



Fujikon Industrial Holdings Limited

富士高實業控股有限公司

(Stock Code 股份代號 : 927)



Annual Report 年報

2007-08



Vision

To be a world-class electro-acoustic group.

Mission

Through continuous improvements in quality^① and technology^② and raising the satisfaction level of employees, customers, suppliers and investors, we enable sustainable growth of the group.

Values

Unity and Co-operation; endeavoring joint efforts and wisdom for achieving our goals.

Commitment and Mutual Benefits; making continuous and steady development.

Innovation and Progress; sharing the outstanding achievements.

From Society and for Society; fulfilling social obligations.

Remark ① Quality - Product, Service and Management; and

Remark ② Technology - Development and Production

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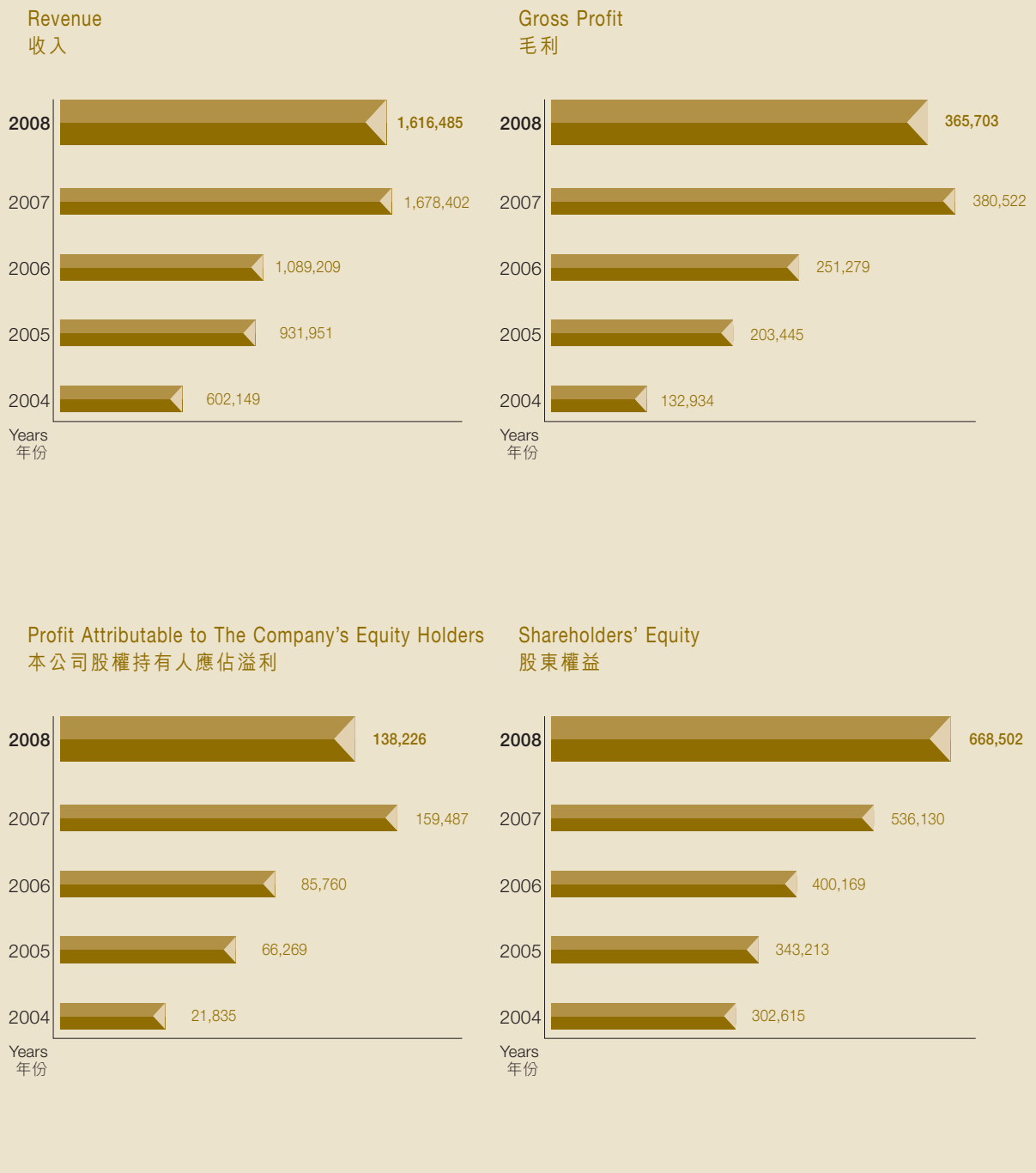
Financial Highlights

財務摘要

For the year ended 31 March 截至三月三十一日止年度		2008	2007	Change 變化
Operating Results	經營業績			
Gross margin (%)	毛利率(%)	22.6%	22.7%	-0.1% pts 百分點
Operating margin (%)	營運利潤率(%)	10.5%	12.6%	-2.1% pts 百分點
Net margin (%)	純利率(%)	8.6%	9.5%	-0.9% pts 百分點
Return on equity holders (%)	資金回報率(%)	20.7%	29.7%	-9.0% pts 百分點
Financial Position	財務狀況			
Total assets (HK\$'000)	總資產 (千港元)	1,016,757	936,586	9%
Cash and bank deposits (HK\$'000)	現金及銀行存款 (千港元)	325,593	160,442	103%
Total debt (HK\$'000)	總負債 (千港元)	33,601	49,194	-32%
Shareholders' equity (HK\$'000)	股東權益 (千港元)	668,502	536,130	25%
Financial Ratio	財務比率			
Current ratio (Times)	流動比率 (倍)	2.5	1.9	32%
Quick ratio (Times)	速動比率 (倍)	2.0	1.3	54%
Gearing ratio (%)	負債比率 (%)	5.0%	9.2%	-4.2% pts 百分點
Turnover Ratio	週轉比率			
Inventory turnover (days)	存貨週轉 (日)	56	62	-10%
Debtors turnover (days)	應收賬週轉 (日)	52	51	2%
Creditors turnover (days)	應付賬週轉 (日)	48	54	-11%
Operating cycle (days)	營業週期 (日)	60	59	2%
Dividends per Share (HK cents)	每股股息 (港仙)	15.0	12.0	25%
Interim	中期	3.0	3.0	0%
Final	末期	5.0	5.0	0%
Special	特別	7.0	4.0	75%

Year Ended 31 March 截至三月三十一日止年度

HK\$'000 千港元



Financial Summary

財務撮要

(expressed in Hong Kong dollars unless otherwise indicated)
(除另有說明外，以港幣計算)

The following is a summary of the consolidated balance sheets and consolidated income statement of Fujikon Industrial Holdings Limited (the "Company") and its subsidiaries (together the "Group"):

以下為富士高實業控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)之綜合資產負債表及綜合損益表之撮要：

CONSOLIDATED BALANCE SHEETS

綜合資產負債表

		2008 \$'000千元	2007 \$'000千元	2006 \$'000千元	2005 \$'000千元 (As restated) (重列)	2004 \$'000千元
Non-current assets	非流動資產					
Property, plant and equipment	物業、廠房及設備	214,607	224,665	204,116	168,514	181,460
Investment properties	投資物業	5,220	4,360	4,180	-	-
Leasehold land and land use rights	租賃土地及 土地使用權	21,527	21,198	21,156	22,046	-
Non-current deposits	非流動按金	14,627	-	-	-	-
Interests in jointly controlled entities	於共同控制實體之 權益	-	-	-	354	-
Long-term investments	長期投資	-	-	-	23,858	35,539
Available-for-sale financial assets	可供出售財務資產	-	3,963	7,215	-	-
Deferred tax assets	遞延稅項資產	17	186	17	1,555	-
Total non-current assets	非流動資產總值	255,998	254,372	236,684	216,327	216,999
Current assets	流動資產					
Inventories	存貨	163,838	221,205	211,399	104,299	88,479
Trade receivables	應收貨款	196,512	258,868	206,381	144,996	105,194
Other receivables	其他應收款項	29,447	34,461	24,270	9,571	10,055
Derivative financial instruments	衍生金融工具	-	-	495	-	-
Other financial assets at fair value through profit or loss	按公平值計入損益 的其他財務資產	45,369	7,238	9,370	-	-
Pledged bank deposits	有抵押銀行存款	-	2,132	-	-	142
Cash and bank deposits	現金及銀行存款	325,593	158,310	65,354	93,821	73,587
Total current assets	流動資產總值	760,759	682,214	517,269	352,687	277,457
Current liabilities	流動負債					
Trade payables	應付貨款	(139,936)	(185,280)	(193,165)	(105,610)	(85,348)
Accruals and other payables	應計及其他應付款項	(106,406)	(99,803)	(67,840)	(51,740)	(36,746)
Current income tax liabilities	當期所得稅負債	(22,979)	(30,776)	(10,148)	(10,972)	(1,064)
Derivative financial instruments	衍生金融工具	(4,041)	(1,055)	-	-	-
Bank borrowings	銀行借款	(30,416)	(43,279)	(51,053)	(38,185)	(49,985)
Total current liabilities	流動負債總額	(303,778)	(360,193)	(322,206)	(206,507)	(173,143)
Net current assets	流動資產淨值	456,981	322,021	195,063	146,180	104,314
Total assets less current liabilities	總資產減流動負債	712,979	576,393	431,747	362,507	321,313

(expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，以港幣計算)

		2008 \$'000千元	2007 \$'000千元	2006 \$'000千元	2005 \$'000千元 (As restated) (重列)	2004 \$'000千元
Non-current liabilities	非流動負債					
Bank borrowings	銀行借款	(3,185)	(5,915)	(10,245)	(3,733)	(2,460)
Deferred tax liabilities	遞延稅項負債	(1,135)	(1,021)	(1,270)	(2,226)	(3,759)
Total non-current liabilities	非流動負債總額	(4,320)	(6,936)	(11,515)	(5,959)	(6,219)
Net assets	資產淨值	708,659	569,457	420,232	356,548	315,094
EQUITY	權益					
Capital and reserves attributable to the Company's equity holders	歸屬本公司股權持有人之股本及儲備					
Share capital	股本	38,119	37,732	37,502	36,889	36,889
Other reserves	其他儲備	128,334	74,209	67,847	57,681	74,210
Retained earnings	保留溢利					
- Proposed dividends	- 建議股息	39,918	34,121	18,786	27,830	16,600
- Others	- 其他	462,131	390,068	276,034	220,813	174,916
		668,502	536,130	400,169	343,213	302,615
Minority interests	少數股東權益	40,157	33,327	20,063	13,335	12,479
		708,659	569,457	420,232	356,548	315,094

Note: The Group adopted the new/revised standards and interpretations of Hong Kong Financial Reporting Standards for the year ended 31 March 2006. Figures as at and for the year ended 31 March 2005 have been restated as required. Figures as at and for the year ended 31 March 2004 have not been adjusted as it is not practicable to restate earlier years for comparison purposes.

附註：本集團已於截至二零零六年三月三十一日止年度採納香港財務報告準則之新訂／經修訂準則及詮釋。於二零零五年三月三十一日及截至該日期止年度之數字已按要求重列。於二零零四年三月三十一日及截至該日期止年度之數字由於重列過往年度之數字以作比較並不恰當，所以並未調整。

Financial Summary

財務撮要

(expressed in Hong Kong dollars unless otherwise indicated)
(除另有說明外，以港幣計算)

CONSOLIDATED INCOME STATEMENTS

綜合損益表

		2008 \$'000千元	2007 \$'000千元	2006 \$'000千元	2005 \$'000千元 (As restated) (重列)	2004 \$'000千元
Turnover	營業額	1,616,485	1,678,402	1,089,209	931,951	602,149
Cost of sales	銷售成本	(1,250,782)	(1,297,880)	(837,930)	(728,506)	(469,215)
Gross profit	毛利	365,703	380,522	251,279	203,445	132,934
Other (losses)/gains – net	其他(虧損)/ 收益—淨額	(21,346)	1,962	585	1,834	2,883
Distribution and selling expenses	分銷及銷售支出	(26,096)	(27,418)	(32,868)	(29,221)	(27,260)
General and administrative expenses	一般及行政支出	(148,018)	(143,252)	(111,514)	(95,950)	(80,221)
Operating profit	經營溢利	170,243	211,814	107,482	80,108	28,336
Finance income	融資收入	8,693	3,133	2,089	1,673	2,764
Finance costs	融資成本	(3,050)	(5,975)	(2,538)	(1,182)	(1,912)
Profit before income tax	所得稅前溢利	175,886	208,972	107,033	80,599	29,188
Income tax expenses	所得稅支出	(24,593)	(33,620)	(14,545)	(12,004)	(5,247)
Profit for the year	年度溢利	151,293	175,352	92,488	68,595	23,941
Attributable to:	歸屬：					
Equity holders of the Company	本公司股權持有人	138,226	159,487	85,760	66,269	21,835
Minority interests	少數股東權益	13,067	15,865	6,728	2,326	2,106
		151,293	175,352	92,488	68,595	23,941

Note: The Group adopted the new/revised standards and interpretations of Hong Kong Financial Reporting Standards for the year ended 31 March 2006. Figures as at and for the year ended 31 March 2005 have been restated as required. Figures as at and for the year ended 31 March 2004 have not been adjusted as it is not practicable to restate earlier years for comparison purposes.

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Johnny Yeung 楊志雄

Chairman 主席

Chairman's Statement 主席報告

To our shareholders

On behalf of the Board of Directors, I am pleased to present the annual results of Fujikon Industrial Holdings Limited (the "Company") and its subsidiaries ("Fujikon" or the "Group") for the year ended 31 March 2008.

FY2008 was a challenging period for all manufacturers with production bases in the PRC, yet Fujikon was still able to derive certain advantages in the industry. As the management had foreseen rising material and labour costs a year earlier, we reinforced our cost down programme and managed to maintain our gross profit margin above the 22% mark during the reporting period. Our core businesses, including the audio and multimedia products segments, also reported respectable gains in sales. In fact, it was only our communication products segment which, undergoing a transitional period, led to the Group's slight decline in total revenue. However, the sales contraction experienced highlights our current efforts at developing a series of new products in conjunction with a leading European mobile phone manufacturer. From this transitional period will come high-value products that will ensure the communication products business continues to be a significant revenue source.

The position that we share with the European mobile phone manufacturer is representative of a concerted effort on our part to play a greater role as original design manufacturer. In our

致各位股東

本人謹代表董事會欣然提呈富士高實業控股有限公司(「公司」)及其附屬公司(「富士高」或「集團」)截至二零零八年三月三十一日止年度之全年業績報告。

二零零八年財政年度對所有在中國設有生產基地的製造商而言可謂充滿挑戰。儘管如此，富士高仍能在業內享有一定優勢。由於管理層早於一年前預見原材料及勞工成本上漲的趨勢，並已加強了成本控制措施，因此回顧年內毛利率仍能維持於22%以上。集團的核心業務，包括音響及多媒體產品業務亦錄得可觀的銷售額。事實上，僅因為集團正積極與一家主要歐洲流動電話製造商開發一系列新產品，導致通訊業產品務處於過渡時期，其總收入才會輕微下降。此過渡期過去後，集團新開發的高價值產品將帶動通訊產品業務繼續成為集團的重要收入來源。

我們與歐洲流動電話製造商的合作顯示了集團在原設計製造方面扮演著越來越重要的角色。由於我們希望逐漸將原設備製造業務的

gradual shift away from the original equipment manufacturing segment, bolstering ties with our global business partners will become increasingly important. To win their trust and support we will double our efforts at research and development ("R&D") so as to be in step with the latest technologies. Concurrently, we will remain abreast of the newest consumer trends.

