收款項	14,792	211,052
Bill receivables	應收票據	–	5,854
Prepayments and deposit paid	預付款項及已付按金	24,981	74,320
Prepaid lease payments (Note 7)	預付租賃款項(附註7)	957	1,405
Other receivables	其他應收款項	9,629	57,059
		<b>50,359</b>	349,690
Less: Impairment loss recognised in respect of other receivables	減：就其他應收款項 確認的減值虧損	<b>(8,928)</b>	(10,439)
		<b>41,431</b>	339,251

The individually impaired other receivables related to debtors that were in financial difficulties and the directors of the Company assessed that the amounts are not expected to be recovered based on past default experience, payment history and subsequent settlement of the debtors.

Included in the Group's other receivables as at 31 March 2016 were mainly comprised of value added tax ("VAT") recoverable of approximately HK\$7,997,000, loan to independent third parties of approximately HK\$14,398,000 which is unsecured, carries interest at 6% per annum and is recoverable on demand.

個別減值之其他應收款項涉及有財務困難之債務人，本公司董事根據過往被拖欠款項之經驗、債務人付款記錄及其後結算之評估預計該等金額不能收回。

於二零一六年三月三十一日，計入本集團其他應收款項主要包括可收回增值稅(「增值稅」)約7,997,000港元，給予獨立第三方之貸款約14,398,000港元，該貸款為無抵押，按年利率6%計息及按要求可收回。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 15. TRADE AND OTHER RECEIVABLES AND DEPOSITS – continued

As at 31 March 2016, bills receivable of approximately HK\$5,854,000 will be matured within six months after the end of the reporting period. All the bills receivable are denominated in RMB.

Payment terms with customers from the pharmaceutical wholesale and distribution and pharmaceutical retail chain business are mainly on credit. Invoices are normally payable from 30 to 90 days of issuance. Payment terms with customers from general hospital and healthcare and hospital management services are normally payable from 0 to 30 days. The ageing analysis of trade receivables based on the invoice date is as follows:

### 15. 貿易及其他應收款項及按金 – 續

於二零一六年三月三十一日，應收票據約5,854,000港元將於報告期末後六個月內到期。所有應收票據以人民幣計值。

藥品批發及分銷以及藥品零售連鎖店業務客戶之付款方式主要為記賬收款。款項一般須於發票日期後30至90日內支付。綜合性醫院及醫療及醫院管理服務客戶之付款方式一般須於0至30日內支付。按發票日期之貿易應收款項之賬齡分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
0 to 90 days	0至90日	12,621	161,505
91 to 180 days	91至180日	1,487	41,268
181 to 365 days	181至365日	684	8,279
Over 365 days	超過365日	1,942	7,280
		<b>16,734</b>	218,332
Less: Impairment loss recognised in respect of trade receivables	減：就貿易應收款項確認之 減值虧損	<b>(1,942)</b>	(7,280)
		<b>14,792</b>	211,052

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 15. TRADE AND OTHER RECEIVABLES AND DEPOSITS – continued

Trade receivables that were neither past due nor impaired related to a wide range of customers for whom there was no recent history of default. Trade receivables are past due at the end of the reporting period but the Group has not recognised an allowance for doubtful receivables because there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral or other credit enhancements over these balances nor does it have a legal right of offset against any amounts owed by the Group to the counterparty. The individually impaired trade receivables related to customers that were in financial difficulties and the directors of the Company assessed that the amounts are not expected to be recovered based on past default experience, payment history and subsequent settlement of the customers.

The carrying amounts of the Group's trade receivables are denominated in Renminbi.

#### Ageing of trade receivables that are past due but not impaired

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Overdue by:	已逾期：		
1 to 90 days	1至90日	1,487	41,268
91 to 180 days	91至180日	684	8,279
Over 180 days	超過180日	-	-
Total	總計	<u>2,171</u>	<u>49,547</u>

### 15. 貿易及其他應收款項及按金 一續

並無逾期亦無減值之貿易應收款項乃與眾多並無近期違約記錄之客戶有關。貿易應收款項於報告期末已逾期，惟本集團並無確認呆賬撥備，原因為信貸質素並無重大變動且有關款項仍被視為可予收回。本集團並無就此等結餘持有任何抵押品或其他信貸加強項目，亦無法定權利可以本集團結欠交易對手之任何款項作抵銷。個別減值之貿易應收款項涉及有財務困難之客戶，本公司董事根據過往被拖欠款項之經驗，客戶付款記錄及其後結算之評估為預計該等金額不能收回。

本集團之貿易應收款項之賬面值以人民幣計值。

#### 已逾期但尚未減值之貿易應收款項之賬齡

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 15. TRADE AND OTHER RECEIVABLES AND DEPOSITS – continued

Movements in the provision for impairment loss of trade receivables

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
As at 1 April	於四月一日	7,280	6,814
Impairment losses reversed	減值虧損撥回	(104)	(846)
Impairment losses recognised	已確認之減值虧損	264	1,662
Disposal of subsidiaries	出售附屬公司	(5,067)	–
Exchange realignment	匯兌調整	(431)	(350)
As at 31 March	於三月三十一日	<u>1,942</u>	<u>7,280</u>

### 15. 貿易及其他應收款項及按金 一續

貿易應收款項減值虧損之撥備變動

#### Ageing of impaired trade receivables

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Over 365 days	超過365日	<u>1,942</u>	<u>7,280</u>

#### 已減值貿易應收款項之賬齡



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 15. TRADE AND OTHER RECEIVABLES AND DEPOSITS – continued

Movement in the provision for impairment loss of other receivables is summarised as follows:

### 15. 貿易及其他應收款項及按金 一續

其他應收款項減值虧損之撥備變動概述如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
As at 1 April	於四月一日	10,439	7,006
Impairment losses reversed	減值虧損撥回	(9)	(64)
Impairment losses recognised	已確認之減值虧損	41	3,933
Disposal of subsidiary	出售附屬公司	(915)	–
Exchange realignment	匯兌調整	(628)	(436)
		<hr/>	<hr/>
As at 31 March	於三月三十一日	<b>8,928</b>	10,439

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 16. DERIVATIVE FINANCIAL INSTRUMENTS

### 16. 衍生金融工具

		Redemption option contract 贖回期權合約 HK\$'000 千港元
As at 1 April 2015	於二零一五年四月一日	284
Fair value change	公平值變動	17
As at 31 March 2016 and 1 April 2016	於二零一六年三月三十一日及 二零一六年四月一日	301
Fair value change	公平值變動	(301)
<b>As at 31 March 2017</b>	<b>於二零一七年三月三十一日</b>	<b>–</b>

Note:

Derivative financial instruments represented the early redemption option element of the convertible note issued by the Group and are measured at fair value by an independent valuer using the binomial tree pricing model ("Binomial Model") at the end of each reporting period.

附註：

衍生金融工具指本集團發行之可換股票據之提早贖回選擇權部份，及於各報告期末由獨立估值師使用二項式樹狀定價模式（「二項式模式」）以公平值計量。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 17. CASH AND CASH EQUIVALENTS AND PLEDGED BANK DEPOSITS

As at 31 March 2017, cash and cash equivalent of the Group included currencies denominated in Renminbi (“RMB”) amounted to approximately HK\$67,751,000 (2016: approximately HK\$209,011,000). The RMB is not freely convertible into other currencies, but conversion of RMB into foreign currencies is subject to the PRC’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorization to conduct foreign exchange business.

Bank balances are deposits with creditworthy banks with no recent history of default.

As at 31 March 2017, no bank deposits of the Group (2016: HK\$6,096,000) were pledged as collateral to secure banking facilities granted to the Group. The pledged bank deposits as at 31 March 2016 carried interest at 3.5% per annum and were denominated in RMB.

### 17. 現金及現金等值項目及已質押銀行存款

於二零一七年三月三十一日，本集團之現金及現金等值項目包括以人民幣（「人民幣」）計值為數約67,751,000 港元（二零一六年：約209,011,000港元）之款項。人民幣不可自由兌換為其他貨幣，惟人民幣兌換為外幣乃須遵守中國之外匯管制條例及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯業務之銀行將人民幣兌換為其他貨幣。

銀行結餘為於近期並無過往拖欠記錄且信譽良好銀行之存款。

於二零一七年三月三十一日，本集團並無銀行存款（二零一六年：6,096,000港元）已作為授予本集團之銀行融資之抵押品而予以抵押。於二零一六年三月三十一日，已抵押銀行存款按年利率3.5厘計息及以人民幣計值。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 18. SHARE CAPITAL

### 18. 股本

		Number of share 股份數目	Amount 金額 HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>		
<i>Ordinary shares</i>	<i>普通股</i>		
<b>Ordinary shares of HK\$0.01 each</b>	<b>每股面值0.01港元之普通股</b>		
– at 1 April 2015, 31 March 2016, 1 April 2016 and 31 March 2017	– 於二零一五年四月一日、 二零一六年三月三十一日 二零一六年四月一日及 二零一七年三月三十一日	<b>110,000,000,000</b>	<b>1,100,000</b>
<i>Non-voting convertible preference shares</i>	<i>無投票權可換股優先股</i>		
<b>Non-voting convertible preference shares of HK\$0.01 each</b>	<b>每股面值0.01港元之無投票權 可換股優先股</b>		
<b>preference shares of HK\$0.01 each</b>	<b>每股面值0.01港元之優先股</b>		
– at 1 April 2015, 31 March 2016, 1 April 2016 and 31 March 2017	– 於二零一五年四月一日、 二零一六年三月三十一日、 二零一六年四月一日及 二零一七年三月三十一日	<b>40,000,000,000</b>	<b>400,000</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 18. SHARE CAPITAL – continued

### 18. 股本－續

		Number of share 股份數目	Amount 金額 HK\$'000 千港元
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
<i>Ordinary shares</i>	<i>普通股</i>		
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股		
– at 1 April 2015	– 於二零一五年四月一日	1,661,589,944	16,616
– exercise of share options (Note (b))	– 行使購股權 (附註(b))	37,660,000	377
		<hr/>	<hr/>
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股		
– at 31 March 2016 and 1 April 2016	– 於二零一六年三月三十一日及 二零一六年四月一日	1,699,249,944	16,993
– Issue of share under placing, net of transaction cost (Note (c))	– 根據配售發行股份，扣除交易 成本 (附註(c))	339,000,000	3,390
– Issue of share due to acquisition of subsidiary (Note (d))	– 因收購附屬公司發行股份 (附註(d))	320,000,000	3,200
		<hr/>	<hr/>
<b>Ordinary shares of HK\$0.01 each</b>	<b>每股面值0.01港元之普通股</b>		
<b>– at 31 March 2017</b>	<b>– 於二零一七年三月三十一日</b>	<u>2,358,249,944</u>	<u>23,583</u>
<i>Non-voting convertible preference shares</i> (note (a))	<i>無投票權可換股優先股 (附註(a))</i>		
Non-voting convertible preference shares of HK\$0.01 each	每股面值0.01港元之無投票權 可換股優先股		
– at 1 April 2015, 31 March 2016, 1 April 2016, 31 March 2017	– 於二零一五年四月一日、 二零一六年三月三十一日、 二零一六年四月一日及 二零一七年三月三十一日	98,500,000	985
		<hr/>	<hr/>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 18. SHARE CAPITAL – continued

Note:

- (a) The preference shares are non-voting shares. The holders of the preference shares are entitled to receive the same dividends as the holders of ordinary shares. In addition, the holders of the preference shares have the right to convert any preference share into the Company's ordinary shares at any time at the conversion price at the rate of 1 to 1 each. The conversion price will be subject to adjustments only upon occurrence of certain dilutive events.
- (b) During the year ended 31 March 2016, share options of 2,500,000 and 35,160,000 were exercised at the subscription price of HK\$0.5 and HK\$0.68 per share respectively. The total cash consideration of the issuance 37,660,000 shares were approximately HK\$25,159,000 and approximately HK\$7,541,000 was transferred from the share option reserve to share capital and share premium upon the exercise of the share options.
- (c) On 10 August 2016, 339,000,000 shares were issued by way of placing at a price of HK\$0.31 share for net proceed of approximately HK\$102,262,000 in respect of the purpose for the payment of the refundable deposit in relation to acquisition of subsidiaries, early redemption of part of the outstanding Promissory Notes and used for general working capital for the Group.
- (d) On 30 September 2016, 320,000,000 shares were issued by the Company as part of the consideration of acquisition of Glowing Smart Group, the share price as at the completion date was HK\$0.37 per share.

All the shares issued during the year rank pari passu with the then existing shares in all respects.

### 18. 股本—續

附註：

- (a) 優先股為無投票權股份。優先股持有人有權獲發與普通股持有人相同之股息。此外，優先股持有人有權隨時按1:1之比率按換股價將任何優先股轉換成本公司普通股。換股價僅於發生若干攤薄事項時方可予以調整。
- (b) 於截至二零一六年三月三十一日止年度內，2,500,000份及35,160,000份購股權分別按每股0.5港元及0.68港元之認購價獲行使。發行37,660,000股股份之總現金代價約為25,159,000港元，而於購股權獲行使後，約7,541,000港元由購股權儲備轉撥至股本及股份溢價。
- (c) 於二零一六年八月十日，本公司透過按每股0.31港元之價格配售之方式發行339,000,000股股份籌集所得款項淨額約102,262,000港元以支付收購附屬公司之可退回按金、提早贖回部分尚未償還承兌票據及用作本集團一般運營資金。
- (d) 於二零一六年九月三十日，本公司發行320,000,000股股份作為收購卓煒集團之部分代價，股價於完成日期為每股0.37港元。

年內發行之所有股份在各方面均與當時之現有股份享有同等地位。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 19. RESERVES

- (a) The contributed surplus of the Company represents the difference between the aggregate net assets of the subsidiaries acquired by the Company under the group reorganisation in 2001 and the nominal amount of the Company's shares issued for the acquisition.
- (b) During the year ended 31 March 2016, the Company had no distributable reserves (including share premium, capital reserve and retained profits/(accumulated loss)). Under the Companies Law (Revised) Chapter 22 of the Cayman Islands, the share premium account of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its Memorandum and Articles of Association and provided that immediately following the distribution or dividend the Company is able to pay its debt as they fall due in the ordinary course of business. In accordance with the Company's Articles of Association, dividends shall be distributed out of the retained profits or other reserves, including the share premium account and capital reserve of the Company.
- (c) As at 31 March 2017, the Company had negative revaluation reserve of approximately HK\$754,000, which was generated from the loss of fair value change for the available-for-sale financial assets.

### 19. 儲備

- (a) 本公司之繳入盈餘指本公司根據於二零零一年之集團重組所收購之附屬公司之總資產淨值與本公司就收購發行之股份之面值兩者間之差額。
- (b) 截至二零一六年三月三十一日止年度，本公司概無可供分派儲備（包括股份溢價、資本儲備及保留溢利／（累計虧損））。根據開曼群島公司法（經修訂）第22章，在本公司之組織章程大綱及細則規限下，如緊隨分派或派息後本公司有能力償還其於日常業務過程中到期之債務，則本公司之股份溢價賬可以分派或以股息方式派付予股東。根據本公司之組織章程細則，股息須自本公司保留溢利或其他儲備（包括股份溢價賬及資本儲備）撥付。
- (c) 於二零一七年三月三十一日，本公司有負重估儲備約754,000港元，其由可供出售金融資產公平值變動之虧損產生。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 20. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

As at 31 March 2017

### 20. 本公司之財務狀況表

於二零一七年三月三十一日

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>ASSETS</b>	<b>資產</b>		
<b>Non-current assets</b>	<b>非流動資產</b>		
Interests in subsidiaries	於附屬公司之權益	108,692	279,703
Property, plant and equipment	物業、廠房及設備	9	12
		<b>108,701</b>	<b>279,715</b>
<b>Current assets</b>	<b>流動資產</b>		
Other receivables and deposits	其他應收款項及按金	373	382
Derivative financial instruments	衍生金融工具	-	301
Cash and bank balances	現金及銀行結餘	13,175	15,905
Amounts due from subsidiaries	應收附屬公司款項	174,324	60,268
		<b>187,872</b>	<b>76,856</b>
<b>Total assets</b>	<b>資產總值</b>	<b>296,573</b>	<b>356,571</b>
<b>EQUITY</b>	<b>權益</b>		
<b>Capital and reserves</b>	<b>資本及儲備</b>		
Share capital	股本	24,568	17,978
Reserves	儲備	(53,115)	(26,989)
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>	<b>(28,547)</b>	<b>(9,011)</b>
<b>LIABILITIES</b>	<b>負債</b>		
<b>Current liabilities</b>	<b>流動負債</b>		
Accruals and other payables	應計費用及其他應付款項	1,256	1,109
Amounts due to subsidiaries	應付附屬公司款項	284,209	284,180
		<b>285,465</b>	<b>285,289</b>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 20. STATEMENT OF FINANCIAL POSITION OF THE COMPANY – continued

As at 31 March 2017

### 20. 本公司之財務狀況表 – 續

於二零一七年三月三十一日

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Convertible note	可換股票據	6,444	5,911
Promissory note	承兌票據	33,021	74,104
Deferred taxation	遞延稅項	190	278
		<b>39,655</b>	<b>80,293</b>
<b>Total liabilities</b>	<b>負債總額</b>	<b>325,120</b>	<b>365,582</b>
<b>Total equity and liabilities</b>	<b>權益及負債總額</b>	<b>296,573</b>	<b>356,571</b>
<b>Net current liabilities</b>	<b>流動負債淨額</b>	<b>(97,593)</b>	<b>(208,433)</b>
<b>Total assets less current liabilities</b>	<b>資產總值減流動負債</b>	<b>11,108</b>	<b>71,282</b>

The financial statements were approved and authorised for issue by the Board of Directors on 16 June 2017 and signed on its behalf by:

財務報表於二零一七年六月十六日由董事會批准及授權刊發，並由下列董事代表簽署：

**Jiang Tao**  
Director

**Yung Ka Chun**  
Director

董事  
蔣濤

董事  
翁嘉晉

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 21. RESERVE OF THE COMPANY

### 21. 本公司儲備

		Share premium	Capital reserve	Share-based payment reserve 以股份為基礎之 付款儲備	Contributed surplus 繳入盈餘	Convertible note reserve 可換股票據 儲備	Accumulated losses 累計虧損	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 1 April 2015	於二零一五年四月一日	318,938	295,610	188	1,452	2,537	(657,595)	(38,870)
Equity-settled share-based payments	以權益結算並以股份為 基礎之付款	-	-	19,376	-	-	-	19,376
Exercise of share options	行使購股權	32,323	-	(7,541)	-	-	-	24,782
Loss for the year	本年度虧損	-	-	-	-	-	(32,277)	(32,277)
As at 31 March 2016 and 1 April 2016	於二零一六年三月三十一日 及二零一六年四月一日	351,261	295,610	12,023	1,452	2,537	(689,872)	(26,989)
Equity-settled share-based payments	以權益結算並以股份為 基礎之付款	-	-	4,401	-	-	-	4,401
Lapse of share option	購股權失效	-	-	(144)	-	-	144	-
Acquisition of subsidiaries	收購附屬公司	115,200	-	-	-	-	-	115,200
Issue of shares pursuant to placing, net	根據配售發行股份淨額	98,872	-	-	-	-	-	98,872
Distribution in specie	實物分派	(165,094)	-	-	-	-	-	(165,094)
Loss for the year	本年度虧損	-	-	-	-	-	(79,505)	(79,505)
<b>As at 31 March 2017</b>	<b>於二零一七年三月三十一日</b>	<b>400,239</b>	<b>295,610</b>	<b>16,280</b>	<b>1,452</b>	<b>2,537</b>	<b>(769,233)</b>	<b>(53,115)</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 22. TRADE AND OTHER PAYABLES

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Trade payables	貿易應付款項	17,885	182,448
Bills payables	應付票據	–	16,308
Receipts in advance	預收款項	1,027	18,989
Accruals and other payables	應計費用及其他應付款項	19,894	54,026
		<b>38,806</b>	<b>271,771</b>

Included in the Group's receipts in advance as at 31 March 2017 were deposits received from customers of approximately HK\$357,000 (2016: HK\$17,986,000).

Included in trade and other payables are trade payables of approximately HK\$17,885,000 (2016: HK\$182,448,000). The ageing analysis of trade payables is as follows:

本集團於二零一七年三月三十一日之預收款項包括自客戶收取之按金約357,000港元(二零一六年:約17,986,000港元)。

貿易應付款項約17,885,000港元(二零一六年:182,448,000港元)已計入貿易及其他應付款項。貿易應付款項之賬齡分析如下:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
0 to 90 days	0至90日	9,003	116,071
91 to 180 days	91至180日	1,938	32,770
181 to 365 days	181至365日	2,052	13,274
Over 365 days	超過365日	4,892	20,333
		<b>17,885</b>	<b>182,448</b>

The average credit period on purchases of certain goods is in range from 30 to 90 days.

購買若干貨品之平均信貸期為介乎30日至90日。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 23. BANK BORROWINGS

### 23. 銀行借貸

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Bank borrowings – secured (Notes (a) and (b))	銀行借貸 – 有抵押 (附註(a)及(b))	<u>13,081</u>	<u>50,395</u>
Carrying amount repayable: Within one year shown under current liabilities		<u>13,081</u>	<u>50,395</u>

Notes:

- (a) As at 31 March 2017, the secured bank borrowings of approximately HK\$13,081,000 (2016: approximately HK\$35,997,000) carries variable interest rate at 6.53% (2016: 4.30% to 5.66%) per annum.

As at 31 March 2016, secured bank borrowings of approximately HK\$14,398,000 carried fixed interest rate at 6.42% per annum.

As at 31 March 2017 and 2016, the secured bank borrowings were secured by certain prepaid lease payment (Note 7), and were secured by personal guarantee by a director of a subsidiary.

- (b) The carrying amount of the Group's bank borrowings are all denominated in RMB.

附註：

- (a) 於二零一七年三月三十一日，有抵押銀行借貸約13,081,000港元（二零一六年：約35,997,000港元）乃以6.53厘（二零一六年：4.30厘至5.66厘）之浮動年利率計息。

於二零一六年三月三十一日，有抵押銀行借貸約14,398,000港元按固定年利率6.42%計息。

於二零一七年及二零一六年三月三十一日，有抵押銀行借貸乃以若干預付租賃款項（附註7）及附屬公司董事之個人擔保作抵押。

- (b) 本集團之銀行借貸之賬面值均以人民幣計值。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 24. AMOUNTS DUE TO NON-CONTROLLING SHAREHOLDERS

Amounts due to non-controlling shareholders are unsecured, interest free and repayable on demand.

### 25. CONVERTIBLE NOTE

On 9 May 2007, the Group acquired the entire issued share capital of Hero Vision at a consideration of HK\$157,300,000, of which HK\$33,000,000 was satisfied by the issue of convertible note (the "Convertible Note"). The Convertible Note initially matures at the second anniversary of the issue date. On 8 May 2009, the maturity date of Convertible Note was extended from 8 May 2009 to 9 May 2017. The conversion price share was HK\$1.90.

The Convertible Note contains three components, redemption option, liability and equity elements. The equity element is presented in equity heading "Convertible note reserve". The effective interest rate of the liability component is 10.97%.

The fair value of the liability component was calculated using a market interest rate for an equivalent non-convertible bond. The residual amount, representing the value of the equity conversion component, was included in shareholders' equity in convertible note reserve.

### 24. 應付非控股股東之款項

應付非控股股東之款項為無抵押、免息及須按要求償還。

### 25. 可換股票據

於二零零七年五月九日，本集團以代價157,300,000港元收購雄景全部已發行股本，代價中33,000,000港元已透過發行可換股票據（「可換股票據」）支付。可換股票據於發行日期起計滿兩週年初次到期。於二零零九年五月八日，可換股票據之到期日已由二零零九年五月八日延遲至二零一七年五月九日。換股價為1.90港元。

可換股票據包括贖回選擇權、負債及權益三部分。權益部分於權益賬「可換股票據儲備」項下呈列。負債部分之實際利率為10.97厘。

負債部分之公平值乃以等值非可換股債券之市場利率計算。剩餘金額為權益轉換部分之價值，乃計入可換股票據儲備之股東權益內。

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## 綜合財務報表附註

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

### 25. CONVERTIBLE NOTE – continued

The Convertible Note which issued on 9 May 2007 (the “Convertible Note I”) recognised in the consolidated statement of financial position was calculated as follows:

		HK\$'000 千港元
Fair value of Convertible Note issued on 9 May 2007	於二零零七年五月九日發行之可換股票據一之公平值	54,750
Derivative financial instruments	衍生金融工具	514
Equity component	權益部分	(25,125)
Liability component on initial recognition and amortised cost at 9 May 2007	初步確認時之負債部分及於二零零七年五月九日之攤銷成本	30,139
Amortised cost as at 1 April 2015	於二零一五年四月一日之攤銷成本	5,432
Interest expense	利息開支	609
Interest payable	應付利息	(130)
Amortised cost as at 31 March 2016 and 1 April 2016	於二零一六年三月三十一日及二零一六年四月一日之攤銷成本	5,911
Interest expense	利息開支	663
Interest payable	應付利息	(130)
<b>As at 31 March 2017</b>	<b>於二零一七年三月三十一日</b>	<b>6,444</b>

As at 31 March 2017, the outstanding principal amount of Convertible Note was HK\$6,500,000 (2016: HK\$6,500,000).

Interest expense on the Convertible Note I is calculated using the effective interest method by applying the effective interest rate of 10.97% to the liability component.

The Convertible Note issued on 1 June 2015 (the “Convertible Note II”), the maturity date of Convertible Note II was from 1 June 2015 to 31 May 2017. The conversion share price was HK\$0.65.

### 25. 可換股票據－續

於綜合財務狀況表確認之於二零零七年五月九日發行之可換股票據（「可換股票據一」）之計算如下：

於二零一七年三月三十一日，可換股票據之尚未償還本金額為6,500,000港元（二零一六年：6,500,000港元）。

可換股票據一之利息開支乃應用實際利息法根據負債部分之實際利率10.97厘計算。

可換股票據二於二零一五年六月一日發行（「可換股票據二」），可換股票據二之到期日由二零一五年六月一日至二零一七年五月三十一日。換股價為0.65港元。

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## 綜合財務報表附註

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

### 25. CONVERTIBLE NOTE – continued

The Convertible Note II contains two components, liability and equity elements. The equity element is presented in equity heading “Convertible notes reserve”.

The fair value of the liability component was calculated using a market interest rate for an equivalent non-convertible bond. The residual amount, representing the value of the equity conversion component, was included in shareholders’ equity in convertible note reserve.

The Convertible Note II recognised in the consolidated statement of financial position was calculated as follows:

### 25. 可換股票據－續

可換股票據二包括負債及權益兩部分。權益部分於權益賬「可換股票據儲備」項下呈列。

負債部分之公平值乃以等值非可換股債券之市場利率計算。剩餘金額為權益轉換部分之價值，乃計入可換股票據儲備之股東權益內。

於綜合財務狀況表確認之可換股票據二之計算如下：

		HK\$'000 千港元
Fair value of Convertible Note II issued on 1 June 2015	於二零一五年六月一日發行之可換股票據二之公平值	84,292
Equity component	權益部分	(9,866)
Liability component on initial recognition and amortised cost as at 1 June 2015	初步確認時之負債部分及於二零一五年六月一日之攤銷成本	74,426
Amortised cost as at 1 April 2015	於二零一五年四月一日之攤銷成本	–
Issue of Convertible Note II	發行可換股債券二	74,426
Transaction costs attributable to issue of Convertible Note II	發行可換股債券二應佔交易成本	(1,825)
Interest expense	利息開支	8,277
Interest payable	應付利息	(3,611)
Amortised cost as at 31 March 2016 and 1 April 2016	於二零一六年三月三十一日及二零一六年四月一日之攤銷成本	77,267
Interest expense	利息開支	9,454
Interest payable	應付利息	(4,115)
Disposal of subsidiaries (Note 13)	出售附屬公司(附註13)	(82,606)
<b>As at 31 March 2017</b>	<b>於二零一七年三月三十一日</b>	<b>–</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 25. CONVERTIBLE NOTE – continued

During the year, the Company had disposed the Wanjia Group by way of distribution in specie, since the Wanjia Group is no longer the subsidiaries of the Company, the Convertible Notes II was disrecognised as at the completion date of the distribution.

Interest expense on the Convertible Note II is calculated using the effective interest method by applying the effective interest rate of 13.11% to the liability component.

### 26. PROMISSORY NOTE

On 8 March 2010, the Company issued promissory note (the “Promissory Note”) in a principal amount of HK\$290,000,000 due on 7 March 2020. The Promissory Note was issued for acquiring the entire issued share capital of Nurture Fit Limited and bear interest at 1% per annum, payable semi-annually in arrears. The effective interest rate is 3%.

### 25. 可換股票據－續

年內，本公司以實物分派方式出售萬嘉集團，由於萬嘉集團將不再為本公司之附屬公司，可換股票據二於分派完成日期已取消確認。

可換股票據二之利息開支乃應用實際利息法根據負債部分之實際利率13.11厘計算。

### 26. 承兌票據

於二零一零年三月八日，本公司發行本金額290,000,000港元並將於二零二零年三月七日到期之承兌票據（「承兌票據」）。承兌票據乃為收購葆宜有限公司全部已發行股本而發行，按年利率1厘計息，每半年派息一次。實際利率為3厘。

		HK\$'000 千港元
As at 1 April 2015	於二零一五年四月一日	72,712
Interest expense	利息開支	2,192
Interest payable	應付利息	(800)
As at 31 March 2016 and 1 April 2016	於二零一六年三月三十一日及 二零一六年四月一日	74,104
Early redemption	提早贖回	(41,970)
Interest expense	利息開支	1,384
Interest payable	應付利息	(497)
<b>As at 31 March 2017</b>	<b>於二零一七年三月三十一日</b>	<b>33,021</b>



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 26. PROMISSORY NOTE – continued

During the year ended 31 March 2017, aggregate amount of approximately HK\$41,970,000 was early redeemed by the Company. Loss on early redemption of approximately HK\$3,030,000 was recognised in relation to the early redemption.

As at 31 March 2017, the outstanding principal of the Promissory Note was HK\$35,000,000 (2016: HK\$80,000,000).