Certainly, the audio and multimedia products businesses provide ample proof of what strong R&D capabilities and healthy relationships can achieve. In the case of the audio products segment, we have enhanced ties with a well-known premium US audio brand while at the same time attracted two established European acoustic brands into the fold. Our R&D prowess consequently gave rise to a series of high-end headphones, and we will be cooperating with other key customers in efforts to bolster the breadth and depth of their product lineups. The multimedia products business also sustained steady growth with a significant portion of its revenue derived from Microsoft. By preserving this valuable relationship, we have continued to reinforce our standing as a world-class electro-acoustic group, a position from which to drive our business growth.

Looking ahead, we remain optimistic about all of our key business interests. As said, the communication products segment is set to capitalise on new product launches that will allow us to enjoy increased revenue, while bonds with key customers will grow from strength to strength. Similarly, ties with our European partners in the audio segment will ensure that trendy, stylish, and comfortable headphones with high acoustic quality will come to fruition. As for our multimedia products business, here too we maintain a positive outlook, and not just because of our strong ties with Microsoft, but rather for the burgeoning relationship we share with a global manufacturer of multimedia products.

The strengthening associations we enjoy with our existing clients have highlighted the merit of the Group's strategy to play a partnership role in product development, a role that will not only allow us to realise financial growth but consolidate our position as a leading manufacturer for the world's foremost brands.

比例減少，所以與全球業務夥伴建立緊密關係變得更加重要。為贏取此等業務夥伴的信任和支持，我們將加倍努力進行研究及開發（「研發」），以趕上最先進的科技，並繼續把握最新的消費潮流。

音響及多媒體產品業務充分印證了強大的研發能力及穩固業務關係對集團的發展極為重要。在音響產品業務方面，我們加強與美國著名音響品牌的合作關係，同時亦吸引了兩個頂尖歐洲電聲產品品牌成為客戶。憑著卓越的研發技術，我們成功開發了一系列高級耳機，並將與其他主要客戶合作，擴闊他們的產品系列。多媒體產品業務亦維持穩定增長，當中大部份收益乃源自微軟。此具價值的合作關係鞏固了集團作為世界級電聲集團的地位，並進一步推動其業務增長。

展望未來，我們對各項主要業務的前景仍然感到樂觀。如之前提及，通訊產品業務將推出新產品以增加我們的收入，而我們也會繼續加緊與主要客戶的聯繫。在音響產品方面，我們將透過與歐洲業務夥伴合作，把時尚、別緻、舒適兼具備高音質的耳機帶到市場。我們同樣對多媒體產品業務的前景充滿信心，這不僅是基於我們與微軟的夥伴關係，也由於我們與一家全球多媒體產品製造商的合作關係日益緊密所致。

我們與現有客戶的合作更趨穩定，突顯了我們積極與客戶共同開發產品所帶來的優勢。此舉不僅讓集團達致財務增長，更加强了我們作為世界頂尖品牌首選製造商的地位。

DIVIDENDS

The Board of Directors have recommended the payment of a final dividend of HK5.0 cents per share along with a special dividend of HK5.0 cents per share, making the annual payout at HK15.0 cents per share.

APPRECIATION

On behalf of the Board of Directors I would like to offer my appreciation to our business partners, customers and stakeholders for the continuing support which has proven pivotal for our ongoing growth. The dedication and diligence demonstrated by our management team and staff certainly merits recognition as well. Entering a new financial period, we will endeavour to enhance the Group's performance and deliver greater returns to our shareholders.

Yeung Chi Hung, Johnny

Chairman

Hong Kong, 3 July 2008

股息

董事會建議派發本年度的末期股息每股5.0港仙及特別股息每股5.0港仙，全年共派息每股15.0港仙。

致謝

本人謹代表董事會向各業務夥伴、客戶及股東多年來的鼎力支持表示衷心謝意，他們的支持對我們的持續發展舉足輕重。我亦謹此向努力不懈的管理團隊及全體員工致謝。踏入新的財政年度，我們將致力提升集團的業務表現，並為股東爭取更豐厚的回報。

楊志雄

主席

香港，二零零八年七月三日

Leading the Electro-Acoustic Industry with Innovations



PRO-LUXE

Hi-TEX

UNI
DIGITAL

With a quarter century of experience in the electro-acoustic industry, we offer comprehensive project and program management services to top-tier ODM/OEM customers worldwide.

Headquartered in Hong Kong with production facilities in Dongguan, our collective technological resources and scalable manufacturing services give us a real edge. Combining knowledgeable engineers with state-of-the-art equipment, we provide an advanced environment for product development and innovations.

You are invited to experience our professional services that our loyal customers are currently enjoying. Contact us today to learn more about how we can meet your unique sourcing needs.



 **fujikon**
A SOUND COMPANY




 **Bluetooth**






Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

Indicative of the communication products segment's entry into a transitional period, the Group experienced a slight decline in revenue of 3.7% to HK\$1,616.5 million. However, thanks to the continuous implementation of an effective cost down programme, the Group's gross profit margin of over 22% remained comparable to that of the previous financial year. In terms of profitability, profit attributable to shareholders contracted to HK\$138.2 million (FY2007: HK\$159.5 million), due in part to a decrease in revenue from the communication products segment. Nonetheless, sales from the Group's other core businesses, such as audio products in particular, achieved satisfactory growth. Although external factors had an adverse effect on Fujikon's performance, rising material and labour costs were effectively managed via prudent management and enhancement of productivity.

Product Mix Analysis

For the year ended 31 March 2008, the communication products business remained the largest revenue earner for the Group, accounting for 31.4% of total revenue. Excluding the communication products segment, audio products, multimedia products, electronic products, accessories and others, and electro-acoustic parts accounted for 28.1%, 9.2%, 28.9%, and 2.4% of total revenue, respectively.

Core Businesses

Communication Products

During the year, the Group bolstered relations with a leading European mobile phone manufacturer through co-development of new products, consequently enhancing its position as an original design manufacturer. Due to the transitional period in which new products were undergoing development, sales from the communication products segment was down from HK\$604.7 million reported in FY2007 to HK\$507.5 million. However, given that Fujikon and the aforesaid customer are jointly preparing to deliver the new range of models on the market; the Group stands to benefit from contributions made from the launch of such products in the coming years.

業務回顧

受到通訊產品業務處於過渡時期的影響，集團的收入輕微下跌3.7%至1,616,500,000港元。然而，有賴集團持續推行有效的成本控制措施，全年毛利率能維持於22%以上，與上一個財政年度相若。盈利方面，股東應佔溢利減少至138,200,000港元（二零零七年財政年度：159,500,000港元），部分由於通訊產品業務的收入下降所致。儘管如此，集團其他核心業務的銷售額增長令人滿意，其中音響產品的表現尤其突出。雖然外圍因素對富士高的業績表現造成負面影響，但集團仍能透過審慎的成本管理及提高生產力，有效應付原材料及勞工成本高企帶來的壓力。

產品組合分析

截至二零零八年三月三十一日止年度，通訊產品業務仍是集團最大收入來源，佔總收入31.4%。此外，音響產品、多媒體產品、電子產品及配件，以及電聲零件分別佔總收入28.1%、9.2%、28.9%及2.4%。

核心業務

通訊產品

年內，集團與一家主要歐洲流動電話製造商共同開發新產品，從而加強彼此合作關係，並鞏固集團作為原設計製造商的地位。由於通訊產品業務處於開發新產品的過渡期，導致銷售額由二零零七年財政年度的604,700,000港元下降至507,500,000港元。然而，富士高與上述客戶正合作推出多款新型號產品，預期在未來數年，集團將可受惠於該等產品面世後所帶來的貢獻。

BUSINESS REVIEW (Continued)

Core Businesses (Continued)

Audio Products

Among the highlights of the year was the audio products segment which continued to realise solid sales growth. From FY2004 to the year under review, this segment achieved a combined annual growth rate ("CAGR") of 12.9%. For FY2008 alone, this area of business saw sales rise by 7.8% to HK\$454.2 million (FY2007: HK\$421.3 million). Fuelling this solid performance has been Fujikon's strengthening ties with a premium US audio brand for which the Group anticipates further business growth.

Multimedia Products

Achieving a CAGR of 29.0% for the five-year period that includes FY2008, the multimedia products segment remains a steady source of revenue for the Group. During the year, HK\$148.5 million in sales was reported, up from HK\$144.7 million in FY2007. While the shipment of headsets to Microsoft for bundling with their Xbox 360™ game consoles continued to account for a majority of the Group's multimedia products business, significant sales were achieved via ties with a global manufacturer of multimedia products driven by surging demand for internet instant messaging, online games and other internet applications.

Non-core Businesses

Electronic Products, Accessories and Others

As an important part of the Group's vertical integration, and propelled by growth from external sales, this segment experienced a significant 12.8% rise in sales over FY2007. Generating total revenue of HK\$466.8 million (FY2007: 413.7 million) during the review period, this was largely attributed to increased sales of cables as used for electronic products. In view of strong market demand for electro-acoustic products, this segment is expected to maintain healthy growth in the years to come.

Electro-acoustic Parts

Intent on withdrawing from the FM transmitter business, this segment expectedly contributed less to the Group's overall revenue, experiencing a decline in revenue of 58.0% to HK\$40.0 million (FY2007: HK\$94.0 million). Though revenue contribution from FM transmitters is anticipated to continue to diminish, Fujikon will take the opportunity to direct existing customers from this business to its other areas of expertise.

業務回顧(續)

核心業務(續)

音響產品

音響產品是年內表現最為突出的其中一項業務，銷售額持續錄得穩健增長。由二零零四年財政年度至回顧年度，音響產品業務的複合年增長率達12.9%。於二零零八年財政年度，此業務的銷售額上升7.8%至454,200,000港元(二零零七年財政年度：421,300,000港元)。此業務的表現日益理想，全賴富士高致力加強與一家美國優質音響品牌的合作關係，並預期將進一步帶動集團的業務增長。

多媒體產品

多媒體產品業務仍是集團的穩定收入來源，在包括二零零八年財政年度的五個財政年度期間，此業務的複合年增長率達29.0%。年內，此業務的銷售額由二零零七年財政年度的144,700,000港元上升至148,500,000港元。集團為微軟生產的Xbox 360™遊戲機配套耳機繼續成為多媒體產品業務的主要收入。由於網上即時訊息、網上遊戲及其他網上應用系統的需求日增，集團與一家全球多媒體產品製造商緊密合作，並為此業務帶來顯著的銷售額。

非核心業務

電子產品、配件及其他

作為集團垂直整合業務的重要一環，加上對外銷售增長的帶動下，此業務的銷售額較二零零七年財政年度顯著上升12.8%，於回顧期內錄得總收入達466,800,000港元(二零零七年財政年度：413,700,000港元)，主要由於供電子產品使用的電線銷售額增加所致。鑒於電聲產品的市場需求強勁，預期此業務於未來數年將維持穩健的增長。

電聲零件

由於集團刻意撤出FM傳送器的業務，導致此業務的收入下跌58.0%至40,000,000港元(二零零七年財政年度：94,000,000港元)，為集團收入帶來的貢獻亦因而減少。雖然FM傳送器業務的收入貢獻將繼續遞減，富士高將把握機會將此業務的現有客戶轉介至集團的其他業務範疇。

BUSINESS REVIEW (Continued)

Non-core Businesses (Continued)

Market Analysis

Well aware of the importance for perpetuating ties with world-class customers possessing international presence, Fujikon has continuously nurtured such associations, consequently shipping its products to their desired destinations or markets. Such products are often redistributed by customers to different points across the globe, thus allowing Fujikon to be less susceptible to individual market conditions. As of the latest financial period, revenue by geographical markets is well divided across Mainland China, North America, Other Asian Countries, and Europe at 33.0%, 26.4%, 19.9%, and 18.0% respectively, with other countries accounting for the remaining 2.7%.

PROSPECTS

Despite marginally diminished performance during the year, the management remains optimistic about the Group's core businesses in the near future, drawing confidence from Fujikon's strength in original equipment manufacturing and increasing participation in original design manufacturing. Instead of expanding the customer base aggressively, the Group will strive to devote more resources in R&D to enrich and enhance the product range.

Having established strategic ties with a leading European mobile phone manufacturer where relations have continued to flourish, revenue from the communications products segment is set to rebound in the next few years as the transitional period experienced gives rise to new product launches. With a series of replacement products, high-value products and Bluetooth devices set to reach global customers, Fujikon expects to realise higher margin from such introductions.

As for the audio products segment, the trend towards "music on the go" and consumers requiring superior acoustic capabilities will create strong demand for high quality earphones and midsize headphones. Experienced in serving the world's premium brands and as a preferred partner of these companies, the Group is in a favourable position to capture abundant opportunities ahead. In addition to ties with a premium US brand, the Group has recently secured the backing of two established European acoustic customers, spurring co-development of a series of high-end headphones for further business growth.

業務回顧(續)

非核心業務(續)

市場分析

跟擁有國際銷售據點的世界級客戶建立緊密合作關係對集團的發展十分重要，因此富士高一直致力與這些客戶維持密切關係，將產品附運至客戶選定的地點或市場，再由客戶運往世界各地銷售。這能有效避免集團業務受個別市場情況影響。回顧年內，以地域市場而言，集團的收入來自中國內地、北美洲、其他亞洲國家及歐洲，分別佔總收入33.0%、26.4%、19.9%及18.0%，其他國家則佔餘下2.7%。

展望

儘管年內業績稍微倒退，但基於富士高在原設備製造方面佔有優勢，加上積極參與原設計製造，管理層對集團核心業務的未來發展仍然樂觀。集團的業務策略已由主力擴展客戶基礎轉移至投放更多資源於研發方面，藉此豐富及提升產品系列。

集團自與主要歐洲流動電話製造商建立策略性關係以來，彼此一直合作無間。由於在經歷開發產品的過渡期後，新產品將相繼面世，所以通訊產品業務的收入在未來數年會重拾升軌。富士高預期，隨著多款替代產品、高增值產品及藍芽裝置產品在全球陸續推出，將有助提高集團的邊際利潤。

音響產品業務方面，「隨身聽」潮流加上消費者追求卓越的音質，將令優質耳機及中型耳機的需求持續強勁。憑藉與國際優質品牌合作的經驗及作為該等公司首選的合作夥伴，集團已準備就緒，把握未來龐大的商機。除了與一家美國優質品牌合作之外，集團最近更成功取得兩個歐洲頂尖電聲產品品牌成為客戶，共同開發多款高端耳機，推動業務進一步增長。

PROSPECTS (Continued)

The multimedia products segment looks set to continue generating steady contributions to the Group as it enters a new financial term. With interest in Microsoft Xbox 360™ game console bundling headsets expected to remain firm, and demand by a global manufacturer for multimedia headsets, as used in conjunction with instant messaging, online gaming card and other internet applications, continuing to grow, the Group expects this area of business to achieve further inroads.

Even though the management is positive towards Fujikon's future outlook, to support such optimism will require added emphasis on bolstering ties with its key customers. Precedents indicate that such alliances have spawned opportunities for the Group to consolidate its position as an original design manufacturer, enhance its competitiveness, and increase customers' confidence and trust in Fujikon. Accordingly, the onus will be on the Group to back such valued relationships through continuous progress in the areas of R&D. In addition to enhancing front-end capabilities, bolstering backend competencies to combat rising raw material and labour costs is equally imperative; hence, supply chain management and manufacturing capacity must be constantly monitored and enhanced. By utilising a holistic approach, Fujikon is thus confident of its ability to achieve sustained long-term growth.

FINANCIAL REVIEW

For the year under review, the gross profit maintained above 22% this year. The stable gross profit was mainly attributed by the continuous enhancement on supply chain management and operational efficiency even though there are a number of adverse factors that put pressure on the cost margins, including the appreciation in RMB and the soaring cost for labour and materials.

Distribution and selling expenses was decreased by approximately 4.8% to HK\$26.1 million this year (FY2007: HK\$27.4 million). General and administrative expenses rose by approximately 3.3% to HK\$148.0 million this year (FY2007: HK\$143.3 million). The increase was mainly due to a share-based payment expense of HK\$5.9 million incurred for this year.

展望(續)

在新一個財政年度，多媒體產品業務將繼續為集團帶來穩定的貢獻。由於預期市場對微軟Xbox 360™遊戲機配套耳機仍然需求殷切，以及一家全球多媒體產品製造商對可應用於即時訊息、網上遊戲卡及其他網上應用系統的多媒體耳機需求持續增長，集團預期此業務範疇將可獲進一步擴展。

管理層對富士高的業務前景表示樂觀，這亦繫於集團需與主要客戶進一步加強合作關係。一直以來，集團與主要客戶所建立的緊密關係為集團締造機遇，提升其原設計製造商的地位、提升競爭能力及增強客戶對富士高的信心和信任。有見及此，集團將會持續參與客戶的研發工作以鞏固與客戶關係。此外，除了加強前線人員的能力外，提升後勤實力以應付原材料及勞工成本上漲亦同樣重要。因此集團將定期監察及加強供應鏈管理及生產能力。透過採用全面的策略，富士高有信心業務能達到長遠增長。

財務回顧

於回顧年度，本年度之毛利維持在22%以上。儘管有若干不利因素(包括人民幣升值及人工及物料成本飛脹)對邊際成本構成壓力，毛利仍處於穩定水平，此乃主要由於持續對供應鏈管理及營運效率作出改善所致。

分銷及銷售支出於本年度減少約4.8%至26,100,000港元(二零零七年財政年度：27,400,000港元)。一般及行政支出於本年度增加約3.3%至148,000,000港元(二零零七年財政年度：143,300,000港元)，主要由於本年度產生之以股份支付款項開支5,900,000港元所致。

FINANCIAL REVIEW (Continued)

Liquidity and Financial Resources

Net current assets at 31 March 2008 amounted to approximately HK\$457.0 million (FY2007: HK\$322.0 million). The Group's current and quick ratio were approximately 2.5 times (FY2007: 1.9 times) and 2.0 times (FY2007: 1.3 times), respectively.

The Group had cash and bank deposits (included pledged bank deposits) of approximately HK\$325.6 million at 31 March 2008, representing a significant increase of approximately 2.0 times against approximately HK\$160.4 million last year. Approximately 41.9%, 9.5% and 48.1% of the total cash and bank deposits were denominated in Renminbi, Hong Kong dollars and US dollars, respectively and the remaining in other currencies. At 31 March 2008, the Group had aggregated banking facilities of approximately HK\$388.5 million (FY2007: HK\$333.3 million) from several banks for loans and trade financing, with an unused balance of approximately HK\$354.9 million (FY2007: HK\$277.0 million).

Capital Structure

At 31 March 2008, the total borrowings of the Group were approximately HK\$33.6 million (FY2007: HK\$49.2 million), of which approximately 90.5% and 9.5% were due within one year and between two to five years, respectively.

The Group's borrowings consisted of several secured short-term bank loans of approximately HK\$27.7 million (FY2007: HK\$36.6) and a hire purchase loan of approximately HK\$5.9 million (FY2007: HK\$8.6 million) of which approximately 82.4% was denominated in Renminbi and the remaining in Hong Kong dollars. The Group did not have any unsecured shorter-term bank loan this year (FY2007: HK\$4.0 million).

Approximately HK\$55.1 million of certain properties and machinery and land use right have been pledged for several secured short-term bank loans and a hire purchase loan (FY2007: HK\$53.6 million). The Group's borrowings bore interest at rates ranging from approximately 2.8% to 7.5% per annum (FY2007: ranging from 3.8% to 6.4%).

財務回顧(續)

流動資金及財務資源

於二零零八年三月三十一日，流動資產淨值約為457,000,000港元(二零零七年財政年度：322,000,000港元)。本集團之流動及速動比率分別約為2.5倍(二零零七年財政年度：1.9倍)及2.0倍(二零零七年財政年度：1.3倍)。

本集團於二零零八年三月三十一日之現金及銀行存款及已抵押銀行存款約為325,600,000港元，較去年約160,400,000港元大幅上升約2.0倍。約41.9%、9.5%及48.1%之現金及銀行存款總額分別以人民幣、港元及美元計值，餘款則以多種其他貨幣計值。於二零零八年三月三十一日，本集團之銀行融資合共約為388,500,000港元(二零零七年財政年度：333,300,000港元)，為來自多家銀行之貸款及貿易信貸，而未動用之餘額約為354,900,000港元(二零零七年財政年度：277,000,000港元)。

資本架構

於二零零八年三月三十一日，本集團之借貸總額約為33,600,000港元(二零零七年財政年度：49,200,000港元)，其中約90.5%及9.5%分別於一年內及二年至五年內到期。

本集團之該等借貸包括多項有抵押短期銀行貸款約27,700,000港元(二零零七年財政年度：36,600,000港元)及租購貸款約5,900,000港元(二零零七年財政年度：8,600,000港元)，其中約82.4%以人民幣計值，其餘以港幣計值。本年度本集團並無任何已抵押之短期銀行貸款(二零零七年財政年度：4,000,000港元)。

若干約55,100,000港元之物業及機器及土地使用權已作為多項有抵押短期銀行貸款及租購貸款之抵押品而予以質押(二零零七年財政年度：53,600,000港元)。本集團之借貸按年利率約2.8厘至7.5厘計息(二零零七年財政年度：約3.8厘至6.4厘)。

FINANCIAL REVIEW (Continued)

Capital Structure (Continued)

The Group's gearing ratio at 31 March 2008 was approximately 5.0% (FY2007: 9.2%), which was measured on the basis of total borrowings as a percentage of total equity attributable to the equity holders of the Company. If the balance of cash and bank deposits at 31 March 2008 was taken into account, the Group was in a net cash position.

Foreign Exchange Exposure

The Group mainly operates in Hong Kong and Mainland China with most transactions settled in Hong Kong dollars, Renminbi and US dollars. The Group is mainly exposed to foreign exchange risk arising from future commercial transactions, recognised assets and liabilities denominated in currencies other than the functional currency of the group entities to which they relate. The Group entered into foreign currency forward contracts to manage such exposure.

Employee Information

At 31 March 2008, the Group employed a total of over approximately 10,000 (FY2007: over 12,000) employees. The employment costs (including the directors' emoluments) accounted for approximately HK\$267.7 million (FY2007: HK\$250.3 million).

The Group has developed its human resources policies and procedures based on performance and merit. Employees are rewarded on a performance-related basis within the general framework of its salary and bonus system. Discretionary bonus is linked to the profit performance of the Group as well as individual performance. Benefits include staff accommodation, medical schemes, share option scheme, Mandatory Provident Fund for employees in Hong Kong and statesponsored retirement plans for employees in the Mainland China. The Group has also developed training programs to its management and employees to ensure they are properly trained.

Financial Guarantee

At 31 March 2008, the Company had provided corporate guarantees of approximately HK\$435.2 million (FY2007: HK\$260.7 million) to several banks to secure banking facilities of its subsidiaries. The facilities utilized by the subsidiaries at 31 March 2008 approximately HK\$33.6 million (FY2007: HK\$56.3 million).

財務回顧(續)

資本架構(續)

本集團於二零零八年三月三十一日之資本負債比率約為5.0% (二零零七年財政年度：9.2%)，乃根據借貸總額及歸屬本公司股權持有人之權益總額之百分比計算。倘包括於二零零八年三月三十一日之現金及銀行存款結餘計算，則本集團處於淨現金狀況。

外匯風險

本集團主要於香港及中國國內經營業務，而大部分交易乃以港元、人民幣及美元計值。本集團主要承受來自集團實體以集團實體功能貨幣以外貨幣計值之未來商業交易及已確認資產與負債之外匯風險。本集團已訂立外幣遠期合約管理有關風險。

僱員資料

於二零零八年三月三十一日，本集團共聘用約逾10,000名(二零零七年財政年度：逾12,000名)僱員。僱員成本(包括董事酬金)約為267,700,000港元(二零零七年財政年度：250,300,000港元)。

本集團亦根據工作表現及成績制訂人力資源政策及程序。僱員會根據慣常之薪酬及花紅制度按員工表現給予員工報酬。酌情花紅視乎本集團之溢利表現及個別員工之表現而定，而僱員福利包括宿舍、醫療計劃、購股權計劃、香港僱員之強制性公積金計劃及中國國內僱員之國家退休金計劃。本集團亦已為其管理層及僱員提供培訓計劃，以確保彼等獲得適當培訓。

財務擔保

於二零零八年三月三十一日，本公司已向多間銀行提供約435,200,000港元(二零零七年財政年度：260,700,000港元)之公司擔保，以作為其附屬公司之銀行信貸之擔保。附屬公司於二零零八年三月三十一日所用之信貸額約為33,600,000港元(二零零七年財政年度：56,300,000港元)。

Biographical Details of Directors and Senior Management

董事及高級管理層

EXECUTIVE DIRECTOR

Mr. YEUNG Chi Hung, Johnny, aged 63, is a co-founder of the Group. He has been the Chairman and the executive Director since 2000. Mr. Yeung is responsible for the overall strategic planning and business development of the Group. He is instrumental in the formulation and implementation of the business policies of the Group. Mr. Yeung was elected the Honorary Fellowship 2004 by the Professional Validation Council of Hong Kong Industries and Directors Of The Year Awards 2007 (Executive Director): Listed Companies (SEHK – Non Hang Seng Index Constituents) by the Hong Kong Institute of Directors. Mr. Yeung has over 40 years of experience in the electronics and acoustics industry. In addition, Mr. Yeung is the Executive Committee Member of the Chinese Manufacturers' Association of Hong Kong, a President of the Professional Validation Council of Hong Kong Industries, a Council Member of the Hong Kong Quality Assurance Agency Governing Council, the Vice Chairman of Hong Kong Electronics Industries Association and the Honorary Chairman & the Vice Chairman of Dongguan Electronics Industries Association. Mr. Yeung is the father of Mr. Yeung Siu Chung, Ben, the executive Director of the Company.

Mr. YUEN Yee Sai, Simon, aged 66, is a co-founder of the Group. He has been the Joint Deputy Chairman and the executive Director since 2000. Mr. Yuen is responsible for the overall strategic planning of production and operation related affairs of the Group. He was elected the Associateship 2004 by the Professional Validation Council of Hong Kong Industries. Mr. Yuen has over 40 years of experience in the electronics industry and has in depth knowledge of trading in the PRC. In addition, he is a Vice-chairman of the Forth Committee of the Association of Foreign Investment Enterprises of Dongguan City, Honorary Citizen of Dongguan City and Humen Town. Mr. Yuen is the father of Mr. Yuen Chi King, Wyman, the executive Director of the Company.

Mr. CHOW Man Yan, Michael, aged 59, is a co-founder of the Group. He has been the Joint Deputy Chairman and the executive director of the Group since 2000. He is responsible for the overall strategic planning of purchasing related affairs of the Group. Mr. Chow was elected the Associateship 2004 by the Professional Validation Council of Hong Kong Industries. He has over 40 years of experience in the electronics and acoustics industry, especially in production and material management and inventory control. Mr. Chow is the brother of Ms. Chow Lai Fung, the executive Director of the Company.

執行董事

楊志雄先生，63歲，本集團聯合創辦人，自二零零零年出任本集團主席及執行董事。楊先生負責本集團之整體策略性規劃及業務發展。彼對於為本集團制訂及業務政策上作出重大貢獻。楊先生於二零零四年獲香港工業專業評審局頒發榮譽院士及於二零零七年獲香港董事學會頒發傑出董事獎(執行董事)：上市公司(香港交易所－非恒生指數成分股)。彼於電子及音響行業積逾40多年經驗。此外，楊先生為中華廠商聯合會常務會董、香港工業專業評審局主席、香港品質保證局董事局董事，香港電子業商會副會長以及東莞電子業商會名譽會長及副會長。楊先生是本公司執行董事楊少聰先生之父親。

源而細先生，66歲，本集團聯合創辦人，自二零零零年出任本集團之聯席副主席及執行董事。源先生負責本集團生產事務及營運之整體策略性規劃。彼於二零零四年獲香港工業專業評審局頒發副院士。源先生在電子行業方面積逾40多年經驗，並對中國貿易具有深入了解。此外，彼乃東莞市外商投資企業協會第四屆理事會之副會長，東莞市榮譽市民及虎門鎮榮譽市民。彼為本公司執行董事源子敬先生之父親。

周文仁先生，59歲，本集團聯合創辦人，自二零零零年出任本集團之聯席副主席及執行董事。周先生負責本集團採購事務之整體策略性規劃。彼於二零零四年獲香港工業專業評審局頒發副院士。周先生於電子及音響行業(特別是生產及物料管理及存貨控制)積逾40多年經驗。周先生為本公司之執行董事周麗鳳女士之胞兄。

EXECUTIVE DIRECTOR (Continued)

Mr. YUEN Chi King, Wyman, aged 34, is an executive Director. Mr. Yuen joined the Group in August 2006 and is responsible for overseeing the implementation of corporate strategy and the financial functions of the Group. Mr. Yuen graduated from the University of Toronto, Canada with a Bachelor degree of Commerce and from Saint Louis University, United States of America with a Master degree of Finance. Prior to joining the Group, Mr. Yuen has worked for a few regional financial securities institutions and was responsible for the provision of corporate finance advisory services. Mr. Yuen has more than seven years of experience in financial securities industry. He is a member of the American Institute of Certified Public Accountants. Mr. Yuen is the son of Mr. Yuen Yee Sai, Simon, the Joint Deputy Chairman of the Company.

Mr. YEUNG Siu Chung, Ben, aged 32, is an executive Director. In November 2002, Mr. Yeung joined Fujikon Industrial Co., Ltd., a subsidiary of the Company, in which he served in numerous sales and marketing and project management positions for about three years. Mr. Yeung re-joined the Group as an executive Director in August 2007 and is responsible for overseeing the business development functions of the Group. He holds a Master of Business Administration degree from Yale University in the United States of America and a Bachelor of Science degree in International Business from Pepperdine University in the United States of America. Mr. Yeung has more than seven years of working experience in an engineering and marketing capacity. He is the son of Mr. Yeung Chi Hung, Johnny, the Chairman of the Company.

Ms. CHOW Lai Fung, aged 44, is an executive Director. Ms. Chow joined the Group in March 2001 and was appointed an executive Director with effect from 1 August 2007. She is responsible for the overall financial management, accounting functions of the Group. Ms. Chow was also appointed to be a Company Secretary and an Qualified Accountant of the Group in October 2007 and April 2008, respectively. She graduated from the University of Missouri-Kansas City, United States of America with a Bachelor of Science degree in Accounting. She has over 10 years of experience in management, accounting and finance. Ms Chow is a member of the American Institute of Certified Public Accountants and the Hong Kong Institute of Certified Public Accountants. She is the sister of Mr. Chow Man Yan, Michael, the Joint Deputy Chairman of the Company.