### 27. DEFERRED TAX LIABILITIES

The following are the major deferred tax balances recognised and movements thereon during the current and prior year:

Deferred tax liabilities:

### 26. 承兌票據－續

於截至二零一七年三月三十一日止年度，本公司提早贖回總額為41,970,000港元之承兌票據。就提早贖回確認提早贖回之虧損約3,030,000港元。

於二零一七年三月三十一日，承兌票據之尚未償還本金額為35,000,000港元（二零一六年：80,000,000港元）。

### 27. 遞延稅項負債

以下為本年度及過往年度確認之主要遞延稅項結餘及其中之變動：

遞延稅項負債：

		Convertible notes 可換股票據 HK\$'000 千港元
As at 1 April 2015	於二零一五年四月一日	357
Issuance of Convertible Note	發行可換股票據	1,929
Credited to profit or loss (Note 34)	計入損益（附註34）	(1,445)
		<hr/>
As at 31 March 2016 and 1 April 2016	於二零一六年三月三十一日及 二零一六年四月一日	841
Disposal of subsidiaries (Note 13)	出售附屬公司（附註13）	(122)
Credited to profit or loss (Note 34)	計入損益（附註34）	(529)
		<hr/>
<b>As at 31 March 2017</b>	<b>於二零一七年三月三十一日</b>	<b>190</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 27. DEFERRED TAX LIABILITIES – continued

At the end of the reporting period, the Group has unutilised tax losses of approximately HK\$41,654,000 (2016: HK\$41,695,000) available to set off against future assessable profits. No deferred tax asset has been recognised in respect of the unutilised tax losses due to the unpredictability of future profits streams of the subsidiaries which incurred the tax losses. These tax losses in Hong Kong may be carried forward indefinitely and the tax losses in PRC may be expired within five years.

### 28. SHARE OPTION SCHEME

#### Post-listing share options

Pursuant to the post-listing share option scheme adopted by the Company on 20 April 2002, the Company may grant options at HK\$1 per offer to any director, employee, any supplier of goods or services, any customer, any person or entity that provides research, development or other technical support or any shareholder of the Group or any investee or any holder of any securities issued by any member of the Group or any investee, for the primary purpose of providing incentives to them, to subscribe for shares in the Company. The total number of shares in respect of which options may be granted under the post-listing share option scheme shall not exceed 10% of the issued share capital of the Company from time to time. No participant shall be granted an option, if exercise in full, would result in the total number of shares already issued under all the options granted to him or her that are for the time being subsisting and unexercised in any 12-month period would exceed 1% of the total number of shares in issue. The exercise price of the share will be determined at the higher of the average of closing prices of the shares on the Stock Exchange on the five trading days immediately preceding the date of grant of the options; the closing price of the shares on the Stock Exchange on the date of grant; and the nominal value of the shares. The share options are exercisable for a period not later than 10 years from the date of grant.

### 27. 遞延稅項負債 – 續

於報告期末，本集團之未動用稅務虧損約41,654,000港元（二零一六年：41,695,000港元）可用作抵銷未來應課稅溢利。由於產生稅務虧損之附屬公司之未來溢利來源屬不可測，故並無就未動用稅務虧損確認遞延稅項資產。該等香港稅務虧損可無限期結轉及中國稅務虧損可能於五年內到期。

### 28. 購股權計劃

#### 上市後購股權

根據本公司於二零零二年四月二十日採納之上市後購股權計劃，本公司可以每項授出購股權建議收取1港元之代價向本集團任何董事、僱員、任何貨品或服務供應商、任何客戶以及提供研究、開發或其他技術支援之任何人士或實體，或本集團或任何受投資實體之任何股東或本集團任何成員公司或受投資實體所發行任何證券之任何持有人授出可認購本公司股份之購股權，以獎勵上述人士。根據上市後購股權計劃可予授出之購股權涉及之股份總數不得超過本公司不時已發行股本10%。倘於悉數行使後，將導致於任何十二個月期間根據授予一名參與者之全部於當時已存在且尚未行使之購股權而已發行之股份總數，超逾已發行股份總數1%，則不得向該參與者授出購股權。股份之行使價將以股份於緊接授出購股權日期前五個交易日在聯交所之平均收市價；股份於授出日期在聯交所之收市價；及股份面值三者中之較高者釐定。購股權可於不遲於自授出日期起計10年之期間內行使。

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## 綜合財務報表附註

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

### 28. SHARE OPTION SCHEME – continued

#### Post-listing share options – continued

The Company also adopted a new share option scheme (the “New Share Option Scheme”) on 10 August 2011, the Company may grant options not less than the highest of (1) the closing price of the shares as stated in the daily quotations sheet of the Stock Exchange on the date of grant, which must be a business day; (2) the average closing price of the shares as stated in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the date of the grant; and (3) the nominal value of the share on the date of grant to any employee of the Company or any of its subsidiaries including any executive and non-executive directors of the Company or any of its subsidiaries, and any suppliers, consultants, agents and advisers or any person who, in the sole discretion of the Board, has contributed or may contribute to the Group. The total numbers of shares may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the relevant class of shares in issue from time to time. No options may be granted under the New Share Option Scheme or any other share option schemes of the Company if this will result in this limit being exceeded. Any grant of options to a connected person (including but not limited to a director, chief executive or substantial shareholder) or its associates must be approved by the independent non-executive directors (excluding any independent non-executive director who is the grantee of the options). No participant shall be granted an option, if exercise in full, would result in the total number of share issued and to be issued upon exercise of the options granted to him or her that for the time being subsisting and unexercised in any 12-month period would exceed 1% of the total number of shares in issue. The share options are exercisable for a period not later than 10 years from the date of grant but subject to the early termination of the New Share Option Scheme.

### 28. 購股權計劃 – 續

#### 上市後購股權 – 續

本公司亦於二零一一年八月十日採納新購股權計劃（「新購股權計劃」）。本公司可向本公司或其任何附屬公司之任何僱員，包括本公司或其任何附屬公司之任何執行及非執行董事，及任何供應商、顧問、代理及諮詢人或董事會全權酌情認為對本集團曾經或可能作出貢獻之任何人士，授出購股權，惟行使價不得低於下列各項最高者：(1)聯交所每日報價表所報股份於授出日期（須為營業日）之收市價；(2)聯交所每日報價表所報股份於緊接授出日期前五個營業日之平均收市價；及(3)股份於授出日期之面值。因行使根據新購股權計劃及本公司任何其他購股權計劃授出而尚未行使的所有購股權而可發行的股份總數，不得超過不時相關類別已發行股份的30%。若有關行使將導致此上限被超逾，則不可根據新購股權計劃或本公司任何其他購股權計劃授出購股權。向關連人士（包括但不限於董事、主要行政人員或主要股東）或其聯繫人士授出任何購股權，均須獲得獨立非執行董事（不包括身為購股權承授人的任何獨立非執行董事）批准。任何參與者概不會獲授購股權，倘悉數行使後，將導致於任何十二個月期間因行使其獲授的購股權（當時續存及未獲行使者）而已發行及將予發行的股份總數超過已發行股份總數的1%。購股權可於不遲於自授出日期起計10年之期間內予以行使，惟須受提早終止新購股權計劃所規限。

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

### 28. SHARE OPTION SCHEME – continued

#### Post-listing share options – continued

Details of the movements in the number of share options during the year are as follows:

### 28. 購股權計劃－續

#### 上市後購股權－續

年內購股權數目變動詳情如下：

Type of Participants	Number of share options 購股權數目				Outstanding as at 31 March 2017 於二零一七年 三月三十一日 尚未行使	Date of grant	Exercise price per share 每股 行使價	Exercise period
	Outstanding as at 1 April 2016 於二零一六年 四月一日 尚未行使	Granted during the year 年內 授出	Exercised during the year 年內 行使	Lapsed during the year 年內 失效				
<b>Directors</b> <b>董事</b>								
Mr. Zheng Gang 鄭鋼先生	4,410,000	-	-	-	4,410,000	16 April 2015 二零一五年 四月十六日	HK\$0.68 0.68港元	18 April 2015 to 17 April 2018 二零一五年四月十八日至 二零一八年四月十七日
Dr. Jiang Tao 蔣濤博士	4,410,000	-	-	-	4,410,000	16 April 2015 二零一五年 四月十六日	HK\$0.68 0.68港元	18 April 2015 to 17 April 2018 二零一五年四月十八日至 二零一八年四月十七日
Dr. Huang Jiaqing 黃加慶醫生	4,200,000	-	-	-	4,200,000	16 April 2015 二零一五年 四月十六日	HK\$0.68 0.68港元	18 April 2015 to 17 April 2018 二零一五年四月十八日至 二零一八年四月十七日

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## 綜合財務報表附註

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

### 28. SHARE OPTION SCHEME – continued

#### Post-listing share options – continued

### 28. 購股權計劃 – 續

#### 上市後購股權 – 續

Type of Participants	Number of share options 購股權數目				Outstanding as at 31 March 2017 於二零一七年三月三十一日 尚未行使	Date of grant 授出日期	Exercise price per share 每股 行使價	Exercise period 行使期
	Outstanding as at 1 April 2016 於二零一六年四月一日 尚未行使	Granted during the year 年內 授出	Exercised during the year 年內 行使	Lapsed during the year 年內 失效				
Mr. Yung Ka Chun (appointed as the Company executive director on 20 April 2015) 翁嘉晉先生 (於二零一五年四月二十日獲委任為本公司執行董事)	3,960,000	-	-	-	3,960,000	16 April 2015 二零一五年四月十六日	HK\$0.68 0.68港元	18 April 2015 to 17 April 2018 二零一五年四月十八日至二零一八年四月十七日
Dr. Wong Yu Man, James 王裕民醫生	1,000,000	-	-	-	1,000,000	16 April 2015 二零一五年四月十六日	HK\$0.68 0.68港元	18 April 2015 to 17 April 2018 二零一五年四月十八日至二零一八年四月十七日
Mr. Tang Xun 湯珣先生	3,000,000	-	-	-	3,000,000	16 April 2015 二零一五年四月十六日	HK\$0.68 0.68港元	18 April 2015 to 17 April 2018 二零一五年四月十八日至二零一八年四月十七日
Employees 僱員	459,739	-	-	(459,739)	-	13 July 2006 二零零六年七月十三日	HK\$3.61 3.61港元	13 July 2006 to 12 July 2016 二零零六年七月十三日至二零一六年七月十二日
	1,042,253	-	-	(1,042,253)	-	21 March 2007 二零零七年三月二十一日	HK\$2.94 2.94港元	21 March 2007 to 20 March 2017 二零零七年三月二十一日至二零一七年三月二十日
	450,000	-	-	-	450,000	30 March 2009 二零零九年三月三十日	HK\$0.50 0.50港元	30 September 2009 to 29 March 2019 二零零九年九月三十日至二零一九年三月二十九日
	43,660,000	-	-	-	43,660,000	16 April 2015 二零一五年四月十六日	HK\$0.68 0.68港元	18 April 2015 to 17 April 2018 二零一五年四月十八日至二零一八年四月十七日
	66,591,992	-	-	(1,501,992)	65,090,000			
Weighted average exercise price 加權平均行使價	HK\$0.73 0.73港元	-	-	HK\$3.15 3.15港元	HK\$0.68 0.68港元			

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## 綜合財務報表附註

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

### 28. SHARE OPTION SCHEME – continued

#### Post-listing share options – continued

Details of the movements in the number of share options during the year are as follows:

### 28. 購股權計劃 – 續

#### 上市後購股權 – 續

年內購股權數目變動詳情如下：

Type of Participants 參與者 類別	Number of share options 購股權數目					Outstanding at 31 March 2016 於二零一六年 三月三十一日 尚未行使	Date of grant 授出日期	Exercise price per share 每股 行使價	Exercise period 行使期
	Outstanding at 1 April 2015 於二零一五年 四月一日 尚未行使	Granted during the year 年內 授出	Exercised during the year 年內 行使	Cancelled during the year 年內 註銷	Lapsed during the year 年內 失效				
<b>Directors</b> <b>董事</b>									
Mr. Yung Kwok Leong (Resigned as the Company executive director on 20 April 2015) 翁國亮先生 (於二零一五年 四月二十日辭任本公司執行董事)	1,700,000	-	(1,700,000)	-	-	30 March 2009	HK\$0.50	30 September 2009 to 29 March 2019	
Mr. Zheng Gang 鄭鋼先生	-	7,350,000	(2,940,000)	-	4,410,000	16 April 2015	HK\$0.68	18 April 2015 to 17 April 2018	
Dr. Jiang Tao 蔣濤博士	800,000	-	(800,000)	-	-	30 March 2009	HK\$0.50	30 September 2009 to 29 March 2019	
Dr. Huang Jiaqing 黃加慶醫生	-	7,350,000	(2,940,000)	-	4,410,000	16 April 2015	HK\$0.68	18 April 2015 to 17 April 2018	
	-	7,000,000	(2,800,000)	-	4,200,000	16 April 2015	HK\$0.68	18 April 2015 to 17 April 2018	
	-	7,350,000	(2,940,000)	-	4,410,000	16 April 2015	HK\$0.68	18 April 2015 to 17 April 2018	
	-	7,000,000	(2,800,000)	-	4,200,000	16 April 2015	HK\$0.68	18 April 2015 to 17 April 2018	

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## 綜合財務報表附註

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

### 28. SHARE OPTION SCHEME – continued

#### Post-listing share options – continued

### 28. 購股權計劃 – 續

#### 上市後購股權 – 續

Type of Participants 參與者類別	Number of share options 購股權數目					Outstanding at 31 March 2016 於二零一六年 三月三十一日 尚未行使	Date of grant 授出日期	Exercise price per share 每股 行使價	Exercise period 行使期
	Outstanding at 1 April 2015 於二零一五年 四月一日 尚未行使	Granted during the year 年內 授出	Exercised during the year 年內 行使	Cancelled during the year 年內 註銷	Lapsed during the year 年內 失效				
Mr. Yung Ka Chun (appointed as the Company executive director on 20 April 2015) 翁嘉晉先生 (於二零一五年 四月二十日獲委任為本公司執行董事)	-	6,600,000	(2,640,000)	-	-	3,960,000	16 April 2015	HK\$0.68	18 April 2015 to 17 April 2018
Dr. Wong Yu Man, James 王裕民醫生	-	1,000,000	-	-	-	1,000,000	16 April 2015	HK\$0.68	18 April 2015 to 17 April 2018
Mr. Tang Xun 湯珣先生	-	3,000,000	-	-	-	3,000,000	16 April 2015	HK\$0.68	18 April 2015 to 17 April 2018
Employees 僱員	459,739	-	-	-	-	459,739	13 July 2006	HK\$3.61	13 July 2006 to 12 July 2016
	1,042,253	-	-	-	-	1,042,253	21 March 2007	HK\$2.94	21 March 2007 to 20 March 2017
	450,000	-	-	-	-	450,000	30 March 2009	HK\$0.50	30 September 2009 to 29 March 2019
	-	67,700,000	(23,840,000)	(200,000)	-	43,660,000	16 April 2015	HK\$0.68	18 April 2015 to 17 April 2018
	4,451,992	100,000,000	(37,660,000)	(200,000)	-	66,591,992			
Weighted average exercise price 加權平均行使價	HK\$1.16 1.16港元	HK\$0.68 0.68港元	HK\$0.67 0.67港元	HK\$0.68 0.68港元	-	HK\$0.73 0.73港元			

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## 綜合財務報表附註

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

### 28. SHARE OPTION SCHEME – continued

#### Post-listing share options – continued

The post-listing share options outstanding at 31 March 2017 had weighted average remaining contractual life of 1.05 (2016: 2.97) years.