執行董事(續)

源子敬先生，34歲，本集團之執行董事。源先生於二零零六年八月獲委任為執行董事，負責監察本集團在財務功能方面所採行之企業策略。源先生畢業於加拿大多倫多大學及美國聖路易大學，分別取得商學學士學位及金融碩士學位。於加入本集團前，源先生曾於多間區內金融證券機構任職，負責提供企業融資顧問服務。源先生於金融證券業方面擁有逾七年經驗。彼為美國會計師公會成員。源先生為本公司聯席副主席源而細先生之兒子。

楊少聰先生，32歲，本集團之執行董事。楊先生曾於二零零二年十一月加入本公司之附屬公司富士高實業有限公司，彼於該公司擔任多項銷售及市場營銷以及項目管理職務約三年。楊先生於二零零七年八月重新加入本集團作為執行董事，並負責監督本集團之業務發展。彼持有美國耶魯大學之工商管理碩士學位及美國佩珀代因大學國際工商管理學士學位。楊先生於工程及市場營銷方面擁有逾七年之工作經驗。彼為本公司主席楊志雄先生之兒子。

周麗鳳女士，44歲，本集團之執行董事。周女士於二零零一年三月加入本集團，並於二零零七年八月一日獲委任為執行董事。彼負責本集團之整體財政管理及會計職能。周女士亦分別於二零零七年十月及二零零八年四月被委任為本集團之公司秘書及合資格會計師。周女士畢業於美國密蘇里大學肯薩斯分校，並持有會計專業理學士學位。彼於管理、會計及財務方面擁有逾十年經驗。彼為美國會計師公會及香港會計師公會之會員。周女士為本公司之聯席副主席周文仁先生之胞妹。

INDEPENDENT NON-EXECUTIVE DIRECTOR

Dr. CHANG Chu Cheng, aged 64, has been an independent non-executive Director since March 2000. Dr. Chang was a founder and the Chairman of Varitronix International Limited for 29 years. He is presently the Chairman of iView Limited. Dr Chang remains as the Honorary Chairman of Varitronix and serves as a Non-executive Director of S.A.S. Dragon Holdings Limited, both of which are listed on the Stock Exchange of Hong Kong Limited. He gained his doctorate in Solid State Electronics from the University of Manchester Institute of Science & Technology in 1969 and lectured in physics and electronics at the Chinese University of Hong Kong. Dr Chang is currently the Honorary Advisor of Hong Kong Critical Components Manufacturers Association, the Honorary Chairman of Hong Kong Photographic and Optics Manufacturers Association.

Mr. CHE Wai Hang, Allen, aged 40, has been an independent non-executive Director since June 2005. He holds the bachelor of laws degree and a postgraduate certificate in laws from the University of Hong Kong. He was admitted as a solicitor of the Supreme Court of Hong Kong in 1993 and has been a member of The Law Society of Hong Kong since 1993. He has been practicing as a solicitor in Hong Kong for over 15 years and is a partner of Wong, Hui & Co., Solicitors. He had been an independent non-executive director of the Company for four years from March 2000.

Mr. LEE Yiu Pun, aged 45, has been an independent non-executive Director since June 2005. He holds the bachelor of commerce degree majoring in accounting and marketing from the University of Calgary, Canada. Mr. Lee is currently a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Lee worked as the group financial controller of S.A.S. Dragon Holdings Limited from 1994 to 1999, the financial controller of Magician Industries (Holdings) Limited from 1999 to 2000, and deputy finance director of Henderson China Holdings Limited from 2000 to 2001, all of which are listed on the Stock Exchange of Hong Kong Limited. Mr. Lee is currently the vice president of finance of a private group of companies.

獨立非執行董事

張樹成博士，64歲，從二零零零年三月起成為本公司獨立非執行董事。張博士是精電國際有限公司之創辦人，並已擔任該公司主席29年。彼現任廣景科技有限公司之主席。張博士仍然是精電國際有限公司之榮譽主席及時捷集團有限公司之非執行董事，兩所公司均在香港聯合交易所有限公司上市。彼於一九六九年獲英國曼徹斯特大學之科學及技術研究院頒發固態電子學博士銜，並曾於香港中文大學教授物理學及電子學。張博士現為香港關鍵性零部件製造業協會之名譽顧問，亦為香港攝影及光學製造業協會之榮譽主席。

車偉恒先生，40歲，從二零零五年六月起成為本公司獨立非執行董事。車先生獲香港大學頒發法律學士學位及法律專業證書。彼於一九九三年獲認許為香港最高法院律師，並由一九九三年起成為香港律師公會成員。車先生作為香港執業律師逾15年，並為黃許律師行合夥人。他自二零零零年三月起出任本公司之獨立非執行董事已有四年。

李耀斌先生，45歲，從二零零五年六月起成為本公司獨立非執行董事。他持有加拿大The University of Calgary之商科學位，主修會計及市場推廣。李先生現時為特許會計師公會之資深會員及香港會計師公會之會員。李先生於一九九四年至一九九九年期間在時捷集團有限公司任職集團財務總監，於一九九九年至二零零零年期間在通達工業(集團)有限公司任職財務總監，並於二零零零年至二零零一年在恆基中國集團有限公司任職副財務董事，上述所公司均在香港聯合交易所有限公司上市。李先生現時為一家私人集團公司任職財務副總裁。

Biographical Details of Directors and Senior Management

董事及高級管理層

SENIOR MANAGEMENT

Mr. MAN Yu Ming, aged 68, is the Managing Director of Fujikon Packing Material Company Limited. He joined the Group in July 1987.

Mr. CHENG Shek Ping, aged 62, is the Managing Director of Fujikon International Limited. He joined the Group in June 1984.

Mr. CHEUNG Ying Chun, aged 55, is the Managing Director of Fujikon Precision Metal Products Limited. He joined the Group in September 1988.

Mr. ZHU Jianhuan, aged 48, is the Managing Director of Ningbo Fusion Electrical Material Company Limited. He joined the Group in May 2000.

高級管理層

萬汝明先生，68歲，富士高包裝物料有限公司之董事總經理。彼於一九八七年七月加入本集團。

鄭錫平先生，62歲，富士高國際有限公司之董事總經理。彼於一九八四年六月加入本集團。

張應鎮先生，55歲，富士高精密五金製品有限公司之董事總經理。彼於一九八八年九月加入本集團。

朱建煥先生，48歲，寧波富舜電業材料有限公司之董事總經理。彼於二零零零年五月加入本集團。

Report of the Directors

董事報告

The directors (the “Directors”) of Fujikon Industrial Holdings Limited (the “Company”) have the pleasure of presenting the annual report together with the audited financial statements of the Company and its subsidiaries (together the “Group”) for the year ended 31 March 2008.

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. The activities of the subsidiaries are set out in note 11 to the audited financial statements.

An analysis of the Group’s performance for the year by business and geographical segments is set out in note 5 to the audited financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year are set out in the consolidated income statement on page 44 of this annual report.

An interim dividend of HK3.0 cents per ordinary share and a special interim dividend of HK2.0 cents per ordinary share were paid during the year. The Directors recommend the payment of a final dividend of HK5.0 cents per ordinary share and a special dividend of HK5.0 cents per ordinary share, which, subject to the approval by the shareholders at the forthcoming annual general meeting, will bring the total dividends for the year ended 31 March 2008 to approximately HK\$58,977,000.

OTHER RESERVES

Movements in other reserves of the Group and the Company during the year are set out in note 22 to the audited financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in share capital and share options of the Company are set out in notes 20 and 21, respectively, to the audited financial statements.

董事欣然提呈富士高實業控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至二零零八年三月三十一日止年度之年報及經審核財務報表。

主要業務及業務地區分析

本公司之主要業務為投資控股，其附屬公司之主要業務載於經審核財務報表附註11。

按業務及地區劃分之本集團本年度業績之分析載於經審核財務報表附註5。

業績及撥款

本集團本年度之業績詳情載於本年報第44頁之綜合損益表。

年內已派發中期股息每股普通股3.0港仙及特別中期股息每股普通股2.0港仙。董事建議派發末期股息每股普通股5.0港仙及特別股息每股普通股5.0港仙，待股東於應屆股東週年大會批准後，截至二零零八年三月三十一日止年度之股息總額將約為58,977,000港元。

其他儲備

本集團及本公司於年內其他儲備之變動詳情載於經審核財務報表附註22。

股本及購股權

本公司股本及購股權之變動詳情分別載於經審核財務報表附註20及21。

DISTRIBUTABLE RESERVES

At 31 March 2008, the Company's reserves of approximately HK\$138,800,000 (subject to provisions of the Companies Act 1981 of Bermuda (as amended)) and retained earnings of approximately HK\$45,576,000 were available for distribution to the Company's shareholders.

PRE-EMPTIVE RIGHTS

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

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares during the year.

DONATIONS

Charitable and other donations made by the Group during the year amounted to approximately HK\$172,000.

PROPERTY, PLANT AND EQUIPMENT

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

BANK BORROWINGS

Particulars of bank borrowings at 31 March 2008 are set out in note 18 to the audited financial statements.

RETIREMENT SCHEMES

Particulars of retirement schemes are set out in note 31 to the audited financial statements.

FIVE YEAR FINANCIAL SUMMARY

A summary of the Group's financial information for the last five financial years is set out on pages 4 to 6 of the annual report.

可供分派儲備

於二零零八年三月三十一日，本公司可供分派予本公司股東之儲備約為138,800,000港元(受百慕達一九八一年公司法(經修訂)之條文所限)及保留盈利約為45,576,000港元。

優先認購權

本公司之公司細則及百慕達法例並無載有優先認購權之規定。

購買、出售或贖回股份

本公司及其任何附屬公司於年內概無購買、出售或贖回任何本公司股份。

捐款

本集團於本年度之慈善及其他捐款約為172,000港元。

物業、廠房及設備

本集團於本年度物業、廠房及設備之變動詳情載於經審核財務報表附註6。

銀行借款

於二零零八年三月三十一日之銀行借款詳情載於經審核財務報表附註18。

退休金計劃

退休金計劃詳情載於經審核財務報表附註31。

五年財務撮要

本集團過去五個財政年度之財務資料之撮要載於本年報第4至6頁。

DIRECTORS

The Directors who held office during the year and up to the date of this report were:

Executive Directors

Mr. Yeung Chi Hung, Johnny
 Mr. Yuen Yee Sai, Simon
 Mr. Chow Man Yan, Michael
 Mr. Yuen Chi King, Wyman
 Mr. Yeung Siu Chung, Ben (appointed on 1 August 2007)
 Ms. Chow Lai Fung (appointed on 1 August 2007)
 Mr. Ng Kwong Hing (resigned on 4 April 2007)

Independent Non-Executive Directors

Dr. Chang Chu Cheng
 Mr. Che Wai Hang, Allen
 Mr. Lee Yiu Pun

Pursuant to Bye-Law 99 of the bye-laws (the "Bye-Laws") of the Company, Mr. Yeung Chi Hung, Johnny, Mr. Yuen Yee Sai, Simon and Mr. Chow Man Yan, Michael will retire from the office of Directors by rotation at the forthcoming annual general meeting (the "Annual General Meeting") of the Company. Such Directors, being eligible, will offer themselves for re-election at the Annual General Meeting. All the other Directors will remain in office.

DIRECTORS SERVICE CONTRACTS

None of the directors have an unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation other than statutory compensation.

CONFIRMATION OF INDEPENDENCE

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and considers all the independent non-executive Directors to be independent.

董事

年內及截至本報告日期任職之董事如下：

執行董事

楊志雄先生
 源而細先生
 周文仁先生
 源子敬先生
 楊少聰先生(於二零零七年八月一日獲委任)
 周麗鳳女士(於二零零七年八月一日獲委任)
 吳廣興先生(於二零零七年四月四日辭任)

獨立非執行董事

張樹成博士
 車偉恒先生
 李耀斌先生

根據本公司之公司細則(「公司細則」)第99條，楊志雄先生、源而細先生及周文仁先生將於本公司應屆股東週年大會(「股東週年大會」)上輪流退任董事職務。該等董事符合資格且願意於股東週年大會膺選連任。其餘所有董事繼續任職。

董事服務合約

董事概無訂立任何本公司或其任何附屬公司不得於一年內終止而毋須作出賠償(法定補償除外)之未屆滿服務合約。

獨立性確認

本公司已接獲各獨立非執行董事根據香港聯合交易所有限公司證券上市規則(「上市規則」)第3.13條發出之年度確認函，並認為所有獨立非執行董事均屬獨立人士。

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

As at 31 March 2008, the directors and chief executive of the Company had the following interests or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies:

董事及主要行政人員於本公司或其聯營公司之股份、相關股份及債券之權益

於二零零八年三月三十一日，按照根據證券及期貨條例第352條所存置之登記冊所記錄，或本公司及香港聯合交易所有限公司（「聯交所」）根據上市公司董事進行證券交易之標準守則以其他方式獲知會者，董事及本公司主要行政人員於本公司或其聯營公司（定義見證券及期貨條例第XV部（「證券及期貨條例」））之股份、相關股份及債券中擁有下列權益或淡倉：

a) Interests in the Company

a) 於本公司之權益

Name of Directors 董事姓名	Number of ordinary shares of HK\$0.10 each 每股面值0.10港元之普通股數目			Number of underlying shares (in respect of share options) ⁽²⁾ 相關股份數目 (就購股權而言) ⁽²⁾		Approximate percentage of Total shareholding 總計 概約持股百分比
	Beneficial interest 實益權益	Beneficiary of a trust 信託權益	Interest of controlled corporations 受控制法團權益	Beneficial interest 實益權益		
Yeung Chi Hung, Johnny 楊志雄	91,000	-	211,714,500 ⁽¹⁾	13,300,000	225,105,500	59.05%
Yuen Yee Sai, Simon 源而細	91,000	-	211,714,500 ⁽¹⁾	13,300,000	225,105,500	59.05%
Chow Man Yan, Michael 周文仁	91,000	-	211,714,500 ⁽¹⁾	13,300,000	225,105,500	59.05%
Yuen Chi King, Wyman 源子敬	-	-	-	400,000	400,000	0.10%
Yeung Siu Chung, Ben 楊少聰	-	211,714,500 ⁽¹⁾	-	-	211,714,500	55.54%
Chang Chu Cheng 張樹成	546,000	-	-	-	546,000	0.14%

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS (Continued)

董事及主要行政人員於本公司或其聯營公司之股份、相關股份及債券之權益(續)

b) Interests in the Associated Corporation – Acoustic Touch Limited

b) 於聯營公司之權益 – Acoustic Touch Limited

Name of Directors	Capacity	Number of ordinary shares of US\$1.00 each 每股面值1.00美元之普通股數目	Approximate percentage of shareholding 概約持股百分比
董事姓名	身份		
Yeung Chi Hung, Johnny 楊志雄	Interest of controlled corporation 控制公司的權益	15 ⁽¹⁾	33.33%
Yuen Yee Sai, Simon 源而細	Interest of controlled corporation 控制公司的權益	15 ⁽¹⁾	33.33%
Chow Man Yan, Michael 周文仁	Interest of controlled corporation 控制公司的權益	15 ⁽¹⁾	33.33%

Notes:

- These Shares were held by Acoustic Touch Limited, which was owned as to 15 shares (33.33%) by Gentle Smile Development Limited, as to 15 shares (33.33%) by Sky Talent Enterprises Limited, as to 5 shares (11.11%) by Artbo Industries Group Limited, as to 5 shares (11.11%) by East Sino Consultants Limited and as to 5 shares (11.11%) by Loyal Fair Group Limited.

Gentle Smile Development Limited was wholly owned by Mr. Chow Man Yan, Michael. Sky Talent Enterprises Limited was wholly owned by Mr. Yuen Yee Sai, Simon. Each of East Sino Consultants Limited, Artbo Industries Group Limited and Loyal Fair Group Limited was beneficially owned by the Yeung Family Trust, which was a discretionary trust founded by Mr. Yeung Chi Hung, Johnny and the objects of which were the family members of Mr. Yeung Chi Hung, Johnny, including Mr. Yeung Siu Chung, Ben.

Under the SFO, each of Mr. Yeung Chi Hung, Johnny, Mr. Yuen Yee Sai, Simon and Mr. Chow Man Yan, Michael was deemed to be interested in all the Shares in which Acoustic Touch Limited was interested.

- Share options were granted to the Directors under the share option schemes of the Company, details of which are separately disclosed under the paragraph headed "Directors' rights to acquire shares or debentures" below.

附註：

- 該等股份由Acoustic Touch Limited持有，而其分別由Gentle Smile Development Limited持有15股股份(即33.33%)，Sky Talent Enterprises Limited持有15股股份(即33.33%)，以及由Artbo Industries Group Limited，East Sino Consultants Limited及Loyal Fair Group Limited分別持有5股股份(11.11%)。

Gentle Smile Development Limited由周文仁先生全資擁有。Sky Talent Enterprises Limited由源而細先生全資擁有。East Sino Consultants Limited、Artbo Industries Group Limited及Loyal Fair Group Limited均由全權信託基金Yeung Family Trust(楊志雄先生創立之全權基金，其受益人為楊志雄先生的家族成員(包括楊少聰先生))實益擁有。

根據證券及期貨條例，楊志雄先生、源而細先生及周文仁先生被視作於Acoustic Touch Limited所持有之股份中擁有權益。

- 購股權乃根據本公司購股權計劃授予董事，購股權計劃詳情於下文「董事購入股份或債券之權利」一段中披露。

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

Save as disclosed above, none of the directors and chief executive of the Company had any interest and short position in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of the SFO) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies as at 31 March 2008.

INFORMATION ON SHARE OPTION SCHEMES

The Company has adopted share option schemes under which it may grant options to eligible participants (including executive Directors) to subscribe for Shares in the Company. Details of the schemes are set out in note 21 to the audited financial statements.

Pursuant to the ordinary resolutions of the Company passed on 21 August 2002, the Company adopted a new share option scheme (the "New Scheme") which complied with Chapter 17 of the Listing Rules and terminated the share option scheme adopted on 23 March 2000 (the "Old Scheme"). The options granted under the Old Scheme prior to its termination remain in full force and effect.

董事及主要行政人員於本公司或其聯營公司之股份、相關股份及債券之權益(續)

除上文所披露者外，於二零零八年三月三十一日，概無本公司董事或主要行政人員於本公司或其聯營公司(定義見證券及期貨條例)之股份、相關股份及債券中擁有須記入根據證券及期貨條例第352條所存置之登記冊之權益及淡倉，或須根據上市公司董事進行證券交易之標準守則須知會本公司及聯交所之權益及淡倉。

購股權計劃之資料

本公司已採納購股權計劃。據此，本公司可向合資格參與者(包括執行董事)授出可認購本公司股份之購股權。該計劃詳情載於經審核財務報表附註21。

根據本公司於二零零二年八月二十一日通過之普通決議案，本公司採納符合上市規則第17章之規定之新購股權計劃(「新計劃」)，並終止於二零零零年三月二十三日所採納之購股權計劃(「舊計劃」)。在終止舊計劃前根據舊計劃授出之購股權將仍為全面生效及有效。

INFORMATION ON SHARE OPTION SCHEMES*(Continued)*

On 18 August 2003, an ordinary resolution was passed for refreshing the 10% limit (the "10% Limit") under the New Scheme on the total number of Shares which may be issued upon the exercise of all options to be granted under all the share option schemes of the Company. Following the refreshment of the 10% Limit, details of the New Scheme are as follows:

1. Purpose of the New Scheme

As incentive or rewards to eligible participants for their contribution to the Group.

2. Eligible participants of the New Scheme

Any eligible employee (whether full-time or part-time, including any executive director), any non-executive director, any shareholder, any supplier and any customer of the Company or any of its subsidiaries or any entity in which any member of the Group holds any equity interest, and any other party having contribution to the development of the Group.

3. Total number of Shares available for issue under the New Scheme and percentage to the issued share capital at 31 March 2008

5,059,000 shares (approximately 1.3% of the total issued share capital).

4. Maximum entitlement of each participant under the New Scheme

Not exceeding 1% of the issued share capital of the Company for the time being in any 12-month period. Any further grant of options in excess of such limit must be separately approved by the Company's shareholders in general meeting.

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

A period (which may not expire later than 10 years from the date of offer of that option) to be determined and notified by the Directors to the grantee thereof.

購股權計劃之資料(續)

於二零零三年八月十八日，一項普通決議案獲通過，以更新新計劃下因行使根據本公司所有購股權計劃所授出之購股權而將予發行之股份總數10%上限(「10%上限」)。隨著更新10%上限後，新計劃之詳情如下：

1. 新計劃之目的

作為合資格參與者為本集團所作貢獻之獎勵或獎賞。

2. 新計劃之合資格參與者

本公司或其任何附屬公司或本集團任何成員公司持有任何股權之任何實體之任何合資格僱員(不論全職或兼職，包括任何執行董事)、任何非執行董事、任何股東、任何供應商及任何客戶，以及對本集團發展貢獻良多之任何其他人士。

3. 新計劃項下可供發行之股份總數及佔二零零八年三月三十一日已發行股本之百分比

5,059,000股股份(相當於已發行股本總額約1.3%)。

4. 各參與者根據新計劃可獲發行之股份數目上限

於任何十二個月期間不超過本公司當時已發行股本之1%。超過此上限的任何進一步購股權批授必須經本公司股東逐項批准。

5. 必須根據購股權認購股份之期限

將由董事釐定及通知承授人之期限，但不得遲於購股權要約當日起計十年後屆滿。

INFORMATION ON SHARE OPTION SCHEMES

(Continued)

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

Unless otherwise determined by the Directors, there is no minimum period required under the New Scheme for the holding of an option before it can be exercised.

7. The amount payable on application or acceptance of the option and the period within which payments or calls must or may be made

A remittance in favour of the Company of HK\$1.00 on or before the date of acceptance (which may not be later than 21 days from the date of offer).

8. The basis of determining the exercise price

Being determined by the Directors and being not less than the highest of:

- a. the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of offer;
- b. the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of offer; and
- c. the nominal value of the Shares.

9. The remaining life of the New Scheme

The New Scheme is valid and effective for a period of 10 years commencing on 3 September 2002 (being the date of fulfilment of all conditions on the adoption of the New Scheme)

購股權計劃之資料(續)

6. 行使購股權前必須持有購股權之最短期限

除非董事另有決定，新計劃下並無規定行使購股權前必須持有購股權之最短期限。

7. 申請或接納購股權應付之款項，以及必須或可予繳款或催繳款項之期間

於接納當日或之前(不會遲於自要約當日起計21日)匯寄1.00港元予本公司。

8. 釐定行使價之基準

由董事釐定，惟不會低於下列各項之最高者：

- (a) 要約當日股份於聯交所每日報價表所示之收市價；
- (b) 緊接要約當日前五個營業日股份於聯交所每日報價表所示平均收市價；及
- (c) 股份面值。

9. 新計劃餘下之期限

新計劃自二零零二年九月三日(即採納新計劃之全部條件達成之日)起計十年內有效及生效。

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At 31 March 2008, movements in the share options granted to and held by the Directors of the Group under the share option schemes of the Company were as follows:

董事購入股份或債券之權利

於二零零八年三月三十一日，根據本公司之購股權計劃，授予並由本集團董事持有之購股權變動如下：

	Number of underlying Shares 相關股份數目					Sub- scription price per share 每股認購價 HK\$港元	Date of grant 授出日期	Exercise period (dd/mm/yyyy) 行使期間 (日/月/年)
	Beginning of the Year 年初 '000千股	Granted during the Year 年內授出 '000千股	Exercised during the Year 年內行使 '000千股	Lapsed as a result of termination of employment 因離職而失效 '000千股	End of the Year 年終 '000千股			
Old Scheme 舊計劃								
Directors 董事								
Yeung Chi Hung, Johnny 楊志雄	6,000	-	-	-	6,000	1.287	02/05/2000	02/05/2000 - 01/05/2010
Yuen Yee Sai, Simon 源而細	6,000	-	-	-	6,000	1.287	02/05/2000	02/05/2000 - 01/05/2010
Chow Man Yan, Michael 周文仁	6,000	-	-	-	6,000	1.287	02/05/2000	02/05/2000 - 01/05/2010
Ng Kwong Hing (Note i) 吳廣興 (附註i)	400 400	-	(400) (400)	-	-	1.287 1.287	02/05/2000 02/05/2000	02/05/2001 - 01/05/2010 (Note ii) (附註ii) 02/05/2002 - 01/05/2010 (Note iii) (附註iii)
Total: 總計:	18,800	-	(800)	-	18,000			
New Scheme 新計劃								
Directors 董事								
Yeung Chi Hung, Johnny 楊志雄	1,800 1,800 -	- - 3,700	- - -	- - -	1,800 1,800 3,700	1.00 1.00 1.98	03/05/2004 03/05/2004 22/05/2007	03/05/2005 - 02/05/2014 (Note ii) (附註ii) 03/05/2006 - 02/05/2014 (Note iii) (附註iii) 22/05/2008 - 21/05/2017 (Note ii) (附註ii)
Yuen Yee Sai, Simon 源而細	1,800 1,800 -	- - 3,700	- - -	- - -	1,800 1,800 3,700	1.00 1.00 1.98	03/05/2004 03/05/2004 22/05/2007	03/05/2005 - 02/05/2014 (Note ii) (附註ii) 03/05/2006 - 02/05/2014 (Note iii) (附註iii) 22/05/2008 - 21/05/2017 (Note ii) (附註ii)
Chow Man Yan, Michael 周文仁	1,800 1,800 -	- - 3,700	- - -	- - -	1,800 1,800 3,700	1.00 1.00 1.98	03/05/2004 03/05/2004 22/05/2007	03/05/2005 - 02/05/2014 (Note ii) (附註ii) 03/05/2006 - 02/05/2014 (Note iii) (附註iii) 22/05/2008 - 21/05/2017 (Note ii) (附註ii)
Ng Kwong Hing (Note i) 吳廣興 (附註i)	500 500	- -	(500) (500)	- -	- -	1.00 1.00	03/05/2004 03/05/2004	03/05/2005 - 02/05/2014 (Note ii) (附註ii) 03/05/2006 - 02/05/2014 (Note iii) (附註iii)
Yuen Chi King, Wyman 源子敬	-	400	-	-	400	1.98	22/05/2007	22/05/2008 - 21/05/2017 (Note ii) (附註ii)
Total: 總計:	11,800	11,500	(1,000)	-	22,300			

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES (Continued)

Notes:

- (i) Mr. Ng Kwong Hing resigned as an executive Director with effect from 4 April 2007.
- (ii) The options were subject to a vesting period of one year from the date of grant.
- (iii) The options were subject to a vesting period of two years from the date of grant.

Save as disclosed above, at no time during the year was the Company or any of its subsidiaries or holding companies a party to any arrangements to enable any of the Directors or the Company's chief executive to acquire benefits by means of the acquisition of shares in, or debt securities (including debentures) of, the Company or any other body corporate.

DIRECTORS' INTERESTS IN CONTRACTS

Save for the continuing connected transactions disclosed in the paragraph headed "Continuing Connection Transactions" below and the related party transactions disclosed in note 36 to the audited financial statements, no contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries or holding companies was a party and in which any of the Directors or the Company's chief executive had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

The following persons (not being a Director or chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company's issued shares at 31 March 2008 amounting to 5% or more of the ordinary shares in issue which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and which have been recorded in the register kept by the Company pursuant to the section 336 of the SFO.

董事購入股份或債券之權利(續)

附註：

- (i) 吳廣興先生於二零零七年四月四日辭任執行董事。
- (ii) 購股權須受自授出日期一年之歸屬期所限。
- (iii) 購股權須受自授出日期兩年之歸屬期所限。

除上文所披露者外，於年內任何時間，本公司或其任何附屬公司或控股公司並無參與任何安排，致使任何董事或本公司主要行政人員可藉購入本公司或任何其他法人團體之股份或債務證券(包括債券)而取得利益。

董事於合約中之權益

除下文「持續關連交易」一段所披露之持續關連交易及經審核財務報表附註36所披露之關連人士交易外，於年結時或本年度內任何時間，本公司或其任何附屬公司或控股公司並無就本集團之業務簽訂任何董事或本公司主要行政人員直接或間接擁有重大權益之重要合約。

主要股東於本公司股份及相關股份之權益

以下人士(並非本公司董事或主要行政人員)於二零零八年三月三十一日持有5%或以上之本公司已發行之普通股之股份及相關股份權益或淡倉，而須根據證券及期貨條例第XV部第2及第3分部向本公司披露，並且已載入本公司根據證券及期貨條例第336條存置之登記冊。

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY (Continued)

主要股東於本公司股份及相關股份之權益(續)

Name of shareholder 股東名稱	Number of Shares (Note 1) 股份數目 (附註1)	Capacity 身份	Approximate percentage of interest 概約權益百分比
Acoustic Touch Limited	211,714,500	Beneficial owner 實益擁有人	55.54%
Sky Talent Enterprises Limited	211,714,500	Interest of controlled corporation (Note 2) 控制公司之權益(附註2)	55.54%
Golden Hope Financial Limited	211,714,500	Interest of controlled corporation (Note 2) 控制公司之權益(附註2)	55.54%
Gentle Smile Development Limited	211,714,500	Interest of controlled corporation (Note 2) 控制公司之權益(附註2)	55.54%
Silverfun Property Limited	211,714,500	Trustee (other than a bare trustee) (Note 2) 信託人(被動信託人除外)(附註2)	55.54%
Ms. Yan Yau Tai, Ellen 殷有娣女士	225,105,500	Interest of spouse (Note 3) 配偶之權益(附註3)	59.05%
Ms. Leung Woon Yee 梁煥儀女士	225,105,500	Interest of spouse (Note 4) 配偶之權益(附註4)	59.05%
Ms. Cai Liting 蔡麗婷女士	225,105,500	Interest of spouse (Note 5) 配偶之權益(附註5)	59.05%
DJE Investment S.A.	34,302,000	Investment manager 投資經理	9.00%
Dr. Jens Ehrhardt Kapital AG	34,302,000	Investment manager (Note 6) 投資經理(附註6)	9.00%
Ehrhardt Dr. Jens Alfred Karl	34,302,000	Investment manager (Note 6) 投資經理(附註6)	9.00%
David Michael Webb	3,276,000	Beneficial owner 實益擁有人	0.86%
	19,494,000	Interest of controlled corporation (Note 7) 控制公司之權益(附註7)	5.11%

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY (Continued)

Notes:

1. Interests in Shares and underlying Shares stated above represented long positions.
2. Acoustic Touch Limited was owned as to 15 shares (33.33%) by Gentle Smile Development Limited, as to 15 shares (33.33%) by Sky Talent Enterprises Limited, as to 5 shares (11.11%) by Artbo Industries Group Limited, as to 5 shares (11.11%) by East Sino Consultants Limited and as to 5 shares (11.11%) by Loyal Fair Group Limited.

Gentle Smile Development Limited was wholly owned by Mr. Chow Man Yan, Michael. Sky Talent Enterprises Limited was wholly owned by Mr. Yuen Yee Sai, Simon. Each of East Sino Consultants Limited, Artbo Industries Group Limited and Loyal Fair Group Limited was wholly owned by Silverfun Property Limited, which was in turn wholly owned by Golden Hope Financial Limited. Silverfun Property Limited was the trustee of Yeung Unit Trust, which was then beneficially owned by the Yeung Family Trust, a discretionary trust and the objects of which were the family members of Mr. Yeung Chi Hung, Johnny. Golden Hope Financial Limited was wholly owned by Mr. Yeung Chi Hung, Johnny.
3. Ms. Yan Yau Tai, Ellen was the wife of Mr. Yeung Chi Hung, Johnny.
4. Ms. Leung Woon Yee was the wife of Mr. Yuen Yee Sai, Simon.
5. Ms. Cai Liting was the wife of Mr. Chow Man Yan, Michael.
6. DJE Investment S.A. held 34,302,000 shares. DJE Investment S.A. was owned as to approximately 81.0% by Dr. Jens Ehrhardt Kapital AG, which was in turn owned as to approximately 68.5% by Ehrhardt Dr. Jens Alfred Karl.