Notes:

- (i) The Group recognises the fair value of share options granted as an expense in the consolidated statement of profit or loss and other comprehensive income when they were granted with a corresponding increase being recognised in share-based payment reserve. The employee share-based payment reserve is transferred to share capital and share premium, together with the exercise price, when the option holder exercises its rights. As a transitional provision, the cost of share option granted after 7 November 2002 and had not yet vested on 1 January 2005 were expensed retrospectively in the consolidated statement of profit or loss and other comprehensive income of the respective periods. During the year ended 31 March 2017, HK\$4,401,000 (2016: HK\$19,376,000) share-based payment expenses were recognised.
- (ii) The estimated fair value of each option granted on 13 July 2006, 21 March 2007, 30 March 2009 and 16 April 2015 are approximately HK\$0.226, HK\$0.0384, range from HK\$0.012 to HK\$0.021 and HK\$0.2401 respectively.

### 28. 購股權計劃 – 續

#### 上市後購股權 – 續

於二零一七年三月三十一日尚未行使之上市後購股權之加權平均剩餘合約期限為1.05年(二零一六年: 2.97年)。

附註:

- (i) 本集團於購股權授出時在綜合損益及其他全面收益表內確認已授出購股權之公平值為支出，並於以股份為基礎之付款儲備內確認相應增加。僱員以股份為基礎之付款儲備乃於購股權持有人行使其權利時連同行使價轉撥至股本及股份溢價。作為過渡性條文，於二零零二年十一月七日後授出，但於二零零五年一月一日尚未歸屬之購股權成本乃於有關期間之綜合損益及其他全面收益表內追溯扣除。於截至二零一七年三月三十一日止年度，確認4,401,000港元(二零一六年: 19,376,000)以股份為基礎付款之開支。
- (ii) 於二零零六年七月十三日、二零零七年三月二十一日、二零零九年三月三十日及二零一五年四月十六日授出之每份購股權之估計公平值分別約為0.226港元、0.0384港元、介乎0.012港元至0.021港元及0.2401港元。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 28. SHARE OPTION SCHEME – continued

#### Post-listing share options – continued

Notes: – continued

- (iii) The fair values were calculated using the Binomial Option Pricing Model. The inputs into the model were as follows:

Date of grant	授出日期	Share option grant date			
		13 July 2006 二零零六年 七月十三日	21 March 2007 二零零七年 三月二十一日	30 March 2009 二零零九年 三月三十日	16 April 2015 二零一五年 四月十六日
Stock asset price 股份資產價		HK\$0.83 0.83港元	HK\$0.51 0.51港元	HK\$0.03 0.03港元	HK\$0.594 0.594港元
Exercise price 行使價		HK\$0.627 0.627港元	HK\$0.51 0.51港元	HK\$0.05 0.05港元	HK\$0.68 0.68港元
Expected volatility 預期波幅		57.06%	119.62%	100.13%	71.54%
Risk-free rate 無風險息率		3.984%	3.682%	1.62%	0.664%
Expected dividend yield 預期股息回報		0%	0%	0%	0%

The volatility measured at the standard deviation of expected share price returns is based on statistical analysis of daily prices over the one year immediately preceding the grant date. The above calculation is based on the assumption that there is no material difference between the expected volatility over the whole life of the options and the historical volatility of the shares set out as above.

Because the Binomial Option Pricing Model requires the input of highly subjective assumptions, including the volatility of share price, changes in subjective input assumptions can materially affect the fair value estimate.

- (iv) As at 31 March 2017, 65,090,000 (2016: 66,591,992) share options are exercisable.

### 28. 購股權計劃 – 續

#### 上市後購股權 – 續

附註：– 續

- (iii) 公平值乃以二項式期權定價模式計算。對該模式輸入之資料如下：

按預期股價回報之標準偏差計量之波幅乃根據緊接授出日期前一年之每日價格數據分析。上述計算乃根據於購股權有效期內之預期波幅與上述所載之股份歷史波幅之差距並非重大為假設。

由於二項式期權定價模式需要高度主觀之假設，包括股份價格之波幅，故主觀假設之變動可能重大影響公平值的估計。

- (iv) 於二零一七年三月三十一日，可予行使之購股權數目為65,090,000份（二零一六年：66,591,992份）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 28. SHARE OPTION SCHEME – continued

#### Post-listing share options – continued

Notes: – continued

- (v) In accordance with the terms of share-based arrangement, the share options granted on 30 March 2009 are exercisable in the following manner:
- (a) up to 40% of the share options granted to each grantee shall be exercisable on or after 30 September 2009 to 30 March 2010;
  - (b) up to further 30% of the share options granted to each grantee shall be exercisable on or after 31 March 2010 to 30 March 2011; and
  - (c) all the remaining 30% of the share options granted to each grantee shall be exercisable on or after 31 March 2011 to 30 March 2013, and in each case, not later than 29 March 2019.
- (vi) In accordance with the terms of share-based arrangement, the share options granted on 16 April 2015 are exercisable in the following manner:
- (a) up to 40% of the share options granted to each grantee shall be exercisable on or after 18 April 2015 to 17 April 2016;
  - (b) up to 30% of the share options granted to each grantee shall be exercisable on or after 18 April 2016 to 17 April 2017; and
  - (c) up to 30% of the share options granted to each grantee shall be exercisable on or after 18 April 2017 to 17 April 2018 and in each case, not later than 17 April 2018.

### 28. 購股權計劃 – 續

#### 上市後購股權 – 續

附註：– 續

- (v) 根據以股份為基礎安排之條款，於二零零九年三月三十日授出的購股權可按以下方式行使：
- (a) 最多40%已授予各承授人之購股權可於二零零九年九月三十日或之後至二零一零年三月三十日行使；
  - (b) 額外最多30%已授予各承授人之購股權可於二零一零年三月三十一日或之後至二零一一年三月三十日行使；及
  - (c) 全部餘下30%已授予各承授人之購股權可於二零一一年三月三十一日或之後至二零一三年三月三十日行使，惟於各情況下不得遲於二零一九年三月二十九日行使。
- (vi) 根據以股份為基礎安排之條款，於二零一五年四月十六日授出之購股權可按以下方式行使：
- (a) 最多40%已授予各承授人之購股權可於二零一五年四月十八日或之後至二零一六年四月十七日行使；
  - (b) 最多30%已授予各承授人之購股權可於二零一六年四月十八日或之後至二零一七年四月十七日行使；及
  - (c) 最多30%已授予各承授人之購股權可於二零一七年四月十八日或之後至二零一八年四月十七日行使，於各情況下均不得遲於二零一八年四月十七日。

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## 綜合財務報表附註

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

### 29. REVENUE, OTHER REVENUE AND OTHER LOSS AND GAIN, NET

Revenue represents the aggregate of the net invoiced value received and receivable from third parties in connection with provision of general hospital services and healthcare and hospital management services, after allowances for returns and trade discounts. An analysis of the Group's revenue, other revenue and other loss and gain, net were as follows:

### 29. 收益、其他收益及其他虧損及收益，淨額

收益指就提供綜合性醫院服務及醫療及醫院管理服務已收及應收第三方之淨發票價值總額（扣除退貨及貿易折扣後）。本集團之收益、其他收益及其他虧損及收益，淨額之分析如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (restated) (經重列)
<b>Revenue:</b>	<b>收益：</b>		
<b>Continuing operations</b>	<b>持續經營業務</b>		
Provision of general hospital services	提供綜合性醫院服務	269,515	252,844
<b>Other revenue:</b>	<b>其他收益：</b>		
<b>Continuing operations</b>	<b>持續經營業務</b>		
Bank interest income	銀行利息收入	192	122
Loan interest income	貸款利息收入	198	864
Sundry income	雜項收入	616	1,607
		<b>1,006</b>	<b>2,593</b>
<b>Other loss and gain, net:</b>	<b>其他虧損及收益，淨額：</b>		
<b>Continuing operations</b>	<b>持續經營業務</b>		
Exchange (loss)/gain	匯兌（虧損）／收益	(46)	14
Gain/(loss) on disposal of property, plant and equipment	出售物業、廠房及設備之 收益／（虧損）	1	(214)
Change in fair value of derivative financial instruments	衍生金融工具之公平值變動	(301)	17
Reversal of impairment loss recognised in respect of trade and other receivables	就貿易及其他應收款項確認之 減值虧損撥回	113	227
		<b>(233)</b>	<b>44</b>

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## 綜合財務報表附註

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

### 30. LOSS FROM OPERATIONS

Loss from operations has been arrived at after charging:

### 30. 經營業務虧損

經營業務虧損乃經扣除下列項目後達致：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (restated) (經重列)
<b>Continuing operation</b>	<b>持續經營業務</b>		
Directors' remuneration (Note 31)	董事酬金 (附註31)	6,380	11,659
Other staff's retirement benefits scheme contributions	其他員工之退休福利計劃供款	8,053	8,508
Other staff costs	其他員工成本	62,748	66,811
Other staff share-based payment expenses	其他員工以股份為基礎之付款開支	2,938	12,423
		<u>80,119</u>	<u>99,401</u>
Auditors' remuneration	核數師酬金		
– audit services	– 審計服務	450	1,636
– non-audit services	– 非審計服務	600	336
Loss on early redemption of promissory note	提早贖回承兌票據之虧損	3,030	–
Impairment loss on goodwill	商譽減值虧損	29,490	–
Impairment loss recognised in respect of trade and other receivables	就貿易及其他應收款項確認之減值虧損	305	4,419
Cost of inventories sold	已售存貨成本	68,449	64,861
Amortisation of prepaid lease payments	預付租賃款項攤銷	979	1,040
Depreciation of property, plant and equipment	物業、廠房及設備折舊		
– owned by the Group	– 由本集團擁有	15,612	12,230
Operating lease rentals in respect of land and buildings	有關土地及樓宇之經營租賃租金	14,491	14,130

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 31. DIRECTORS' REMUNERATION

The remuneration of every director for the years ended 31 March 2017 and 2016 are set out below:

### 31. 董事酬金

各董事於截至二零一七年及二零一六年三月三十一日止年度之薪酬情況載列如下：

		Fees 袍金		Salaries and other benefits 薪金及其他福利		Retirement benefits scheme contributions 退休福利計劃供款		Share-based payment expenses 以股份為基礎之付款開支		Total 總計	
		2017	2016	2017	2016	2017	2016	2017	2016	2017	2016
		二零一七年 HK\$'000 千港元	二零一六年 HK\$'000 千港元	二零一七年 HK\$'000 千港元	二零一六年 HK\$'000 千港元	二零一七年 HK\$'000 千港元	二零一六年 HK\$'000 千港元	二零一七年 HK\$'000 千港元	二零一六年 HK\$'000 千港元	二零一七年 HK\$'000 千港元	二零一六年 HK\$'000 千港元
<b>Executive directors</b>	<b>執行董事</b>										
Jiang Tao	蔣濤	-	-	1,690	1,690	18	18	336	1,641	2,044	3,349
Zheng Gang	鄭綱	-	-	1,777	1,807	18	18	336	1,641	2,131	3,466
Huang Jiaqing	黃加慶	-	-	128	120	-	-	321	1,563	449	1,683
Yung Ka Chun	翁嘉晉	-	-	600	568	18	18	287	1,215	905	1,801
Lin Jinzong (appointed on 11 November 2016)	林金宗 (於二零一六年 十一月十一日獲委任)	-	-	140	-	7	-	-	-	147	-
Yung Kwok Leong (resigned on 20 April 2015)	翁國亮 (於二零一五年 四月二十日辭任)	-	-	-	40	-	2	-	-	-	42
		-	-	4,335	4,225	61	56	1,280	6,060	5,676	10,341
<b>Non-executive directors</b>	<b>非執行董事</b>										
Wong Yu Man, James	王裕民	-	-	120	120	6	6	46	223	172	349
Tang Xun	湯珣	-	-	60	59	-	-	137	670	197	729
Chan Chi Ming, Tony (appointed on 11 November 2016)	陳子明 (於二零一六年 十一月十一日獲委任)	-	-	23	-	-	-	-	-	23	-
		-	-	203	179	6	6	183	893	392	1,078
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>										
Wong Ka Wai, Jeanne	黃嘉慧	120	120	-	-	-	-	-	-	120	120
Hu Shanlian	胡善聯	75	60	-	-	-	-	-	-	75	60
Lu Chuanzhen	呂傳真	75	60	-	-	-	-	-	-	75	60
Zhang Bin (appointed on 25 October 2016)	張濱 (於二零一六年 十月二十五日獲委任)	42	-	-	-	-	-	-	-	42	-
		312	240	-	-	-	-	-	-	312	240
		312	240	4,538	4,404	67	62	1,463	6,953	6,380	11,659

During the years ended 31 March 2017, the executive director of the Company, Mr. Jiang Tao was also the chief executive officer of the Company (2016: Mr. Yung).

During the year ended 31 March 2017, no emoluments were paid by the Group to the directors or chief executive officer as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors or chief executive officer has waived or has agreed to waive any emoluments during the year (2016: Nil).

於截至二零一七年三月三十一日止年度內，本公司之執行董事蔣濤先生亦為本公司之行政總裁（二零一六年：翁先生）。

於截至二零一七年三月三十一日止年度，本集團並無向董事或行政總裁支付酬金以吸引其加盟本集團或作為加盟獎金或離職補償。概無董事或行政總裁於本年度放棄任何酬金（二零一六年：無）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 32. EMPLOYEES' EMOLUMENTS

#### Senior management emoluments and five highest paid employees

The five highest paid individuals during the year included four (2016: four) directors. Details of whose remuneration are set out in Note 31 to the consolidated financial statements.

For the year ended 31 March 2017, the details of the remuneration of the remaining one (2016: one) non-directors, highest paid employees are as follows:

### 32. 僱員酬金

#### 高級管理人員酬金及五名最高薪僱員

年內五名最高薪個人包括四名(二零一六年: 四名)董事。彼等之酬金詳情載於綜合財務報表附註31。

截至二零一七年三月三十一日止年度, 餘下一名(二零一六年: 一名)非董事之最高薪僱員之酬金詳情如下:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (restated) (經重列)
Basic salaries and allowances	基本薪金及津貼	1,025	1,413
Retirement benefits scheme contributions	退休福利計劃供款	18	-
Share-based payment expenses	以股份為基礎之付款開支	87	-
		<u>1,130</u>	<u>1,413</u>

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## 綜合財務報表附註

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

### 32. EMPLOYEES' EMOLUMENTS – continued

#### Senior management emoluments and five highest paid employees – continued

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

		2017 二零一七年	2016 二零一六年
Nil to HK\$1,000,000	零至1,000,000港元	–	–
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	1

The emoluments of the senior management (excluding directors) of the Company are within the following band.

		2017 二零一七年	2016 二零一六年
Nil to HK\$1,000,000	零至1,000,000港元	–	–
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	1

During the year, no emoluments were paid by the Group to the senior management or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

None of the senior management or the five highest paid individuals has waived or has agreed to waive any emoluments during the year (2016: Nil).