主要股東於本公司股份及相關股份之權益(續)

附註：

1. 上文所列於股份及相關股份之權益指好倉權益。
2. Acoustic Touch Limited分別由Gentle Smile Development Limited及Sky Talent Enterprises Limited各持有15股(33.33%股權)，並由Artbo Industries Group Limited、East Sino Consultants Limited及Loyal Fair Group Limited各持有5股(11.11%股權)。

Gentle Smile Development Limited由周文仁先生全資擁有。Sky Talent Enterprises Limited由源而細先生全資擁有。East Sino Consultants Limited、Artbo Industries Group Limited及Loyal Fair Group Limited均由Silverfun Property Limited全資擁有。Silverfun Property Limited則由Golden Hope Financial Limited全資擁有。Silverfun Property Limited為Yeung Unit Trust之信託人，Yeung Unit Trust由全權信託基金Yeung Family Trust(其受益人為楊志雄先生的家族成員)實益擁有。Golden Hope Financial Limited由楊志雄先生全資擁有。
3. 殷有娣女士為楊志雄先生之妻子。
4. 梁煥儀女士為源而細先生之妻子。
5. 蔡麗婷女士為周文仁先生之妻子。
6. DJE Investment S.A.持有34,302,000股股份。DJE Investment S.A.由Dr. Jens Ehrhardt Kapital AG擁有約81.0%，而Dr. Jens Ehrhardt Kapital AG則由Ehrhardt Dr. Jens Alfred Karl擁有約68.5%。

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY (Continued)

Notes: (Continued)

7. These shares were held by Preferable Situation Assets Limited, the entire issued share capital of which was owned by Mr. David Michael Webb. By virtue of the SFO, Mr. David Michael Webb was deemed to be interested in all the shares held by Preferable Situation Assets Limited. Mr. David Michael Webb had an aggregate interest in 22,770,000 shares.

Save as disclosed above, so far as is known to the Directors, there was no other person who had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO at 31 March 2008.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2008, the five largest customers accounted for approximately 58% of the Group's total turnover and the five largest suppliers of the Group accounted for less than 36% of the Group's total purchases. The largest customer to the Group accounted for approximately 30% of the Group's total turnover. None of the Directors, their associates, or any shareholders (which, to the knowledge of the Directors, owned more than 5% of the Company's share capital) of the Company had an interest in these five largest customers.

主要股東於本公司股份及相關股份之權益(續)

附註：(續)

7. 該等股份由Preferable Situation Assets Limited持有，而Preferable Situation Assets Limited全部已發行股本由David Michael Webb先生擁有。根據證券及期貨條例，David Michael Webb先生被視為於Preferable Situation Assets Limited持有之全部股份中擁有權益。David Michael Webb先生持有合共22,770,000股股份之權益。

除上文所披露者外，據董事所知，於二零零八年三月三十一日，概無其他人士於本公司股份及相關股份中擁有須根據證券及期貨條例第XV部第2及第3分部之規定須向本公司披露之權益或淡倉。

管理合約

年內，並無訂立或存在任何有關本公司全部或任何大部份業務之管理及行政合約。

主要客戶及供應商

於截至二零零八年三月三十一日止年度，本集團五大客戶佔本集團總營業額約58%，而本集團五大供應商佔本集團總採購額少於36%。本集團之最大客戶佔本集團總營業額約30%。董事、彼等之聯繫人士或任何股東（就董事所知，擁有本公司股本逾5%者）概無於該等五大客戶擁有權益。

CONTINUING CONNECTED TRANSACTIONS

Certain continuing related party transactions as disclosed in note 36 to the audited financial statements also constituted continuing connected transactions for the Company under the Listing Rules, and are required to be disclosed in accordance with Chapter 14A of the Listing Rules. During the year, the Group had continuing connected transactions with The Bright Printing Press and Paper Products Limited (“Bright Printing”).

The Group has purchased paper-related products from and sold printed PVC sheets/boxes to Bright Printing, amounting to approximately HK\$4,004,000 and HK\$14,292,000, respectively. All these transactions have been entered into in the ordinary and usual course of business of the Company according to the terms set out in the relevant master agreements governing them.

These transactions constituted continuing connected transactions under Chapter 14A of the Listing Rules by reason that Bright Printing is ultimately owned as to an aggregate of 97% by Mr. Yeung Chi Hung, Johnny, Mr. Yuen Yee Sai, Simon, and Mr. Chow Man Yan, Michael, all being Directors of the Company.

Regarding the continuing connected transactions mentioned above, the independent non-executive Directors have reviewed and confirmed that all such transactions have been entered into:

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

In accordance with paragraph 14A.38 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Board of Directors engaged the auditors of the Company to perform certain factual finding procedures on the above continuing connected transaction on a sample basis in accordance with Hong Kong Standard on Related Services 4400 “Engagements to Perform Agreed-Upon Procedures Regarding Financial Information” issued by the Hong Kong Institute of Certified Public Accountants. The auditors have reported their factual findings on the selected samples based on the agreed procedures to the Board of Directors.

持續關連交易

根據上市規則，經審核財務報表附註36所披露之若干持續關連人士交易亦構成本公司之持續關連交易，並須根據上市規則第14A章予以披露。年內本集團曾與光明柯式印務紙品廠有限公司（「光明柯式印務」）進行持續關連交易。

本集團向光明柯式印務採購紙類相關產品及出售印花膠片／盒之金額分別約為4,004,000港元及14,292,000港元。所有此等交易乃根據規管該等交易之有關協議所載之條款，於本公司日常及一般業務過程中訂立。

根據上市規則第14A章，此等交易構成持續關連交易，原因為光明柯式印務最終由本公司董事楊志雄先生、源而細先生及周文仁先生合共擁有97%之權利。

就上述之所有持續關連交易而言，獨立非執行董事已進行審閱，並確認該等交易乃按下列各項而訂立：

- (a) 於本公司之日常及一般業務過程；
- (b) 按正常商業條款或按不遜於本公司提供予獨立第三方之條款或（倘適用）獨立第三方所提供予本公司之條款；及
- (c) 根據規管該等協議之有關主協議進行，條款誠屬公平合理，並符合本公司股東之整體利益。

根據香港聯合交易所有限公司證券上市規則第14A.38段，董事會已委聘本公司核數師根據香港會計師公會頒佈之香港相關服務準則第4400號「就財務資料執行協定程序的聘用」之樣本基準，就上述持續關連交易進行若干事實查明程序。核數師已根據與董事會協定之程序按選定樣本呈報其查明之事實。

CONTINUING CONNECTED TRANSACTIONS

(Continued)

Save as disclosed above, there is no other connected transaction or continuing connected transaction which needs to be disclosed in accordance with the requirements set out in Chapter 14A of the Listing Rules.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this report, there is sufficient public float of more than 25% of the Company's issued shares as required under the Listing Rules.

AUDITORS

The financial statements have been audited by PricewaterhouseCoopers who will retire and, being eligible, will offer themselves for re-appointment at the forthcoming annual general meeting of the Company.

On behalf of the Board,

YEUNG CHI HUNG, JOHNNY

Chairman

Hong Kong, 3 July 2008

持續關連交易(續)

除上文披露者外，並無其他根據上市規則第14A章所載規定須予披露之關連交易或持續關連交易。

公眾持股量

根據本公司可從公開途徑取得的資料及就董事所知，於本報告日期，公眾股東持有上市規則規定之足夠公眾持股量(即佔本公司已發行股份25%以上)。

核數師

財務報表已由羅兵咸永道會計師事務所審核，彼等將告任滿，惟符合資格並願意於本公司應屆股東週年大會上連任。

代表董事會

楊志雄

主席

香港，二零零八年七月三日

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Board is committed to maintaining high standards of corporate governance and endeavours in following the code provisions (the “Code Provisions”) of the “Code on Corporate Governance Practices” (the “Code”) as set out in Appendix 14 to the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Board has set up the Remuneration Committee and has adopted a set of terms of reference of the Audit Committee which were prepared in accordance with the Code Provisions. The Board has also set up an internal audit team to monitor the effectiveness of the internal control of the Group. Throughout the year, the Company has complied with the Code Provisions, save for the deviation from code provision A.2.1 of the Code.

According to code provision A.2.1 of the Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Up to the date of this annual report of the Company, the Board has not appointed any individual to the post of chief executive officer. The responsibilities of the chief executive officer have been performed collectively by all the executive directors, including the chairman, of the Company. The Board considers that this arrangement is proper and beneficial to the Group as the stability and efficiency of the Company’s operations, as well as the continuity of the Company’s policies and strategies, can be maintained. Going forward, the Board will periodically review the effectiveness of this arrangement and considers appointing an individual as the chief executive officer when it thinks appropriate.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by directors and senior management of the Group on terms no less exacting than the required standard set out in Appendix 10 to the Listing Rules (the “Model Code”). Having made specific enquiry of all directors and senior management of the Group, all directors and senior management of the Group have complied with the required standard set out in the Model Code and the Company’s code of conduct regarding securities transactions by directors and senior management throughout the year ended 31 March 2008.

企業管治常規

董事會承諾維持高水準的企業管治，並致力遵循香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄14「企業管治常規守則」（「守則」）所載之守則條文（「守則條文」）。

董事會已成立薪酬委員會，並已為審核委員會採納一套職權範圍，該等職權範圍乃按守則條文編製。董事會亦已成立內部審計組，以監察本集團內部控制之成效。年內，本公司一直遵守守則條文，惟偏離守則之守則條文第A.2.1條除外。

根據守則之守則條文第A.2.1條，主席及行政總裁之職務應予分開，並不應由同一人士履行。截至本公司之年報日期，董事會並無委任任何人士出任行政總裁。行政總裁之職責現由本公司全體執行董事（包括主席）共同履行。董事會認為，此項安排可維持本公司業務的穩定性和效率，以及維持本公司政策和策略之持續性，故對本集團而言乃屬合適及有利。未來，董事會將定期審閱此項安排之成效，並於其認為合適時考慮委任行政總裁。

證券交易標準守則

本公司已就本集團董事及高級管理層進行證券交易採納一套行為守則，其條款不遜於上市規則附錄10所載的規定（「標準守則」）。經向本集團全體董事及高級管理層作出特定查詢後，於截至二零零八年三月三十一日止年度，本集團全體董事及高級管理層已遵守標準守則及董事及高級管理層進行證券交易的行為守則所規定之標準。

BOARD OF DIRECTORS

At the date of this annual report, the Board is composed of six executive directors comprising Mr. Yeung Chi Hung, Johnny as the chairman, Mr. Yuen Yee Sai, Simon and Mr. Chow Man Yan, Michael as the joint deputy chairmen, Mr. Yuen Chi King, Wyman, Mr. Yeung Siu Chung, Ben and Ms Chow Lai Fung; and three independent non-executive directors comprising Dr. Chang Chu Cheng, Mr. Che Wai Hang, Allen and Mr. Lee Yiu Pun. Each of the independent non-executive Directors is appointed for a specific term of one year.

The Board is responsible for the formulation of corporate strategies, the setting of appropriate strategic policies and internal control, and the oversight of the operation and financial performance of the Group. Each year, regular matters reserved for the Board include overall strategies of the Group, annual budgets, financial statements, dividend policy and other major corporate activities. For such purposes, the Board held five meetings during the year, with an attendance rate of 100%.

The management of the Group, as delegated by the Board, is responsible for execution of business strategies adopted, implementation of adequate systems of internal controls and risk management procedures, and oversight of the day-to-day management of the Group's business.

董事會

於本年報日期，董事會由六名執行董事（分別為主席楊志雄先生；兩名聯席副主席，源而細先生及周文仁先生；源子敬先生、楊少聰先生及周麗鳳女士）及三名獨立非執行董事（分別為張樹成博士、車偉恒先生及李耀斌先生）組成。各獨立非執行董事均按一年特定年期獲委任。

董事會負責制訂企業策略、訂立合適策略性政策及內部監控，以及監察本集團之營運及財務表現。董事會每年需處理之固定事宜包括本集團之整體策略、年度預算、財務報表、股息政策及其他主要企業活動。董事會於年內就上述目的舉行五次會議，出席率為100%。

本集團管理層受董事會指派，負責執行獲採納之業務策略、實施適當的內部監控系統及風險管理程序、以及監察本集團業務之日常管理。

BOARD AND COMMITTEE ATTENDANCE

The Board held five meetings during the year and the attendance rate was 100%. Details of the attendance of each of the Directors at board meetings and committee meetings held for the year ended 31 March 2008 are set out in the table below:

Directors 董事		No. of meetings attended/held 出席／舉行會議次數		
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會
Executive Directors 執行董事				
Yeung Chi Hung, Johnny	楊志雄	5/5	–	–
Yuen Yee Sai, Simon	源而細	5/5	–	–
Chow Man Yan, Michael	周文仁	5/5	–	–
Yuen Chi King, Wyman	源子敬	5/5	–	1/1
Yeung Siu Chung, Ben ⁽¹⁾	楊少聰 ⁽¹⁾	3/3	–	–
Chow Lai Fung ⁽¹⁾	周麗鳳 ⁽¹⁾	3/3	–	–
Independent Non-Executive Directors 獨立非執行董事				
Chang Chu Cheng	張樹成	5/5	2/2	1/1
Che Wai Hang, Allen	車偉恒	5/5	2/2	1/1
Lee Yiu Pun	李耀斌	5/5	2/2	1/1
Attendance rate	出席率	100%	100%	100%

Note:

- Each of them has been appointed as an Executive Director with effect from 1 August 2007

董事會及委員會之出席情況

年內董事會舉行五次會議，出席率為100%。於截至二零零八年三月三十一日止年度，各董事出席董事會會議及委員會會議之詳情載列於下表：

註：

- 他們分別於二零零七年八月一日獲委任為執行董事。

NOMINATION OF DIRECTORS

The Board has not set up a nomination committee and is responsible for the nomination of new directors. It reviews regularly the need to appoint additional directors with appropriate professional knowledge and industry experience.

During the year, the Board held a meeting to review and consider the appointment of Mr. Yeung Siu Chung, Ben and Ms Chow Lai Fung as executive directors of the Company. All Directors, included all members of the Remuneration Committee, attended the meeting to approve their remuneration and service agreements.

提名董事

董事會並無成立提名委員會，新董事的提名由董事會負責。董事會定期審閱委任具合適專業知識及行業經驗之額外董事之需要。

於年內，董事會舉行一次會議檢討及審議委任楊少聰先生及周麗鳳女士為本公司執行董事。所有董事，包括薪酬委員會所有成員均出席該次會議，且批准彼等之薪酬及服務協議。

REMUNERATION COMMITTEE

The Remuneration Committee was established by the Board. Its duties are clearly defined in its terms of reference which have been prepared and adopted according to the Code Provisions. The Remuneration Committee is primarily responsible for the review and determination of the remuneration policies and packages for directors and senior management of the Company. The remuneration packages of the executive Directors are stipulated in their service agreements with the Company. Such packages, including basic salaries, director's fee and discretionary bonus, are determined by reference to their duties, responsibilities and experience, prevailing market conditions and their expected time spent and contributions on the affairs of the Company. The emoluments of the independent non-executive Directors are determined with regard to their estimated time spent on the affairs of the Company.

The Remuneration Committee is currently composed of four members, comprising three independent non-executive directors, namely Mr. Che Wai Hang, Allen (Chairman), Dr. Chang Chu Cheng and Mr. Lee Yiu Pun, and one executive director, Mr. Yuen Chi King, Wyman.

During the year, the Remuneration Committee held one meeting to review the remuneration packages for each of the Directors and senior management of the Company.

AUDITOR'S REMUNERATION

During the year, PricewaterhouseCoopers, the independent auditor of the Company, provided both audit and non-audit services to the Company for a total remuneration of approximately HK\$1,742,000. The relevant fee paid for audit services amounted to approximately HK\$1,260,000. The balance of the remuneration related to the non-audit services which mainly included the review of interim results, amounting to approximately HK\$186,000; taxation services, amounting to approximately HK\$257,000; and other non-audit services, amounting to approximately HK\$39,000.

AUDIT COMMITTEE

The Audit Committee was established by the Board. Its duties are clearly defined in its terms of reference which have been prepared and adopted according to the Code Provisions. It provides an important link between the Board and the Company's auditor in matters coming within the scope of the group audit. It also reviews the Group's financial reporting prior to their approval by the Board, the effectiveness of the external and internal audit, evaluation of internal controls and risk management.

薪酬委員會

薪酬委員會由董事會成立。其職責已於根據守則條文而編製及採納之職權範圍內清楚界定。薪酬委員會主要負責檢討及釐定本公司董事及高級管理層之薪酬政策及組合。執行董事之薪酬組合乃於彼等與公司之服務協議內訂明。該等組合(包括基本薪金、董事袍金及酌情花紅)乃經參考彼等之職責、責任及經驗、當前市場狀況及預期彼等就本公司事務所耗時間及貢獻而釐定。獨立非執行董事之酬金乃就彼等於本公司事務所耗時間而釐定。

薪酬委員會現時由四名成員，包括三名獨立非執行董事，即車偉恒先生(主席)、張樹成博士及李耀斌先生；及一名執行董事源子敬先生組成。

於內年，薪酬委員會舉行一次會議以檢討本公司各董事及高級管理層之薪酬組合。

核數師酬金

於年內，本公司獨立核數師羅兵咸永道會計師事務所提供之審核及非審核服務，酬金總額約為1,742,000港元。審核服務之有關費用約為1,260,000港元。酬金餘額為非審核服務之費用，主要包括審閱中期業績約186,000港元，稅項服務約257,000港元；及其他非審核服務約39,000港元。

審核委員會

審核委員會由董事會成立。其職責已於根據守則條文編製及採納之職權範圍內清楚界定。審核委員會為董事會及本公司核數師就提供集團審核範疇以內事宜的重要橋樑，審核委員會於供董事會批准前審閱本集團之財務報告，檢討外部及內部之成效，及評估內部監控和風險管理。

AUDIT COMMITTEE (Continued)

The Audit Committee currently comprises three independent non-executive Directors. It is chaired by Mr. Lee Yiu Pun with Mr. Che Wai Hang, Allen and Dr. Chang Chu Cheng as members. During the year, the Audit Committee held two meetings and conducted the following activities:

- (1) reviewed results announcements, interim and annual reports of the Group, with a recommendation to the Board for approval;
- (2) reviewed the internal controls, risk management and financial matters of the Group in pursuance of the terms of reference;
- (3) reviewed the reports from the auditor of the Company in respect of the interim and annual financial statements; and
- (4) made recommendation to the Board on the re-appointment of the auditor of the Company.

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for the preparation of financial statements of the Group.

The responsibilities of the independent auditor of the Company are set out in Independent Auditor's Report to the shareholders of the Company on pages 41 to 42 of this annual report.

INTERNAL CONTROL

The Board is responsible for maintaining a sound and effective system of internal control so as to ensure the shareholders' investment and the Company's assets are properly safeguarded. The system of internal control is designed to manage the risk of failure to achieve corporate objectives and can only provide reasonable but not absolute assurance against material misstatement, loss or fraud.

During the year, the Board has reviewed the effectiveness of the system of internal control of the Group through the Audit Committee and the internal audit team of the Company.

Hong Kong, 3 July 2008

審核委員會(續)

審核委員會現時包括三名獨立非執行董事。主席為李耀斌先生，成員有車偉恒先生及張樹成博士。於年內，審核委員會曾召開兩次會議，並進行以下事宜：

- (1) 審閱本集團之業績公佈、中期報告及年報，以及向董事會提出之推薦意見以待批准；
- (2) 按職權範圍審閱本集團之內部監控、風險管理及財務事宜；
- (3) 審閱本公司核數師就中期及年度財務報表作出之報告；及
- (4) 就續聘本公司核數師向董事會提出推薦意見。

董事及核數師對財務報表之責任

董事確認彼等對編製本集團財務報表之責任。

本公司獨立核數師之責任載於本年報第41至42頁之致本公司股東之獨立核數師報告。

內部控制

董事會負責維持穩健及有效之內部控制系統，以確保股東之投資及本公司資產得到妥善保障。內部控制系統乃設計以管理未能達成企業目標之風險，並只可就重大錯誤陳述、損失或欺詐行為作出合理而非絕對之保證。

於年內，董事會亦透過本公司審核委員會及內部審計組審閱內部控制系統之成效。

香港，二零零八年七月三日

Independent Auditor's Report

獨立核數師報告

TO THE SHAREHOLDERS OF FUJIKON INDUSTRIAL HOLDINGS LIMITED

(Incorporated in the Bermuda with limited liability)

We have audited the consolidated financial statements of Fujikon Industrial Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 43 to 122, which comprise the consolidated and company balance sheets as at 31 March 2008, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Directors' Responsibility for the Financial Statements

The directors of the Company are responsible for the preparation and the true and fair presentation of these consolidated financial statements in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the Hong Kong Companies Ordinance. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and the true and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility

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

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

致富士高實業控股有限公司股東

(於百慕達註冊成立之有限公司)

本核數師(以下簡稱「我們」)已審核列載於第43至122頁富士高實業控股有限公司(「貴公司」)及其附屬公司(以下合稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零零八年三月三十一日的綜合及公司資產負債表與截至該日止年度的綜合收益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他附註解釋。

董事就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》編製及真實而公平地列報該等綜合財務報表。這責任包括設計、實施及維護與編製及真實而公平地列報財務報表相關的內部控制，以使財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述；選擇和應用適當的會計政策；及按情況下作出合理的會計估計。

核數師的責任

我們的責任是根據我們的審核對該等綜合財務報表作出意見，並按照百慕達一九八一年《公司法》第90條僅向整體股東報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

我們已根據香港會計師公會頒佈的香港審計準則進行審核。這些準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等財務表是否不存有任何重大錯誤陳述。

Independent Auditor's Report

獨立核數師報告

Auditor's Responsibility (Continued)

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

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

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2008 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

PricewaterhouseCoopers

Certified Public Accountants

Hong Kong, 3 July 2008

核數師的責任(續)

審核涉及執行程序以獲取有關財務報表所載金額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製及真實而公平地列報財務報表相關的內部控制，以設計適當的審核程序，但並非為對公司的內部控制的效能發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估計的合理性，以及評價財務報表的整體列報方式。

我們相信，我們所獲得的審核憑證是充足和適當地為我們的審核意見提供基礎。

意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於二零零八年三月三十一日的事務狀況及 貴集團截至該日止年度的利潤及現金流量，並已按照香港《公司條例》的披露規定妥為編製。

羅兵咸永道會計師事務所

執業會計師

香港，二零零八年七月三日

Balance Sheets

資產負債表

As at 31 March 2008 (expressed in Hong Kong dollars unless otherwise indicated)
於二零零八年三月三十一日(除另有說明外,以港幣計算)

		Note	Group 本集團		Company 本公司	
		附註	2008 \$'000千元	2007 \$'000千元	2008 \$'000千元	2007 \$'000千元
Non-current assets	非流動資產					
Property, plant and equipment	物業、廠房及設備	6	214,607	224,665	-	-
Investment properties	投資物業	7	5,220	4,360	-	-
Leasehold land and land use rights	租賃土地及土地 使用權	8	21,527	21,198	-	-
Non-current deposits	非流動按金	9	14,627	-	-	-
Available-for-sale financial assets	可供出售財務資產	10	-	3,963	-	-
Investment in subsidiaries	於附屬公司之投資	11	-	-	139,000	139,000
Deferred tax assets	遞延稅項資產	19	17	186	-	-
Total non-current assets	非流動資產總值		255,998	254,372	139,000	139,000
Current assets	流動資產					
Inventories	存貨	12	163,838	221,205	-	-
Trade receivables	應收貨款	13	196,512	258,868	-	-
Other receivables	其他應收款項	13	29,447	34,461	183	180
Other financial assets at fair value through profit or loss	按公平值計入損益 的其他財務資產	15	45,369	7,238	-	-
Amounts due from subsidiaries	應收附屬公司款項	11	-	-	167,458	153,865
Pledged bank deposits	已抵押銀行存款	16	-	2,132	-	-
Cash and bank deposits	現金及銀行存款	16	325,593	158,310	439	1,255
Total current assets	流動資產總值		760,759	682,214	168,080	155,300
Current liabilities	流動負債					
Trade payables	應付貨款	17	(139,936)	(185,280)	-	-
Accruals and other payables	應計費用及 其他應付款項	17	(106,406)	(99,803)	(10,928)	(9,512)
Current income tax liabilities	當期所得稅負債		(22,979)	(30,776)	(340)	(232)
Derivative financial instruments	衍生金融工具	14	(4,041)	(1,055)	-	-
Bank borrowings	銀行借款	18	(30,416)	(43,279)	-	-
Total current liabilities	流動負債總值		(303,778)	(360,193)	(11,268)	(9,744)
Net current assets	流動資產淨值		456,981	322,021	156,812	145,556
Total assets less current liabilities	總資產減流動負債		712,979	576,393	295,812	284,556
Non-current liabilities	非流動負債					
Bank borrowings	銀行借款	18	(3,185)	(5,915)	-	-
Deferred tax liabilities	遞延稅項負債	19	(1,135)	(1,021)	-	-
Total non-current liabilities	非流動負債總值		(4,320)	(6,936)	-	-
Net assets	資產淨值		708,659	569,457	295,812	284,556
EQUITY	權益					
Capital and reserves attributable to the Company's equity holders	歸屬本公司股權 持有人的股本及儲備					
Share capital	股本	20	38,119	37,732	38,119	37,732
Other reserves	其他儲備	22	128,334	74,209	212,117	202,236
Retained earnings	保留溢利					
- Proposed dividends	- 建議股息		39,918	34,121	39,918	34,121
- Other	- 其他		462,131	390,068	5,658	10,467
			668,502	536,130	295,812	284,556
Minority interests	少數股東權益		40,157	33,327	-	-
Total equity	權益合計		708,659	569,457	295,812	284,556

YEUNG CHI HUNG, JOHNNY
楊志雄
Chairman
主席

YUEN YEE SAI, SIMON
源而細
Joint Deputy Chairman
聯席副主席

The notes on pages 47 to 122 are an integral part of these consolidated financial statements.
第47至122頁之附註乃此等綜合財務報表之部份。

Consolidated Income Statement

綜合損益表

For the year ended 31 March 2008 (expressed in Hong Kong dollars unless otherwise indicated)

截至二零零八年三月三十一日止年度(除另有說明外,以港幣計算)

		Note 附註	2008 \$'000千元	2007 \$'000千元
Revenue	收入	23	1,616,485	1,678,402
Cost of sales	銷售成本		(1,250,782)	(1,297,880)
Gross profit	毛利		365,703	380,522
Other (losses)/gains – net	其他(虧損)/收益 – 淨額	24	(21,346)	1,962
Distribution and selling expenses	分銷及銷售支出		(26,096)	(27,418)
General and administrative expenses	一般及行政支出		(148,018)	(143,252)
Operating profit	經營溢利	25	170,243	211,814
Finance income	融資收入	26	8,693	3,133
Finance costs	融資成本	26	(3,050)	(5,975)
Profit before income tax	所得稅前溢利		175,886	208,972
Income tax expenses	所得稅開支	27	(24,593)	(33,620)
Profit for the year	本年度溢利		151,293	175,352
Attributable to:	歸屬:			
Equity holders of the Company	本公司股權持有人	28	138,226	159,487
Minority interests	少數股東權益		13,067	15,865
			151,293	175,352
Earnings per share for profit attributable to the equity holders of the Company during the year	年內歸屬本公司股權持有人之溢利的每股盈利	29		
– Basic (HK cents)	– 基本(港仙)		36.3	42.4
– Diluted (HK cents)	– 攤薄(港仙)		34.3	41.0
Dividends	股息	30	58,977	45,413

The notes on pages 47 to 122 are an integral part of these consolidated financial statements.
第47至122頁之附註乃此等綜合財務報表之部份。

Consolidated Statement of Changes in Equity

綜合股東權益變動表

For the year ended 31 March 2008 (expressed in Hong Kong dollars unless otherwise indicated)
截至二零零八年三月三十一日止年度(除另有說明外,以港幣計算)

		Attributable to equity holders of the Company 歸屬於本公司股權持有人					
	Note 附註	Share capital 股本 \$'000千元	Other reserves 其他儲備 \$'000千元	Retained earnings 保留盈利 \$'000千元	Minority interest 少數股東權益 \$'000千元	Total 總計 \$'000千元	
At 1 April 2006	於二零零六年四月一日	37,502	67,847	294,820	20,063	420,232	
Currency translation differences	滙兌差額 22	-	3,588	-	339	3,927	
Changes in fair value of available-for-sale financial assets	可供出售財務資產之公平值轉變 22	-	241	-	-	241	
Profit for the year	年度溢利	-	-	159,487	15,865	175,352	
Total recognised income for the year ended 31 March 2007	截至二零零七年三月三十一日止年度已確認之收入總額	-	3,829	159,487	16,204	179,520	
Employee share option scheme:	僱員購股權計劃						
- value of employee services	- 僱員服務之價值 22	-	177	-	-	177	
- proceeds from shares issued upon exercise of share options	- 行使購股權而發行股份之所得款項 22	230	2,356	-	-	2,586	
Dividends paid	已支付股息	-	-	(30,118)	(2,940)	(33,058)	
At 31 March 2007	於二零零七年三月三十一日	37,732	74,209	424,189	33,327	569,457	
Currency translation differences	滙兌差額 22	-	37,095	-	1,295	38,390	
Release of reserve upon disposal of available-for-sale financial assets	於出售可供出售財務資產後解除儲備 22	-	150	-	-	150	
Profit for the year	年度溢利	-	-	138,226	13,067	151,293	
Total recognised income for the year ended 31 March 2008	截至二零零八年三月三十一日止年度已確認之收入總額	-	37,245	138,226	14,362	189,833	
Employee share option scheme:	僱員購股權計劃:						
- value of employee services	- 僱員服務之價值 22	-	5,884	-	-	5,884	
- proceeds from shares issued upon exercise of share options	- 行使購股權而發行股份之所得款項 22	387	3,997	-	-	4,384	
Appropriation of statutory reserve	法定儲備分派	-	6,999	(6,999)	-	-	
Dividends paid	已支付股息	-	-	(53,367)	(7,532)	(60,899)	
At 31 March 2008	於二零零八年三月三十一日	38,119	128,334	502,049	40,157	708,659	

The notes on pages 47 to 122 are an integral part of these consolidated financial statements.
第47至122頁之附註乃此等綜合財務報表之部份。

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31 March 2008 (expressed in Hong Kong dollars unless otherwise indicated)

截至二零零八年三月三十一日止年度(除另有說明外,以港幣計算)

	Note 附註	2008 \$'000千元	2007 \$'000千元
Cash flows from operating activities	經營活動現金流量		
Cash generated from operations	經營活動之現金 32(a)	312,029	205,379
Interest paid	已付利息	(3,050)	(5,975)
Hong Kong profits tax paid	已付香港利得稅	(28,092)	(11,906)
Mainland China enterprise income tax paid	已付中國國內企業所得稅	(4,015)	(1,504)
Net cash generated from operating activities	經營活動之現金淨額	276,872	185,994
Cash flows from investing activities	投資活動現金流量		
Interest received	已收利息	8,693	3,133
Purchase of property, plant and equipment	購入物業、廠房及設備	(19,532)	(52,719)
Purchase of leasehold land and land use rights	購入租賃土地及土地使用權	-	(327)
Increase in non-current deposits	非流動按金增加	(14,627)	-
Purchase of other financial assets at fair value through profit or loss	購入按公平值計入損益的 其他財務資產	(171,137)	-
Proceeds from disposal of property, plant and equipment	出售物業、 廠房及設備所得款項	228	359
Proceeds from disposal of available-for-sale financial assets	出售可供出售財務資產 所得款項	3,964	3,100
Proceeds from disposal of other financial assets at fair value through profit or loss	出售按公平值計入損益 的其他財務資產所得款項	131,730	2,573
Decrease/(increase) in pledged bank deposits	已抵押銀行存款減少/(增加)	2,132	(2,132)
Net cash used in investing activities	投資活動所用現金淨額	(58,549)	(46,013)
Cash flows from financing activities	融資活動現金流量		
Issue of shares upon exercise of share options	因行使購股權而發行股份	4,384	2,586
Dividends paid to minority shareholders of subsidiaries	已付附屬公司一名 少數股東之股息	(7,532)	(2,940)
Dividends paid	已付股息	(53,367)	(30,118)
New bank loans	新造已抵押銀行存款	26,096	260,612
Repayment of bank loans	償還銀行貸款	(44,423)	(274,299)
Net cash used in financing activities	融資活動所用現金淨額	(74,842)	(44,159)
Net increase in cash and cash equivalents	現金及現金等值項目增加淨額	143,481	95,822
Exchange differences	匯兌差額	23,802	(2,866)
Cash and cash equivalents at beginning of the year	年初現金及現金等值項目	158,310	65,354
Cash and cash equivalents at end of the year	年終現金及現金等值項目	325,593	158,310

The notes on pages 47 to 122 are an integral part of these consolidated financial statements.
第47至122頁之附註乃此等綜合財務報表之部份。

Notes to the Financial Statements

財務報表附註

1 General information

Fujikon Industrial Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) are principally engaged in the design, manufacture, marketing and trading of electro-acoustic products, accessories and other electronic products and property holding.