### 32. 僱員酬金 – 續

#### 高級管理人員酬金及五名最高薪僱員 – 續

酬金屬於下列範圍之該等非董事之最高薪僱員人數：

		2017 二零一七年	2016 二零一六年
Nil to HK\$1,000,000	零至1,000,000港元	–	–
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	1

本公司之高級管理人員（不包括董事）之酬金屬於下列範圍。

		2017 二零一七年	2016 二零一六年
Nil to HK\$1,000,000	零至1,000,000港元	–	–
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	1

於本年度，本集團並無向高級管理人員或五名最高薪人士支付酬金以吸引其加盟本集團或作為加盟獎金或離職補償。

概無高級管理人員或五名最高薪人士於本年度已放棄或同意放棄任何酬金（二零一六年：無）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 33. FINANCE COSTS

### 33. 財務費用

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (restated) (經重列)
<b>Continuing operation</b>	<b>持續經營業務</b>		
Interest on:	以下項目之利息：	<b>1,068</b>	298
– bank borrowing	– 銀行借貸		
– convertible note (Note 25)	– 可換股票據 (附註25)	<b>663</b>	609
– promissory note (Note 26)	– 承兌票據 (附註26)	<b>1,384</b>	2,192
		<b>3,115</b>	3,099



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 34. TAXATION

The Group is subject to income tax on an entity basis on profits arising or derived from the jurisdictions in which members of the Group are domiciled and operate. Provision on assessable profits elsewhere has been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

### 34. 稅項

本集團乃按實體自本集團成員公司所在及經營司法權區產生或源自該司法權區之溢利為基準繳納所得稅。其他地區之應課稅溢利撥備乃根據本集團業務所在國家之現有法例、詮釋及慣例按當地現行稅率計算。

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (restated) (經重列)
<b>Continuing operations</b>	<b>持續經營業務</b>		
Current tax:	即期稅項：		
– PRC Enterprise Income Tax	– 中國企業所得稅	4,106	2,863
– Under-provision in prior year	– 上一年度撥備不足	–	–
Deferred tax:	遞延稅項：		
– Current year credit (Note 27)	– 本年度抵免(附註27)	(529)	(79)
		<b>3,577</b>	<b>2,784</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 34. TAXATION – continued

A reconciliation of the income tax expense applicable to loss before taxation using the statutory rate for the location in which the Company and its subsidiaries are domiciled to the tax expense at the effective tax rate are as follows:

### 34. 稅項－續

按本公司及其附屬公司顯示所在地的法定稅率計算適用於除稅前虧損的所得稅開支與按實際稅率計算的稅項開支的對賬如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (restated) (經重列)
<b>Continuing operations</b>	<b>持續經營業務</b>		
Loss before taxation	除稅前虧損	<b>(29,785)</b>	(28,850)
Notional tax on profit before tax, calculated at rates applicable to profits in the tax jurisdiction concerned	按適用於相關稅務司法權區溢利之稅率計算之除稅前溢利之名義稅項	<b>(7,295)</b>	(4,896)
Tax effect of expenses and income not deductible or taxable for tax purposes	不可扣減或毋須繳稅之開支及收入之稅務影響	<b>8,561</b>	4,826
Under-provision in prior year	上一年度撥備不足	–	–
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	<b>2,311</b>	2,854
Taxation	稅項	<b>3,577</b>	2,784

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 34. TAXATION – continued

The National People's Congress which was concluded on 16 March 2007, the PRC Enterprise Income Tax Law was approved and became effective from 1 January 2008. The PRC Enterprise Income Tax Law introduces a wide range of changes which include, but are not limited to, the unification of the income tax rates for domestic-invested and foreign-invested enterprises at 25%.

According to the PRC Enterprise Income Tax Law, starting from 1 January 2008, 10% withholding income tax will be imposed on dividend relating to profits earned by the companies established in the PRC in the calendar year 2008 onwards to their foreign shareholders. For investors incorporated in Hong Kong which hold at least 25% of equity interest of those PRC companies, a preferential rate of 5% will be applied. The Group has applied the preferential rate of 5% as the Group's subsidiaries in the PRC are directly held by an investment holding company incorporated in Hong Kong. No deferred tax has been provided for in respect of the temporary differences attributable to such profits 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.

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for the years ended 31 March 2017 and 2016. No provision for Hong Kong Profits Tax has been made as the Group did not have assessable profits subject to Hong Kong Profits Tax (2016: Nil).

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in the Cayman Islands and the British Virgin Islands.

### 34. 稅項 – 續

於二零零七年三月十六日結束的全國人民代表大會，中國企業所得稅法獲通過，並由二零零八年一月一日起生效。中國企業所得稅法引入一系列改革，包括但不限於將境內投資及外資企業的所得稅率統一為25%。

根據中國企業所得稅法，自二零零八年一月一日起，將對就在中國成立的公司自二零零八年曆年起賺取的溢利支付其境外股東的股息徵收10%的預扣所得稅。對於在香港註冊成立且持有該等中國公司至少25%股權的投資者，將實施5%的優惠稅率。由於本集團在中國的附屬公司均由一間在香港註冊成立的投資控股公司直接持有，故本集團按5%的優惠稅率繳納稅項。由於本集團有能力控制撥回暫時差額的時間，且不大可能於可見將來撥回暫時差額，故並無就該等溢利應佔之暫時差額作出遞延稅項撥備。

香港利得稅按截至二零一七年及二零一六年三月三十一日止年度之估計應課稅溢利的16.5%計算。由於本集團並未賺取須繳納香港利得稅之應課稅溢利，故並無就香港利得稅計提撥備（二零一六年：無）。

根據開曼群島及英屬處女群島之規則及法規，本集團毋須繳納任何開曼群島及英屬處女群島所得稅。

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## 綜合財務報表附註

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

### 35. EARNINGS/(LOSS) PER SHARE

The calculation of the basic and diluted earnings/(loss) per share attributable to the owners of the Company is based on the following data:

#### (a) Basic

From continuing and discontinued operations

### 35. 每股盈利／（虧損）

本公司擁有人應佔每股基本及攤薄盈利／（虧損）乃根據以下數據計算：

#### (a) 基本

持續經營及已終止經營業務

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (restated) (經重列)
Profit/(loss) for the year attributable to owners of the Company	本公司擁有人應佔 本年度溢利／（虧損）	10,208	(43,372)
Less: Dividends to holders of convertible preference shares	減：給予可換股優先股 持有人之股息	(6,619)	-
Profit/(loss) attributable to holders of ordinary shares of the Company	本公司普通股持有人 應佔溢利／（虧損）	3,589	(43,372)
Weighted average number of ordinary shares in issue	已發行普通股之加權平均數	2,075,214	1,690,471

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 35. EARNINGS/(LOSS) PER SHARE – continued

#### (a) Basic – continued

From continuing operation

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (restated) (經重列)
Profit/(loss) for the year attributable to holders of ordinary shares of the Company	本公司普通股持有人應佔本年度溢利／(虧損)	3,589	(43,372)
Less:	減：		
(Profit)/loss for the year from discontinued operation	已終止經營業務之本年度(溢利)／虧損	(48,063)	18,372
Loss for the year from continuing operations	持續經營業務之本年度虧損	(44,474)	(25,000)
Weighted average number of ordinary shares in issue	已發行普通股之加權平均數	2,075,214	1,690,471

#### From discontinued operation

Basic loss per share from discontinued operations is HK2.32 cents (2016: loss HK1.09 cents), based on the profit for the year from discontinued operations attributable to owner of the Company of approximately HK\$48,063,000 (2016: loss of HK\$18,372,000).

### 35. 每股盈利／(虧損) – 續

#### (a) 基本 – 續

來自持續經營業務

	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元 (restated) (經重列)
Profit/(loss) for the year attributable to holders of ordinary shares of the Company	3,589	(43,372)
Less:		
(Profit)/loss for the year from discontinued operation	(48,063)	18,372
Loss for the year from continuing operations	(44,474)	(25,000)
Weighted average number of ordinary shares in issue	2,075,214	1,690,471

#### 已終止經營業務

根據本公司擁有人應佔已終止經營業務之本年度溢利約48,063,000港元(二零一六年：虧損18,372,000港元)，已終止經營業務之每股基本虧損為2.32港仙(二零一六年：虧損1.09港仙)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 35. EARNINGS/(LOSS) PER SHARE – continued

#### (b) Diluted

For the years ended 31 March 2017 and 2016, diluted earnings/(loss) per share from continuing and discontinued operation and from continuing operation is the same as the basic earnings/(loss) per share as the computation of diluted earnings/(loss) per share does not assume the exercise of the convertible note, convertible preference shares and the Company's share options, since their conversion and exercise would result in an anti-dilutive effect on earnings/(loss) per share during the years ended 31 March 2017 and 2016.

For the year ended 31 March 2017, diluted earnings per share from discontinued operation is calculated by dividing the Group's profit attributable to owners of the Company by the weighted average number of ordinary shares outstanding after adjustment for the potential dilutive effect in respect of the potential ordinary shares to be issued on convertible notes outstanding and convertible preference shares during the year. For the year ended 31 March 2017, diluted earnings per share is HK2.21 cents. For the year ended 31 March 2016, diluted loss per share from discontinued operation is the same as the basic loss per share as the computation of diluted loss per share does not assume the exercise of the convertible note, convertible preference shares and the Company's share options, since their conversion and exercise would result in an anti-dilutive effect on loss per share during the year ended 31 March 2016.

### 35. 每股盈利／（虧損）－續

#### (b) 攤薄

截至二零一七年及二零一六年三月三十一日止年度，來自持續及已終止經營業務以及來自持續經營業務之每股攤薄盈利／（虧損）與每股基本盈利／（虧損）相同，由於計算每股攤薄盈利／（虧損）時並無假設行使可換股票據、可換股優先股及本公司購股權，因其行使將對截至二零一七年及二零一六年三月三十一日止年度之每股盈利／（虧損）具有反攤薄影響。

截至二零一七年三月三十一日止年度，來自已終止經營業務之每股攤薄盈利乃按本公司擁有人應佔之本集團溢利除以經就年內因尚未行使可換股票據及可換股優先股將予發行之潛在普通股之潛在攤薄影響作出調整後之發行在外普通股加權平均數計算。截至二零一七年三月三十一日止年度，每股攤薄盈利為2.21港仙。截至二零一六年三月三十一日止年度，來自已終止經營業務之每股攤薄虧損與每股基本虧損相同，乃由於計算每股攤薄虧損並無假設可換股票據、可換股優先股及本公司之購股權獲行使，因彼等之行使將會導致對截至二零一六年三月三十一日止年度內之每股虧損具反攤薄影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 36. DISCONTINUED OPERATION

On 10 November 2016, the board of the Company approved a special dividend in the form of a distribution in specie of up to 393,080,000 Wanjia Shares, held by the Company to the shareholders. Please refer to note 37 for details. Upon completion of the Distribution, Wanjia Group will cease to be subsidiaries of the Company. The Group will no longer participate in pharmaceutical wholesale, distribution and pharmaceutical retail chain businesses in the PRC. The distribution in specie was completed on 2 March 2017.

The profit/(loss) for the year from discontinued operations is set out below. The comparative figures in the consolidated statement of profit or loss have been restated to represent the pharmaceutical wholesales, distribution and pharmaceutical retail chain business as a discontinued operation.

Profit/(loss) for the year from the discontinued operation was as follows:

For the period ended 2 March 2017	截至二零一七年三月二日止期間	From 1/4/2016 to 2/3/2017 於二零一六年 四月一日至 二零一七年 三月二日 HK\$'000 千港元	2016  二零一六年 HK\$'000 千港元
Loss for the period (Note (a) and (b))	本期間虧損 (附註(a)及(b))	<b>(22,777)</b>	(13,462)
Gain on disposal of subsidiaries (Note 13(b))	出售附屬公司之收益 (附註13(b))	<b>62,586</b>	–
Profit/(loss) from discontinued operation	已終止經營業務溢利／(虧損)	<b>39,809</b>	(13,462)

### 36. 已終止經營業務

於二零一六年十一月十日，本公司董事會批准向股東以實物分派本公司持有的最多393,080,000股萬嘉股份之方式宣派特別股息。有關詳情參閱附註37。於分派完成後，萬嘉集團將不再為本公司之附屬公司。本集團將不再於中國參與藥品批發、分銷及藥品零售連鎖業務。實物分派已於二零一七年三月二日完成。

已終止經營業務之本年度溢利／(虧損)乃載列於下文。綜合損益表中之比較數字已經重列，以重新呈列藥物批發及分銷以及藥物零售連鎖店業務為一項已終止經營業務。

已終止經營業務之本年度溢利／(虧損)如下：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 36. DISCONTINUED OPERATION – continued

(a) Analysis of the results of the discontinued operations are set out below:

### 36. 已終止經營業務 – 續

(a) 已終止經營業務之業績分析載列如下：

For the period ended 2 March 2017 截至二零一七年三月二日止期間		From 1/4/2016 to 2/3/2017 於二零一六年 四月一日至 二零一七年 三月二日 HK\$'000 千港元	2016  二零一六年 HK\$'000 千港元
<b>Revenue</b>	<b>收益</b>	<b>938,031</b>	1,321,763
Cost of sales	銷售成本	<b>(820,134)</b>	(1,175,635)
<b>Gross profit</b>	<b>毛利</b>	<b>117,897</b>	146,128
Other revenue	其他收益	<b>2,073</b>	5,000
Other (loss)/gain, net	其他(虧損)/收益, 淨額	<b>-</b>	2,530
Loss on disposal of a subsidiary	出售附屬公司之虧損	<b>(326)</b>	(772)
Selling and distribution expenses	銷售及分銷費用	<b>(88,236)</b>	(100,466)
Administrative expenses	行政開支	<b>(40,116)</b>	(48,359)
<b>(Loss)/profit from operations</b>	<b>經營業務(虧損)/溢利</b>	<b>8,708</b>	4,061
Finance costs	財務費用	<b>(12,784)</b>	(16,365)
<b>Loss before taxation</b>	<b>除稅前虧損</b>	<b>(21,492)</b>	(12,304)
Taxation	稅項	<b>(1,285)</b>	(1,158)
<b>Loss for the period</b>	<b>本期間虧損</b>	<b>(22,777)</b>	(13,462)
Gain on disposal of subsidiaries	出售附屬公司之收益	<b>62,586</b>	-
Profit/(loss) from discontinued operation	已終止經營業務之溢利/(虧損)	<b>39,809</b>	(13,462)
Profit/(loss) for the period attributable to:	本期間應佔溢利/(虧損):		
Owners of the Company	本公司擁有人	<b>48,063</b>	(18,372)
Non-controlling interest	非控股權益	<b>(8,254)</b>	4,910
		<b>39,809</b>	(13,462)
Earning/(loss) per share attributable to owners of the Company	本公司擁有人應佔每股盈利/(虧損)		
From discontinued operation	已終止經營業務		
- Basic (HK cents per share)	- 基本(每股港仙)	<b>2.32</b>	(1.09)
- Diluted (HK cents per share)	- 攤薄(每股港仙)	<b>2.21</b>	(1.09)



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## 綜合財務報表附註

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

### 36. DISCONTINUED OPERATION – continued

- (b) Loss before taxation from discontinued operations is arrived at after charging the following:

For the period ended 2 March 2017 截至二零一七年三月二日止期間

		From 1/4/2016 to 2/3/2017 於二零一六年 四月一日至 二零一七年 三月二日 HK\$'000 千港元	2016  二零一六年 HK\$'000 千港元
Staff cost	員工成本	82,531	73,925
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	387	337
Amortization on prepaid lease payment	預付租賃款項攤銷	344	365
Depreciation on property, plant and equipment	物業、廠房及設備折舊	5,426	6,449
Operating lease rentals in respect of land and building	有關土地及樓宇之經營租賃租金	25,521	29,609

- (c) Analysis of the cash flow of discontinued operations is as follows:

For the period ended 2 March 2017 截至二零一七年三月二日止期間

		From 1/4/2016 to 2/3/2017 於二零一六年 四月一日至 二零一七年 三月二日 HK\$'000 千港元	2016  二零一六年 HK\$'000 千港元
<b>Cash flows from discontinued operations</b>	<b>已終止經營業務之現金流量</b>		
Net cash generated from operating activities	經營活動所得現金淨額	(120,492)	183,587
Net cash generated from investing activities	投資活動所得現金淨額	3,557	6,750
Net cash generated from/(used in) financing activities	融資活動所得／(所用)現金淨額	29,411	(11,659)
Net cash (outflow)/inflow	現金(流出)／流入淨額	(87,524)	178,678

### 36. 已終止經營業務 – 續

- (b) 已終止經營業務除稅前虧損乃經扣除下列項目後達致：

From 1/4/2016 to 2/3/2017 於二零一六年 四月一日至 二零一七年 三月二日 HK\$'000 千港元	2016  二零一六年 HK\$'000 千港元
82,531	73,925
387	337
344	365
5,426	6,449
25,521	29,609

- (c) 已終止經營業務之現金流量分析如下：

From 1/4/2016 to 2/3/2017 於二零一六年 四月一日至 二零一七年 三月二日 HK\$'000 千港元	2016  二零一六年 HK\$'000 千港元
(120,492)	183,587
3,557	6,750
29,411	(11,659)
(87,524)	178,678

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## 綜合財務報表附註

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

### 37. DIVIDENDS

### 37. 股息

		2017 二零一七年	2016 二零一六年
Special dividend	特別股息	165,094	-

Note:

On 9 November 2016, the Board has approved a special dividend in the form of a distribution in specie of up to 393,080,000 shares of Wanjia Group ("Wanjia Shares"), held by the Company to the shareholders. The distribution was made by way of allocating 4 Wanjia Shares for every 25 shares held by the Company's shareholders (the "Distribution"). Upon completion of the Distribution, the Company will retain not less than 18,837,648 Wanjia Shares, representing approximately 2.91% of the entire issued share capital of Wanjia Group and the Wanjia Group ceased to be subsidiaries of the Company. The distribution in specie by the Company was recognised at the market price of the share of Wanjia Group at the date of completion of the distribution.

附註：

於二零一六年十一月九日，董事會已批准向股東以實物分派本公司持有的最多393,080,000股萬嘉集團股份（「萬嘉股份」）之方式宣派特別股息。分派乃按本公司股東每持有25股股份可獲發4股之萬嘉股份之方式作出（「分派」）。於完成分派後，本公司將保留不少於18,837,648股萬嘉股份，相當於萬嘉集團全部已發行股本之約2.91%，而萬嘉集團不再為本公司之附屬公司。本公司作出之實物分派按萬嘉集團股份於完成分派當日之市價確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 38. PLEDGED ASSETS

At the end of the reporting period, the followings assets were pledged to secure the Group's banking facilities:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Pledged bank deposits (Note 17)	已抵押銀行存款(附註17)	–	6,096
Prepaid lease payments (Note 7)	預付租賃款項(附註7)	22,152	10,623
Investment property (Note 8)	投資物業(附註8)	–	7,199
		<b>22,152</b>	<b>23,918</b>

### 38. 已抵押資產

於報告期末，下列資產已為授予本集團之銀行融資而予以抵押。

### 39. OPERATING LEASE COMMITMENTS

The Group were committed to make the following future minimum lease payments in respect of land and buildings rented under non-cancellable operating leases with lease terms from one year to ten years which fall due as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Within one year	一年內	15,575	35,030
In the second to fifth years inclusive	第二至五年(包括首尾兩年)	50,689	79,330
Over five years	超過五年	784	26,711
		<b>67,048</b>	<b>141,071</b>

### 39. 經營租賃承擔

本集團根據租用土地及樓宇之不可撤銷經營租賃(租期為一年至十年)訂有以下未來最低租金付款及到期日:

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## 綜合財務報表附註

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

### 40. CHANGE IN OWNERSHIP INTERESTS IN SUBSIDIARIES

During the year ended 31 March 2016, the Group further acquired 0.51% equity interest of Huihao Sihai by way of increasing the registered capital of RMB40,000,000 from RMB15,856,000 to RMB55,856,000 of the capital of Huihao Sihai.

### 41. NON-CASH TRANSACTIONS

The Group entered into the following non-cash activities which are not reflected in the consolidated statement of cash flows for the year ended 31 March 2017:

- As disclosed in Notes 37, the Company disposed of the Wanjia Group by way of distribution in specie of up to 393,080,000 Wanjia share to the qualifying shareholder of the Company. The distribution was made by way of allocating 4 Wanjia Shares for every 25 Shares held by the Company's shareholders. As a result, the Group's equity interest in Wanjia Group decreased from 63.53% to 2.90%, the Wanjia Group ceased to become a subsidiary of the Company and reclassified as available-for-sale financial asset.
- As disclosed in Note 12, the Company issued 320,000,000 shares as part of the consideration for the acquisition of Glowing Smart Group. The fair value of each issued share was HK\$0.37, which was based on the market value at completion date. The aggregate fair value of consideration for the acquisition by issued share was approximately HK\$118,400,000.

### 40. 於附屬公司之所有權權益變化

於截至二零一六年三月三十一日止年度，本集團透過將惠好四海之註冊資本由人民幣15,856,000元增加人民幣40,000,000元至人民幣55,856,000元而進一步收購惠好四海0.51%之股權。

### 41. 非現金交易

本集團曾進行以下未於截至二零一七年三月三十一日止年度之綜合現金流量表內反映之非現金業務：

- 誠如附註37所披露，本公司透過向本公司合資格股東以實物分派方式分派最多393,080,000股萬嘉股份出售萬嘉集團。分派乃按本公司股東每持有25股股份可獲發4股萬嘉股份之方式作出。因此，本集團於萬嘉集團之股權自63.53%減少至2.90%，萬嘉集團不再為本公司之附屬公司並重新分類為可供出售金融資產。
- 誠如附註12所披露，本公司已發行320,000,000股股份作為收購卓煒集團之部分代價。根據於完成日期之市值，每股已發行股份之公平值為0.37港元。發行股份收購之代價之總公平值合共約為118,400,000港元。

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## 綜合財務報表附註

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

### 42. RETIREMENT BENEFITS SCHEME

The Group operates a Mandatory Provident Fund Scheme (the "Scheme") for all qualifying employees in Hong Kong. The assets of the Scheme are held separately from those of the Group in funds under the control of trustee. The Group contributes 5% of relevant payroll costs to the Scheme, which contribution is matched by employees.

The employees of the Company's PRC subsidiaries are members of the state-managed retirement benefits scheme operated by the PRC government. The Company's PRC subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the required contributions under the scheme.

### 42. 退休福利計劃

本集團為香港全體合資格僱員設立強制性公積金計劃（「計劃」）。計劃之資產與本集團之資產分開持有，存入由信託人控制之基金。本集團按相關薪酬成本5%向計劃供款，僱員亦會作出相應供款。

本公司中國附屬公司之僱員為中國政府管理之國家管理退休福利計劃成員。本公司之中國附屬公司須按薪酬開支之若干百分比向退休福利計劃供款以撥付退休福利。本集團就退休福利計劃之唯一責任為根據計劃作出所需供款。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 43. MATERIAL RELATED PARTY TRANSACTIONS

In addition to the transactions and balances detailed elsewhere in the consolidated financial statements, during the year, the Group had entered into the following transactions with related parties which, in the opinion of the directors, were carried out in the ordinary course of the Group's business:

#### (a) Key management personnel

Remuneration for key personnel management represented amount paid to the Company's directors as detailed in Note 31 as follows:

### 43. 重大關連人士交易

除綜合財務報表其他部分詳述之交易及結餘外，年內，本集團曾與關連人士進行下列交易，董事認為，該等交易乃於本集團之日常業務過程中進行：

#### (a) 主要管理人員

主要管理人員薪酬指支付予本公司董事之金額（詳情載於附註31）如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Short-term employee benefits	短期僱員福利	4,917	4,706
Share-based payment expenses	以股份為基礎付款之開支	1,464	6,953
		<b>6,381</b>	<b>11,659</b>

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## 綜合財務報表附註

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

### 43. MATERIAL RELATED PARTY TRANSACTIONS – continued

(b) During the year, the Group had the following transactions with related parties:

Name of related parties 關連人士名稱	Nature of transactions 交易性質	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Fujian Huihao Pharmaceutical Chain Company Limited 福建惠好醫藥連鎖有限公司	Rental fee paid 已付租金	1,025	1,185
Mother of Mr. Yung Ka Chun 翁嘉晉先生之母親	Rental fee paid 已付租金	66	78

For the transactions constitute connected transactions under GEM Listing Rules, please refer to “Connected Transactions” under “Report of the Directors”.

### 43. 重大關連人士交易－續

(b) 年內，本集團與關連人士之交易如下：

就根據創業板上市規則該等交易構成關連交易而言，請參閱「董事會報告」項下之「關連交易」。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 44. PARTICULARS OF SUBSIDIARIES

#### (a) General information of subsidiaries

Details of the Company's principal subsidiaries, all of which are limited liability companies, at 31 March 2017 are as follows:

### 44. 附屬公司之詳情

#### (a) 附屬公司之一般資料

本公司於二零一七年三月三十一日之主要附屬公司(全部屬有限公司)詳情如下:

Name of subsidiary 附屬公司名稱	Place and date of incorporation/ registration and operation 註冊成立/ 註冊及營業地點及 日期	Class of share held 所持股份類別	Nominal value of issued and fully paid ordinary share/ registered capital 已發行及 繳足普通股/ 註冊資本面值	Percentage of equity interest attributable to the Group 本集團應佔 股權百分比				Principal activities 主要業務
				Direct 直接 2017 二零一七年 %	2016 二零一六年 %	Indirect 間接 2017 二零一七年 %	2016 二零一六年 %	
Fujian Madsen Enterprises Company Limited * 福建邁迪森實業有限公司*	The PRC 中國	Registered 登記	RMB40,000,000 人民幣40,000,000元	-	-	100	100	Provision of healthcare hospital management services 提供醫療及醫院管理服務
Edward Hospital Company Limited * 重慶愛德華醫院有限公司*	The PRC 中國	Registered 登記	RMB40,000,000 人民幣40,000,000元	-	-	55	55	Provision of general hospital services 提供綜合性醫院服務
Jiaxing Shuguang * 嘉興曙光*	The PRC 中國	Registered 登記	RMB15,000,000 人民幣15,000,000元	-	-	55	55	Provision of general hospital services 提供綜合性醫院服務
Zhuhai Zhongkangan Enterprises Management Limited * 珠海眾康安企業管理有限公司*	The PRC 中國	Registered 登記	HK\$3,000,000 3,000,000港元	-	-	100	100	Provision of healthcare and hospital management services 提供醫療及醫院管理服務
Beijing Tongji Andrology Hospital Co., Ltd 北京同濟醫院有限公司	The PRC 中國	Registered 登記	RMB20,000,000 人民幣20,000,000元	-	-	100	-	Provision of hospital services 提供醫院服務
Wanjia Group Holdings Limited 萬嘉集團控股有限公司	Cayman Islands 開曼群島	Ordinary 普通	HK\$6,484,000 6,484,000港元	-	-	-	63.53	Investment holdings 投資控股
Hui Hao (HK) Group Limited ("Huihao Hong Kong") 惠好(香港)醫藥集團有限公司 (「惠好香港」)	Hong Kong 香港	Ordinary 普通	HK\$1,000,000 1,000,000港元	-	-	-	63.53	Investment holdings 投資控股
Luxuriant Expand Global Investment Limited 茂加環球投資有限公司	British Virgin Island 英屬處女群島	Ordinary 普通	US\$100/ US\$50,000 100美元/ 50,000美元	-	-	-	63.53	Investment holdings 投資控股
Timely Hero Enterprises Limited 時雄企業有限公司	British Virgin Island 英屬處女群島	Ordinary 普通	US\$1/ US\$50,000 1美元/50,000美元	-	-	-	63.53	Investment holdings 投資控股
Nurture Fit Limited Island 葆宜有限公司	British Virgin 英屬處女群島	Ordinary 普通	US\$1/ US\$50,000 1美元/50,000美元	-	-	-	63.53	Investment holdings 投資控股
Fujian Province Fuzhou City Huihao Pharmaceutical Co., Limited ("Fuzhou Huihao") 福建省福州市惠好藥業有限公司 (「福州惠好」)	The PRC 中國	Registered 登記	RMB80,000,000 人民幣80,000,000元	-	-	-	47.65	Pharmaceutical wholesale and distribution business in the PRC 於中國之藥物批發及分銷業務



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 44. PARTICULARS OF SUBSIDIARIES

#### – continued

#### (a) General information of subsidiaries

##### – continued

Details of the Company's principal subsidiaries, all of which are limited liability companies, at 31 March 2017 are as follows: – continued

Name of subsidiary 附屬公司名稱	Place and date of incorporation/ registration and operation 註冊成立/ 註冊及營業地點及 日期	Class of share held 所持股份類別	Nominal value of issued and fully paid ordinary share/ registered capital 已發行及 繳足普通股/ 註冊資本面值	Percentage of equity interest attributable to the Group				Principal activities 主要業務
				Direct 直接		Indirect 間接		
				2017 二零一七年	2016 二零一六年	2017 二零一七年	2016 二零一六年	
Putian Huihao Medicine Co., Limited ("Putian Huihao")	The PRC	Registered	RMB10,000,000	-	-	-	47.65	Pharmaceutical wholesale and distribution business in the PRC
福建莆田惠好醫藥有限公司 (「莆田惠好」)	中國	登記	人民幣10,000,000元					於中國之藥物批發及分銷業務
Fujian Huiming Medicine Co., Limited ("Fujian Huiming")	The PRC	Registered	RMB20,000,000	-	-	-	47.65	Pharmaceutical wholesale and distribution business in the PRC
福建省惠明醫藥有限公司 (「福建惠明」)	中國	登記	人民幣20,000,000元					於中國之藥物批發及分銷業務
Fujian Huihao Sihai Pharmaceutical Chain Company Limited ("Huihao Sihai") <sup>#</sup>	The PRC	Registered	RMB15,856,000	-	-	-	63.04	Pharmaceutical retail chain business in the PRC
福建惠好四海醫藥連鎖有限責任公司 (「惠好四海」) <sup>#</sup>	中國	登記	人民幣15,856,000元					於中國之藥物零售連鎖店業務
Huihao Medicine (Quanzhou) Co., Ltd <sup>#</sup>	The PRC	Registered	RMB10,000,000	-	-	-	47.65	Pharmaceutical Wholesale and distribution business in the PRC
惠好醫藥(泉州)有限公司 <sup>#</sup>	中國	登記	人民幣10,000,000元					於中國之藥物批發及分銷業務
Huihao Pharmaceutical (Nanping) Company Limited <sup>#</sup>	The PRC	Registered	RMB12,500,000	-	-	-	28.59	Pharmaceutical Wholesale and distribution business in the PRC
惠好醫藥(南平)有限公司 <sup>#</sup>	中國	登記	人民幣12,500,000元					於中國之藥物批發及分銷業務
Shanghai Whole-Care Hospital Management Co., Limited 上海厚康醫院管理有限公司	The PRC 中國	Registered 登記	RMB10,000,000 人民幣10,000,000元	-	-	100	100	Provision of healthcare and hospital management services 提供醫療及醫院管理服務
Fuzhou Jianhui Enterprise Management Consultancy Limited 福州嘉匯企業管理諮詢有限公司	The PRC 中國	Registered 登記	RMB1,000,000 人民幣1,000,000元	-	-	100	100	Investment holding 投資控股
Fuzhou HuiKang Enterprise Management Consultancy Limited 福州匯康企業管理諮詢有限公司	The PRC 中國	Registered 登記	RMB1,000,000 人民幣1,000,000元	-	-	100	100	Investment holding 投資控股
Zhuhai Jiulong Hospital Company Limited 珠海九龍醫院有限公司	The PRC 中國	Registered 登記	RMB10,000,000 人民幣10,000,000元	-	-	100	100	Provision of healthcare and hospital management services 提供綜合性醫院服務
莆田市恒佳貿易有限公司	The PRC 中國	Registered 登記	RMB20,000,000 人民幣20,000,000元	-	-	100	-	Investment holding 投資控股
福建潤恒企業管理諮詢有限公司	The PRC 中國	Registered 登記	RMB12,000,000 人民幣12,000,000元	-	-	100	-	Investment holding 投資控股

### 44. 附屬公司之詳情 – 續

#### (a) 附屬公司之一般資料 – 續

本公司於二零一七年三月三十一日之主要附屬公司(全部屬有限公司)詳情如下: – 續

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 44. PARTICULARS OF SUBSIDIARIES – continued

#### (a) General information of subsidiaries – continued

Details of the Company's principal subsidiaries, all of which are limited liability companies, at 31 March 2017 are as follows: – continued

# The English transliteration of the Chinese names in this report, where indicated, is included for information only, and should not be regarded as the official English names of such Chinese names

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affect 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.

### 44. 附屬公司之詳情 – 續

#### (a) 附屬公司之一般資料 – 續

本公司於二零一七年三月三十一日之主要附屬公司（全部屬有限公司）詳情如下：– 續

# 本報告中文名稱之英文翻譯僅供識別，不得視為有關中文名稱之正式英文名稱

上表所列本公司附屬公司乃董事認為對本集團業績或資產有重大影響者。董事認為提供其他附屬公司之資料將使篇幅過於冗長。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 44. PARTICULARS OF SUBSIDIARIES

– continued

#### (b) Details of non-wholly owned subsidiaries that have material non-controlling interests

The table below shows details of non-wholly-owned subsidiaries of the Group that have material non-controlling interests:

Name of subsidiary 附屬公司名稱	Place of Incorporation and principal place of business 註冊成立地點及主要營業地點	Proportion of ownership interests and voting rights held by non-controlling interests 擁有權益及非控股權益所持之投票權之比例		(Loss)/profit allocated to non-controlling interests 分配至非控股權益之(虧損)/溢利		Accumulated non-controlling interests 累計非控股權益	
		2017 二零一七年 %	2016 二零一六年 %	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
		Wanjia Group 萬嘉集團	The PRC 中國	–%	36.47%	–	(5,940)
Edward Hospital 重慶愛德華醫院	The PRC 中國	45%	45%	2,962	1,786	33,538	33,878
Jiaying City Shuguang Western 嘉興市曙光中西結合醫院	The PRC 中國	45%	45%	1,532	1,066	15,523	14,923

Summarised financial information in respect of the Group's subsidiaries that have material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

### 44. 附屬公司之詳情 – 續

#### (b) 擁有重大非控股權益之非全資附屬公司之詳情

下表載列擁有重大非控股權益之本集團之非全資附屬公司之詳情：

有關擁有重大非控股權益之本集團之附屬公司之財務資料概要載列如下。下列財務資料概要乃集團內抵減前之金額。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 44. PARTICULARS OF SUBSIDIARIES

#### – continued

#### (b) Details of non-wholly owned subsidiaries that have material non-controlling interests

#### – continued

#### Wanjia Group

### 44. 附屬公司之詳情－續

#### (b) 擁有重大非控股權益之非全資附 屬公司之詳情－續

#### 萬嘉集團

		2016 二零一六年 HK\$'000 千港元
Current assets	流動資產	609,526
Non-current assets	非流動資產	37,272
Current liabilities	流動負債	278,444
Non-current liabilities	非流動負債	77,830
Equity attributable to owners of the Company	本公司擁有人應佔權益	222,744
Non-controlling interests	非控股權益	67,780
Revenue	收益	1,321,763
Loss for the year	本年度虧損	(13,462)
Loss attributable to owners of the Company	本公司擁有人應佔虧損	(13,802)
Loss attributable to non-controlling interests	非控股權益應佔虧損	340
Loss for the year	本年度虧損	(13,462)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 44. PARTICULARS OF SUBSIDIARIES

– continued

(b) Details of non-wholly owned subsidiaries  
that have material non-controlling interests

– continued

Wanjia Group – continued

### 44. 附屬公司之詳情－續

(b) 擁有重大非控股權益之非全資附  
屬公司之詳情－續

萬嘉集團－續

		2016 二零一六年 HK\$'000 千港元
Total comprehensive loss attributable to owners of the Company	本公司擁有人應佔 全面虧損總額	(29,935)
Total comprehensive loss attributable to non-controlling interests	非控股權益應佔 全面虧損總額	(2,451)
Total comprehensive loss for the year	本年度全面虧損總額	(32,386)
Dividends paid to non-controlling interests	已付非控股權益之股息	–
Net cash generated from operating activities	經營活動所得現金淨額	183,586
Net cash generated from investing activities	投資活動所得現金淨額	6,750
Net cash used in from financing activities	融資活動所用現金淨額	(11,658)
Net increase in cash and cash equivalents	現金及現金等值項目 增加淨額	178,678

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 44. PARTICULARS OF SUBSIDIARIES

– continued

(b) Details of non-wholly owned subsidiaries  
that have material non-controlling interests

– continued

Edward Hospital

### 44. 附屬公司之詳情－續

(b) 擁有重大非控股權益之非全資附  
屬公司之詳情－續

重慶愛德華醫院

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Current assets	流動資產	35,387	45,081
Non-current assets	非流動資產	55,572	62,888
Current liabilities	流動負債	25,048	32,685
Non-current liabilities	非流動負債	–	–
Equity attributable to owners of the Company	本公司擁有人應佔權益	31,061	41,406
Non-controlling interests	非控股權益	29,660	33,878
Revenue	收益	95,031	100,094
Profit for the year	本年度溢利	6,583	3,970
Profit attributable to owners of the Company	本公司擁有人應佔溢利	3,621	2,184
Profit attributable to non-controlling interests	非控股權益應佔溢利	2,962	1,786
Profit for the year	本年度溢利	6,583	3,970

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 44. PARTICULARS OF SUBSIDIARIES

– continued

(b) Details of non-wholly owned subsidiaries  
that have material non-controlling interests

– continued

Edward Hospital – continued

### 44. 附屬公司之詳情－續

(b) 擁有重大非控股權益之非全資附  
屬公司之詳情－續

重慶愛德華醫院－續

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Total comprehensive income attributable to owners of the Company	本公司擁有人應佔全面收入總額	(210)	(809)
Total comprehensive income attributable to non-controlling interests	非控股權益應佔全面收入總額	972	(177)
Total comprehensive income for the year	本年度全面收入總額	762	(986)
Dividends paid to non-controlling interests	已付非控股權益之股息	1,312	–
Net cash generated from operating activities	經營活動所得現金淨額	15,924	22,863
Net cash used in investing activities	投資活動所用現金淨額	(2,456)	(34,704)
Net cash (used in)/generated from financing activities	融資活動(所用)/所得現金淨額	(14,098)	18,277
Net cash (decrease)/increase in cash and cash equivalents	現金及現金等值項目(減少)/增加現金淨額	(630)	6,436

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 44. PARTICULARS OF SUBSIDIARIES

– continued

(b) Details of non-wholly owned subsidiaries  
that have material non-controlling interests

– continued

Jiaxing City Shuguang Western

### 44. 附屬公司之詳情－續

(b) 擁有重大非控股權益之非全資附  
屬公司之詳情－續

嘉興市曙光中西醫結合醫院

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Current assets	流動資產	30,625	29,061
Non-current assets	非流動資產	8,415	9,849
Current liabilities	流動負債	4,545	5,747
Non-current liabilities	非流動負債	–	–
Equity attributable to owners of the Company	本公司擁有人應佔權益	18,972	18,240
Non-controlling interests	非控股權益	15,523	14,923
Revenue	收益	61,443	66,129
Profit for the year	本年度溢利	3,405	2,369
Profit attributable to owners of the Company	本公司擁有人應佔溢利	1,873	1,303
Profit attributable to non-controlling interests	非控股權益應佔溢利	1,532	1,066
Profit for the year	本年度溢利	3,405	2,369



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 44. PARTICULARS OF SUBSIDIARIES

– continued

(b) Details of non-wholly owned subsidiaries that have material non-controlling interests

– continued

Jiaxing City Shuguang Western – continued

### 44. 附屬公司之詳情－續

(b) 擁有重大非控股權益之非全資附屬公司之詳情－續

嘉興市曙光中西醫結合醫院－續

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Total comprehensive income attributable to owners of the Company	本公司擁有人應佔全面收入總額	1,338	839
Total comprehensive income attributable to non-controlling interests	非控股權益應佔全面收入總額	600	297
Total comprehensive income for the year	本年度全面收入總額	1,938	1,136
Dividends paid to non-controlling interests	已付非控股權益之股息	–	–
Net cash generated from/(used in) operating activities	經營活動所得／(所用)現金淨額	15,554	(5,245)
Net cash generated from/(used in) investing activities	投資活動所得／(所用)現金淨額	5,926	(2,880)
Net cash generated from financing activities	融資活動所得現金淨額	–	–
Net increase/(decrease) in cash and cash equivalents	現金及現金等值項目增加／(減少)淨額	21,480	(7,525)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 44. PARTICULARS OF SUBSIDIARIES – continued

#### (c) Significant restrictions

Cash and short-term deposits of RMB held in the PRC are subject to local exchange control regulations. These local exchange control regulations provide for restrictions on exporting capital from the PRC, other than through normal dividends.

### 45. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debt (which includes bill payables, bank borrowings, promissory note and convertible note), cash and cash equivalents and equity attributable to equity holders of the Company, comprising issued share capital and reserves.

### 44. 附屬公司之詳情－續

#### (c) 重大限制

於中國持有人民幣之現金及短期存款須受當地外匯管制條例所規限。該等當地外匯管制條例就從中國輸出資本提供限制（除透過正常股息外）。

### 45. 資本風險管理

本集團管理其資本以確保本集團之實體將能持續經營，並通過優化債務及權益結餘為股東帶來最大回報。於過往年度，本集團之整體策略維持不變。

本集團之資本結構包括債務（當中包括應付票據、銀行借貸、承兌票據及可換股票據）、現金及現金等值項目及本公司權益持有人應佔股本（當中包括已發行股本及儲備）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 45. CAPITAL RISK MANAGEMENT – continued

#### Gearing ratio

The gearing ratios at 31 March 2017 and 2016 were as follows:

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Debt (note (a))	債務 (附註(a))	52,546	223,985
Cash and cash equivalents	現金及現金等值項目	(81,963)	(249,712)
Net debt	債務淨額	N/A 不適用	N/A 不適用
Equity (note (b))	股本 (附註(b))	243,613	181,965
Gearing ratio	資產負債比率	N/A 不適用	N/A 不適用

Notes:

- (a) Debt comprises bill payables, bank borrowings, convertible note and promissory note as detailed in notes 23, 25 and 26 respectively.
- (b) Equity includes all capital and reserves of the Group.

### 45. 資本風險管理－續

#### 資產負債比率

於二零一七年及二零一六年三月三十一日之資產負債比率如下：

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Debt (note (a))	債務 (附註(a))	52,546	223,985
Cash and cash equivalents	現金及現金等值項目	(81,963)	(249,712)
Net debt	債務淨額	N/A 不適用	N/A 不適用
Equity (note (b))	股本 (附註(b))	243,613	181,965
Gearing ratio	資產負債比率	N/A 不適用	N/A 不適用

附註：

- (a) 債務包括應付票據、銀行借貸、可換股票據及承兌票據，詳情分別載於附註23、25及26。
- (b) 股本包括本集團所有資本及儲備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 46. FINANCIAL INSTRUMENTS

#### (a) Categories of financial instruments

		2017 二零一七年 HK\$'000 千港元	2015 二零一六年 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
Available-for-sales financial asset – at fair value	按公平值計量之 可供出售金融資產	7,158	–
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)	109,230	530,074
Derivative financial instruments classified as fair value through profit or loss	分類為按公平值透過 損益列賬之衍生金融工具	–	301
<b>Financial liabilities</b>	<b>金融負債</b>		
Amortised cost	攤銷成本	91,260	480,110

#### (b) Financial risk management objectives and policies

The Group's activities expose it to a variety of financial risks: market risk (including currency risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### (b) 財務風險管理目標及政策

本集團之業務面對多種財務風險：市場風險（包括貨幣風險及利率風險）、信貸風險及流動資金風險。本集團之整體風險管理方案焦點在於未能預測的金融市場，務求將對本集團財政狀況之潛在不利影響減至最低。管理層管理及監察該等風險，確保以及時有效之方式實施有關措施。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 46. FINANCIAL INSTRUMENTS – continued

#### (b) Financial risk management objectives and policies – continued

##### (i) Market risk

The Group's activities expose it primarily to the financial risks of changes in foreign exchange rates and interest rates.

Market risk exposures are measured using sensitivity analysis.

There has been no change to the Group's exposure to market risks or the manner in which it manages and measures the risk.

##### *Foreign currency risk management*

The Group has minimal exposures to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the respective subsidiaries. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

##### *Interest rate risk management*

The Group is also exposed to market interest rate risk mainly in relation to floating rate bank borrowings (Note 23). The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of benchmark interest rate published by the People's Bank of China arising from the Group's RMB denominated borrowings.

### 46. 金融工具一續

#### (b) 財務風險管理目標及政策一續

##### (i) 市場風險

本集團之業務主要令本集團承受匯率及利率變動之財務風險。

所承受之市場風險以敏感度分析計量。

本集團所承受之市場風險及管理及計量風險之方法並無變動。

##### *外幣風險管理*

本集團之外幣風險甚微，原因為本集團之大部份業務交易、資產及負債主要以有關附屬公司之功能貨幣計值。本集團目前並無有關外幣交易、資產及負債之外幣對沖政策。本集團將嚴密監控其外幣風險，並將於有必要時考慮對沖重大外幣風險。

##### *利率風險管理*

本集團亦面臨主要與浮動利率銀行借貸有關之市場利率風險（附註23）。本集團之現金流量利率風險主要集中於本集團以人民幣計值之借貸產生之中國人民銀行公佈之基準利率波動。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 46. FINANCIAL INSTRUMENTS – continued

#### (b) Financial risk management objectives and policies – continued

##### (i) Market risk – continued

###### *Interest rate risk management – continued*

The Group has not used any interest rate swaps to hedge its exposure to interest rate risk. However, the management monitors interest rate risk exposure and will consider hedging significant interest rate exposure should the need arise.

###### *Sensitivity analysis*

The sensitivity analysis below have been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period. For variable-rate borrowings, the analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 50 basis points higher/lower and all other variables were held constant, the Group's profit for the year ended 31 March 2017 would decrease/increase by HK\$43,650 (2016: HK\$56,000). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowings during the year ended 31 March 2017.

The Group's sensitivity to interest rate has increased during current year mainly due to increase in variable-rate borrowings.

### 46. 金融工具－續

#### (b) 財務風險管理目標及政策－續

##### (i) 市場風險－續

###### *利率風險管理－續*

本集團並無使用任何利率掉期以對沖其面臨之利率風險。然而，管理層會監控利率風險，並將於需要時考慮對沖重大利率風險。

###### *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末所承受之利率風險釐定。就浮息借貸而言，其分析乃假設於報告期末尚未償還之負債金額於整個年度內均未償還。於向內部主要管理人員報告利率風時乃採用加減50基點，其為管理層所評估可能合理出現之利率變動。

倘利率上升／下降50基點，而所有其他變量維持不變，則本集團截至二零一七年三月三十一日止年度之溢利將減少／增加43,650港元（二零一六年：56,000港元）。此乃主要來自本集團於截至二零一七年三月三十一日止年度內就浮息借貸所承受之利率風險。

本集團之利率敏感度於本期間有所增加，主要因為浮息借貸增加。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 46. FINANCIAL INSTRUMENTS – continued

#### (b) Financial risk management objectives and policies – continued

##### (ii) Credit risk

As at 31 March 2017 and 2016, 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 and financial guarantees provided by the Group is arising from:

- the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position; and
- the carrying amount of the respective pledged investment properties and prepared lease payments as stated in the consolidated statement of financial position.

The Group's concentration of credit risk by geographical location mainly arised in the PRC. As at 31 March 2017, the Group's concentration of credit risk by customers is approximately 83.9% of trade receivables due from the Group's five largest customers (2016: 19.1%).

### 46. 金融工具－續

#### (b) 財務風險管理目標及政策－續

##### (ii) 信貸風險

於二零一七年及二零一六年三月三十一日，本集團因對手方未能履行責任及本集團提供之財務擔保，可令本集團蒙受財務損失之最高信貸風險乃來自：

- 綜合財務狀況表所載各項已確認金融資產之賬面值；及
- 綜合財務狀況表所載之有關已抵押投資物業及預付租賃款項之賬面值。

本集團之集中信貸風險按地域劃分主要產生於中國。於二零一七年三月三十一日，本集團有關客戶之集中信貸風險為應收本集團五大客戶之貿易應收款項約83.9%（二零一六年：19.1%）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 46. FINANCIAL INSTRUMENTS – continued

#### (b) Financial risk management objectives and policies – continued

##### (ii) Credit risk – continued

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's trade debt and debt investments 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.

Other than concentration of credit risk on liquid funds which are deposited with several banks with high credit ratings, the Group does not have any other significant concentration of credit risk. Trade and other receivables consist of a large number of customers, spread across diverse industries.

### 46 金融工具－續

#### (b) 財務風險管理目標及政策－續

##### (ii) 信貸風險－續

為使信貸風險降至最低，本集團管理層已指派一個團隊負責釐定信貸限額、信貸批准及其他監察程序，以確保採取跟進行動收回逾期債項。此外，本集團會於各報告期末審閱個別貿易債項及債務投資之可收回金額，以確保就未能收回之金額作出充足之減值虧損。就此而言，本公司董事認為，本集團之信貸風險已大幅減少。

由於該等交易對手均為具備國際信貸評級機構高信貸評級之銀行，故此流動資金之信貸風險有限。

除存置於高信貸評級之若干銀行之流動資金信貸風險集中外，本集團概無任何其他重大信貸風險集中事宜。貿易及其他應收賬款涉及大量客戶及多個行業。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 46. FINANCIAL INSTRUMENTS – continued

#### (b) Financial risk management objectives and policies – continued

##### (iii) Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the board of directors, which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

As at 31 March 2017, the Group has available unutilised short and medium term bank loan facilities of approximately HK\$3,834,000 (2016: HK\$20,878,000) respectively.

The following tables detail the Group's remaining contractual maturity for its financial liabilities as well as derivative and certain non-derivative financial assets which are included in the maturity analysis provided internally to the key management personnel for the purpose of managing liquidity risk. For non-derivative financial assets, the tables have been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets except where the Group anticipates that the cash flow will occur in a different period. For non-derivative financial liabilities, the tables reflect the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows.

### 46 金融工具－續

#### (b) 財務風險管理目標及政策－續

##### (iii) 流動資金風險管理

董事會肩負管理流動資金風險之最終責任，而董事會已建立一個合適之流動資金風險管理框架，用以管理本集團之短期、中期及長期資金及應付流動資金管理需求。本集團透過保持充足之儲備、銀行信貸及儲備借貸融資，以及持續對預測及實際現金流量進行監察，配合金融資產及金融負債之到期情況，藉以管理流動資金風險。

於二零一七年三月三十一日，本集團有未動用短期及中期銀行貸款額分別約3,834,000港元（二零一六年：20,878,000港元）。

下表詳細載列本集之金融負債及衍生工具以及若干非衍生金融資產之剩餘合約期限，已計入提供予內部主要管理人員之期限分析，以管理流動資金風險。就非衍生金融資產而言，下表乃基於金融資產之未貼現合約到期款項（包括該等資產將賺取之利息）而編製，惟本集團預計將於其他期間產生之現金流量除外。就非衍生金融負債而言，下表反映基於本集團被要求付款之最早日期之金融負債之未貼現現金流量。下表包括利息及主要現金流量。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 46. FINANCIAL INSTRUMENTS – continued

#### (b) Financial risk management objectives and policies – continued

#### (iii) Liquidity risk management – continued

At 31 March 2017

### 46. 金融工具－續

#### (b) 財務風險管理目標及政策－續

#### (iii) 流動資金風險管理－續

於二零一七年三月三十一日

		Weighted average effective interest rate 加權平均實際利率 %	Within 1 year 一年內 HK\$'000 千港元	2 to 5 years 二至五年 HK\$'000 千港元	Over 5 years 超過五年 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金流量總值 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>						
Trade and other payables	貿易及其他應付款項	–	37,778	–	–	37,778	37,778
Bank borrowing	銀行借貸	6.53%	13,623	–	–	13,623	13,081
Amounts due to non-controlling interests	應付非控股權益款項	–	936	–	–	936	936
Convertible notes	可換股票據	10.97%	6,500	–	–	6,500	6,444
Promissory note	承兌票據	3.0%	–	35,000	–	35,000	33,021
			<b>58,837</b>	<b>35,000</b>	<b>–</b>	<b>93,837</b>	<b>91,260</b>

At 31 March 2016

於二零一六年三月三十一日

		Weighted average effective interest rate 加權平均實際利率 %	Within 1 year 一年內 HK\$'000 千港元	2 to 5 years 二至五年 HK\$'000 千港元	Over 5 years 超過五年 HK\$'000 千港元	Total undiscounted cash flows 未貼現現金流量總值 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>						
Trade and other payables	貿易及其他應付款項	–	271,771	–	–	271,771	271,771
Bank borrowings	銀行借貸	6.18%	55,030	–	–	55,030	50,395
Amounts due to non-controlling interests	應付非控股權益款項	–	662	–	–	662	662
Convertible note	可換股票據	12.96%	–	90,792	–	90,792	83,178
Promissory note	承兌票據	3.0%	–	80,000	–	80,000	74,104
			<b>327,463</b>	<b>170,792</b>	<b>–</b>	<b>498,255</b>	<b>480,110</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 46. FINANCIAL INSTRUMENTS – continued

#### (c) Fair value measurements

The following note provides information about how the Group determine fair values of various financial assets and financial liabilities.

#### Fair value of the Group's financial assets and financial liabilities that are measured at fair value on recurring basis

The following table gives information about how the fair value of these financial assets and liabilities are determined (in particular, the valuation techniques and input used).

	Fair value as at 於以下日期之公平值		Fair value hierarchy 公平值層級	Valuation techniques and key inputs 估值方法及主要輸入數據
	31 March 2017 二零一七年 三月三十一日 HK\$'000 千港元	31 March 2016 二零一六年 三月三十一日 HK\$'000 千港元		
<b>Financial assets</b> <b>金融資產</b>				
Derivative financial instruments 衍生金融工具	–	301	Level 3 第3級	Binominal Model. Instruments Key inputs share price, volatility, time to maturity and conversion price. 二項式模型。主要輸入數據包括股份價格、波動性、到期時間及轉換價。
Available-for-sale financial asset 可供出售金融資產	7,158	–	Level 1 第1級	Quoted bid prices in an active market 於活躍市場之報價

### 46. 金融工具－續

#### (c) 公平值計量

以下附註提供有關本集團如何釐定各項金融資產及金融負債公平值之資料。

#### 按持續基準以公平值計量之本集團金融資產及金融負債之公平值

下表提供有關如何釐定該等金融資產及金融負債之公平值之資料(具體而言, 估值方法及所用之輸入數據)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 46. FINANCIAL INSTRUMENTS – continued

#### (c) Fair value measurements – continued

##### Fair value of the Group's financial assets and financial liabilities that are measured at fair value on recurring basis – continued

During the years ended 31 March 2017 and 2016, there were no transfers of fair value measurements between Level 1 and Level 2, and there were no transfers into or out of Level 3 for both financial assets and financial liabilities.

##### Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on recurring basis

Except as detailed in the following table, the directors consider that the carrying amounts of financial assets and financial liabilities recorded in the consolidated financial statements approximate to their fair values.

### 46. 金融工具－續

#### (c) 公平值計量－續

##### 按持續基準以公平值計量之本集團金融資產及金融負債之公平值－續

於截至二零一七年及二零一六年三月三十一日止年度，金融資產及金融負債第1級及第2級之間並無公平值計量轉移，且並無自第3級轉入或轉出。

##### 並非按持續基準以公平值計量之本集團金融資產及金融負債之公平值

董事認為，除下表所詳述者外，計入綜合財務報表內金融資產及金融負債之賬面值與其公平值相若。

		As at 31 March 2017 於二零一七年三月三十一日		As at 31 March 2016 於二零一六年三月三十一日	
		Carrying amount 賬面值 HK\$'000 千港元	Fair value 公平值 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元	Fair value 公平值 HK\$'000 千港元
<b>Financial liabilities</b>	<b>金融負債</b>				
Convertible note	可換股票據	6,444	6,455	83,178	81,129
Promissory note	承兌票據	33,021	27,388	74,104	58,881

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 46. FINANCIAL INSTRUMENTS – continued

#### (c) Fair value measurements – continued

##### Fair value measurements recognised in the consolidated statement of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

		Fair value hierarchy as at 31 March 2017 於二零一七年三月三十一日之公平值層級			
		Level 1 第1級 HK\$'000 千港元	Level 2 第2級 HK\$'000 千港元	Level 3 第3級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>				
Available-for-sales Financial asset	可供出售之金融資產	7,158	–	–	7,158

		Fair value hierarchy as at 31 March 2016 於二零一六年三月三十一日之公平值層級			
		Level 1 第1級 HK\$'000 千港元	Level 2 第2級 HK\$'000 千港元	Level 3 第3級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>				
Derivative financial instruments	衍生金融工具	–	–	301	301

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 46. FINANCIAL INSTRUMENTS – continued

#### (c) Fair value measurements – continued

##### Reconciliation of Level 3 fair value measurements 31 March 2017

The movement during the year ended 31 March 2017 in the balance of Level 3 fair value measurement is as follows:

### 46. 金融工具－續

#### (c) 公平值計量－續

##### 第3級公平值計量之對賬 二零一七年三月三十一日

截至二零一七年三月三十一日止年度內第3級公平值計量之結餘變動如下：

		Redemption option embedded in convertible note 可換股票據內嵌之贖回權 HK\$'000 千港元
As at 1 April 2016	於二零一六年四月一日	301
Change in fair value recognised in profit or loss	已於損益確認之公平值變動	(301)
As at 31 March 2017	於二零一七年三月三十一日	-

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 46. FINANCIAL INSTRUMENTS – continued

#### (c) Fair value measurements – continued

##### Reconciliation of Level 3 fair value measurements – continued

31 March 2016

The movement during the year ended 31 March 2016 in the balance of Level 3 fair value measurement is as follows:

### 46. 金融工具－續

#### (c) 公平值計量－續

##### 第3級公平值計量之對賬－續

二零一六年三月三十一日

截至二零一六年三月三十一日止年度內第3級公平值計量之結餘變動如下：

		Redemption option embedded in convertible note 可換股票據 內嵌之 贖回權 HK\$'000 千港元
As at 1 April 2015	於二零一五年四月一日	284
Change in fair value recognised in profit or loss	已於損益確認之公平值變動	17
As at 31 March 2016	於二零一六年三月三十一日	301

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## 綜合財務報表附註

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

### 47. SUBSEQUENT EVENT

On 27 April 2017, Sino Business Investment Development Limited (“Sino Business”), as purchaser, a wholly-owned subsidiary of the Company, entered into the sale and purchase agreement (the “Future Health Acquisition Agreement”) with Vanhal Property Investment Limited (“Vanhal”), as vendor, a company wholly-owned by Mr. Yung Kwok Leong, the father of Mr. Yung Ka Chun, an executive Director, in relation to the acquisition of the entire issued share capital of Future Health Investments (Scotland) Ltd (“Future Health”) and the shareholder’s loan at the consideration of HK\$2,091,500.

### 48. COMPARATIVE FIGURES

Certain comparative figures have been restated to conform to the presentation of discontinued operation.

### 49. AUTHORISATION FOR ISSUE OF CONSOLIDATED FINANCIAL STATEMENT

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 16 June 2017.

### 47. 其後事項

於二零一七年四月二十七日，本公司之全資附屬公司Sino Business Investment Development Limited（「Sino Business」，作為買方）與萬好地產集團有限公司（「萬好」，作為賣方，一間由執行董事翁嘉晉先生之父親翁國亮先生全資擁有之公司）訂立買賣協議（「Future Health收購協議」），內容有關收購Future Health Investments (Scotland) Ltd（「Future Health」）之全部已發行股本及股東貸款，代價為2,091,500港元。

### 48. 比較數字

若干比較數字已經重列，以符合已終止經營業務之呈報方式。

### 49. 授權刊發綜合財務報表

綜合財務報表於二零一七年六月十六日獲董事會批准及授權刊發。



# FINANCIAL SUMMARY

## 財務摘要

For the year ended 31 March

截至三月三十一日止年度

		2017	2016	2015	2014	2013
		二零一七年	二零一六年	二零一五年	二零一四年	二零一三年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
<b>RESULTS</b>	<b>業績</b>					
Revenue	收益	269,515	1,574,607	1,780,309	2,243,159	2,020,589
Loss before taxation	除稅前虧損	(29,785)	(41,154)	(771,395)	66,670	72,683
Taxation	稅項	(3,577)	(3,942)	(10,789)	(29,216)	(22,141)
Loss for the year	年度虧損	(33,362)	(45,096)	(782,184)	37,454	50,542
Discontinued operation	已終止經營業務	39,809	–	–	–	–
		<b>6,447</b>	<b>(45,096)</b>	<b>(782,184)</b>	<b>37,454</b>	<b>50,542</b>
(Loss)/profit attributable to	以下人士應佔					
	(虧損)/溢利					
– Owners of the Company	– 本公司擁有人	10,208	(43,372)	(505,581)	21,913	42,740
– Non-controlling interests	– 非控股權益	(3,761)	(1,724)	(276,603)	15,541	7,802
		<b>6,447</b>	<b>(45,096)</b>	<b>(782,184)</b>	<b>37,454</b>	<b>50,542</b>

As at 31 March

於三月三十一日

		2017	2016	2015	2014	2013
		二零一七年	二零一六年	二零一五年	二零一四年	二零一三年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>					
Total assets	總資產	382,340	877,870	874,991	1,638,040	1,578,537
Total liabilities	總負債	(94,445)	(483,524)	(493,493)	(487,617)	(592,498)
		<b>287,895</b>	<b>394,346</b>	<b>381,498</b>	<b>1,150,423</b>	<b>986,039</b>



**HUA XIA HEALTHCARE HOLDINGS LIMITED**

華夏醫療集團有限公司\*