The Company is a limited liability company incorporated in Bermuda. The address of its registered office is Argyle House, 41A Cedar Avenue, Hamilton HM 12, Bermuda.

The Company is listed on The Stock Exchange of Hong Kong Limited.

These consolidated financial statements are presented in thousands of units of Hong Kong dollars (HK\$'000), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 3 July 2008.

2 Summary of significant accounting policies

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

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”) under the historical cost convention, as modified by the revaluation of investment properties, financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss.

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

1 一般資料

富士高實業控股有限公司(「本公司」)及其附屬公司(統稱「本集團」)主要從事設計、製造、推廣及銷售電聲產品、配件及其他電子產品以及持有物業。

本公司為於百慕達註冊成立之有限公司。其註冊辦事處之地址為Argyle House, 41A Cedar Avenue, Hamilton HM 12, Bermuda。

本公司於香港聯合交易所有限公司上市。

除另有說明外，本綜合財務報表使用的貨幣單位為千港元。本綜合財務報表已於二零零八年七月三日獲董事會批准刊發。

2 重大會計政策概要

編製本綜合財務報表所應用之主要會計政策載述於下文。除另有說明外，此等政策在所呈報的所有年度內貫徹應用。

2.1 編製基準

本綜合財務報表是根據香港財務報告準則(「香港財務報告準則」)以歷史成本法編製，並就投資物業，按公平值計入損益的財務資產及財務負債(包括衍生工具)之重估而作出修訂。

編製符合香港財務報告準則的財務報表需要使用若干關鍵會計估算。這亦需要管理層在應用本集團的會計政策過程中行使其判斷。涉及高度的判斷或高度複雜性的範疇，或涉及對綜合財務報表作出重大假設和估算的範疇，在附註4中披露。

2 Summary of significant accounting policies*(Continued)***2.1 Basis of preparation** *(Continued)***(a) Standards, amendments and interpretations that are effective in current year**

HKFRS 7, “Financial Instruments: Disclosures”, and the complementary amendment to HKAS 1, “Presentation of financial statements – Capital disclosures”, introduces new disclosures relating to financial instruments and does not have any impact on the classification and valuation of the Group’s financial instruments, or the disclosures relating to taxation and trade and other payables;

HK(IFRIC) – Int 8, “Scope of HKFRS 2” requires consideration of transactions involving the issuance of equity instruments, where the identifiable consideration received is less than the fair value of the equity instruments issued in order to establish whether or not they fall within the scope of HKFRS 2. This standard does not have any impact on the Group’s financial statements as there are no such transaction;

HK(IFRIC) – Int 10, “Interim Financial Reporting and Impairment”, prohibits the impairment losses recognised in an interim period on goodwill investments in equity instruments and investments in financial assets carried at cost to be reversed at a subsequent balance sheet date. This standard does not have any impact on the Group’s financial statements; and

HK(IFRIC) – Int 11, “HKFRS 2 – Group and Treasury Share Transactions”, provides guidance on whether share-based transactions involving treasury shares or involving Group entities (for example, options over a parent’s share) should be accounted for as equity-settled or cash-settled share-based payment transactions in the stand-alone accounts of the parent and group companies. This interpretation has no material impact on the Group’s accounting policies as the Group’s existing accounting policy on share-based transactions comply with this interpretation.

2 重大會計政策概要(續)**2.1 編製基準(續)****(a) 於本年度生效之準則、修訂及詮釋**

香港財務報告準則第7號「金融工具：披露」及香港會計準則第1號「財務報表之呈列－資本披露」的補充修訂引入有關金融工具之全新披露規定，對本集團金融工具的分類和估值，或稅項和貿易及其他應付款相關的披露並無任何影響；

香港(國際財務報告詮釋委員會)－詮釋第8號「香港財務報告準則第2號之範圍」規定凡涉及發行權益工具的交易－當中所收取的可識別代價低於所發行權益工具的公平值－必須確定其是否屬於香港財務報告準則第2號的範圍內。由於並無有關交易，故該準則對本集團之財務報表並無任何影響；

香港(國際財務報告詮釋委員會)－詮釋第10號「中期財務報告及減值」禁止在中期期間確認按成本值列賬的商譽、權益工具的投資和財務資產投資的減值虧損，在之後的結算日撥回。該準則對本集團之財務報表並無任何影響；及

香港(國際財務報告詮釋委員會)－詮釋第11號「香港財務報告準則第2號－集團及庫存股份交易」對涉及庫存股份或涉及本集團實體之股份為基礎交易的支付應否在母公司及集團公司的獨立賬目中入賬為權益結算或現金結算的以股份為基礎的支付提供指引。由於本集團現有就股份付款之會計政策符合是項詮釋，故其對本集團之會計政策並無重大影響。

2 Summary of significant accounting policies*(Continued)***2.1 Basis of preparation** *(Continued)***(b) Standards and interpretations effective in current year but not relevant for the Group's operations**

HK(IFRIC) – Int 9 “Re-assessment of Embedded Derivatives”.

(c) Standards, amendments and interpretations that are not yet effective and have not been early adopted by the Group

The following standards, amendments and interpretations have been published but are not effective for current year and have not been early adopted:

HKAS 1 (Revised), “Presentation of Financial Statements” (effective for annual periods beginning on or after 1 January 2009). HKAS 1 (Revised) requires all owner changes in equity to be presented in a statement of changes in equity. All comprehensive income is presented in one statement of comprehensive income or in two statements (a separate income statement and a statement of comprehensive income). It requires presenting a statement of financial position as at the beginning of the earliest comparative period in a complete set of financial statements when there are retrospective adjustments or reclassification adjustments. However, it does not change the recognition, measurement or disclosure of specific transactions and other events required by other HKFRSs. The Group will apply HKAS 1 (Revised) from 1 April 2009. The Group is in the process of assessing their impact on the Group's results and financial position;

2 重大會計政策概要(續)**2.1 編製基準(續)****(b) 於本年度已生效但與本集團業務無關之準則及詮釋**

香港(國際財務報告詮釋委員會) – 詮釋第9號「重估嵌入式衍生工具」。

(c) 並未生效且本集團並無提前採納之準則、修訂及詮釋

下列準則、修訂及詮釋經已刊發但並未於本年度生效及並無提前採納：

香港會計準則第1號(經修訂)「財務報表之呈列」(於二零零九年一月一日或以後開始之年度期間生效)。香港會計準則第1號(經修訂)規定所有權益擁有人的變動必須在權益變動表中呈列。所有全面收入必須在全面收入報表中，或分開在收益表和全面收入報表中呈列。此項修訂規定如有追溯調整或重新分類的調整，應將最早的可比較期間開始時的狀況報表在整份財務報表中呈列。但此項修訂沒有改變其他香港財務報告準則對特定交易和其他事項的確認、計量或披露規定。本集團將自二零零九年四月一日起採用香港會計準則第1號(經修訂)。本集團現正評估其對本集團之業績及財務狀況之影響；

2 Summary of significant accounting policies

(Continued)

2.1 Basis of preparation (Continued)

(c) Standards, amendments and interpretations that are not yet effective and have not been early adopted by the Group (Continued)

HKAS 23 (Revised), "Borrowing Costs" (effective for annual periods beginning on or after 1 January 2009). The amendment requires an entity to capitalise borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset (one that takes a substantial period of time to get ready for use or sale) as part of the cost of that asset. The option of immediately expensing those borrowing costs will be removed. The Group will apply HKAS 23 (Amended) from 1 April 2009, but it is not expected to have any significant impact on the Group's financial statements;

HKAS 32 and HKAS 1 (Amendments) "Puttable Financial Instruments and Obligations Arising on Liquidation" (effective for annual periods beginning on or after 1 January 2009). The amendments require some puttable financial instruments and some financial instruments that impose on the entity an obligation to deliver to another party a pro rata share of the net assets of the entity only on liquidation to be classified as equity. The Group is in the process of assessing their impact on the Group's results and financial position;

2 重大會計政策概要(續)

2.1 編製基準(續)

(c) 並未生效且本集團並無提前採納之準則、修訂及詮釋(續)

香港會計準則第23號(經修訂)「借貸成本」(於二零零九年一月一日或以後開始之年度期間生效)。該修訂規定實體將凡直接與購置、興建或生產合資格資產(該資產必須經過頗長時間籌備以作預定用途或銷售)有關之借貸成本予以資本化，成為該資產的部份成本。借貸成本即時支銷之選擇權將取消。本集團將自二零零九年四月一日起採用香港會計準則第23號(經修訂)，惟預期將不會對本集團之財務報表構成任何重大影響；

香港會計準則第32號及香港會計準則第1號(修訂本)「清盤產生之可沽售金融工具及責任」(於二零零九年一月一日或以後開始之年度期間生效)。此修訂本規定，若干可認沽金融工具以及只會於清盤時導致某實體產生責任而必須向另一方按比例提供其淨資產的若干金融工具，必須分類為權益。本集團現正評估其對本集團之業績及財務狀況之影響；

2 Summary of significant accounting policies*(Continued)***2.1 Basis of preparation** *(Continued)***(c) Standards, amendments and interpretations that are not yet effective and have not been early adopted by the Group** *(Continued)*

HKAS 27 (Revised) "Consolidated and Separate Financial Statements" (effective for annual periods beginning on or after 1 July 2009). The amendment requires non-controlling interests (i.e. minority interests) to be presented in the consolidated statement of financial position within equity, separately from the equity of the owners of the parent. Total comprehensive income must be attributed to the owners of the parent and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. Changes in a parent's ownership interest in a subsidiary that do not result in the loss of control are accounted for within equity. When control of a subsidiary is lost, the assets and liabilities and related equity components of the former subsidiary are derecognised. Any gain or loss is recognised in profit or loss. Any investment retained in the former subsidiary is measured at its fair value at the date when control is lost. The Group will apply HKAS 27 (Revised) from 1 April 2010. The Group is in the process of assessing their impact on the Group's results and financial position;

2 重大會計政策概要(續)**2.1 編製基準(續)****(c) 並未生效且本集團並無提前採納之準則、修訂及詮釋(續)**

香港會計準則第27號(經修訂)「綜合及獨立財務報表」(於二零零九年七月一日或以後開始之年度期間生效)。此項修訂規定非控制性權益(即少數股東權益)必須在綜合財務狀況報表內的權益中呈列,並與母公司的擁有人權益分開列報。全面收入總額必須歸屬於母公司擁有人和非控制性權益,即使這導致非控制性權益出現虧損結餘。母公司在附屬公司不導致失去控制權的權益變動,在權益中記賬。當失去對附屬公司的控制權時,將該前附屬公司的資產、負債和相關權益部份剔除確認。任何收益或虧損在收益表中確認。在該前附屬公司所保留的任何投資按控制權失去當日的公平值記賬。本集團將自二零一零年四月一日起採用香港會計準則第27號(經修訂)。本集團現正評估其對本集團之業績及財務狀況之影響;

2 Summary of significant accounting policies

(Continued)

2.1 Basis of preparation (Continued)

(c) Standards, amendments and interpretations that are not yet effective and have not been early adopted by the Group (Continued)

HKFRS 2 (Amendment) "Share-based Payment Vesting Conditions and Cancellations" (effective for annual periods beginning on or after 1 January 2009). The amendment clarifies the definition of "vesting conditions" and specifies the accounting treatment of "cancellations" by the counterparty to a share-based payment arrangement. Vesting conditions are service conditions (which require a counterparty to complete a specified period of service) and performance conditions (which require a specified period of service and specified performance targets to be met) only. All "non-vesting conditions" and vesting conditions that are market conditions shall be taken into account when estimating the fair value of the equity instruments granted. All cancellations are accounted for as an acceleration of vesting and the amount that would otherwise have been recognised over the remainder of the vesting period is recognised immediately. The Group will apply HKFRS 2 Amendment from 1 April 2009, but it is not expected to have any significant impact on the Group's financial statements;

2 重大會計政策概要(續)

2.1 編製基準(續)

(c) 並未生效且本集團並無提前採納之準則、修訂及詮釋(續)

香港財務報告準則第2號(修訂本)「以股份為基礎之補償計劃之歸屬條件及取銷」(於二零零九年一月一日或以後開始之年度期間生效)。該修訂澄清「歸屬條件」之定義及申明對手方「取銷」以股份支付款項安排之會計處理法。歸屬條件僅包括服務條件及表現條件，前者要求對手方完成於一段特定期間提供服務，後者則要求於特定期間提供服務並達致特定表現目標。所有「非歸屬條件」及屬市場條件之歸屬條件，須於評估所授出股本工具之公平值時予以考慮。所有註銷將被視為加速歸屬之因素入賬，而原本將於餘下歸屬期間確認之款額須即時確認。本集團將自二零零九年四月一日起採用香港財務報告準則第2號(修訂本)，但預期不會對本集團財務報表構成任何重大影響；

2 Summary of significant accounting policies*(Continued)***2.1 Basis of preparation** *(Continued)***(c) Standards, amendments and interpretations that are not yet effective and have not been early adopted by the Group** *(Continued)*

HKFRS 3 (Revised) “Business Combinations” (effective for annual periods beginning on or after 1 July 2009). The amendment may bring more transactions into acquisition accounting as combinations by contract alone and combinations of mutual entities are brought into the scope of the standard and the definition of a business has been amended slightly. It now states that the elements are ‘capable of being conducted’ rather than ‘are conducted and managed’. It requires considerations (including contingent consideration), each identifiable asset and liability to be measured at its acquisition-date fair value, except leases and insurance contracts, reacquired right, indemnification assets as well as some assets and liabilities required to be measured in accordance with other HKFRSs. They are income taxes, employee benefits, share-based payment and non current assets held for sale and discontinued operations. Any non-controlling interest in an acquiree is measured either at fair value or at the non-controlling interest’s proportionate share of the acquiree’s net identifiable assets. The Group will apply HKFRS 3 (Revised) from 1 January 2010. The Group is in the process of assessing their impact on the Group’s results and financial position;

2 重大會計政策概要(續)**2.1 編製基準(續)****(c) 並未生效且本集團並無提前採納之準則、修訂及詮釋(續)**

香港財務報告準則第3號(經修訂)「業務合併」(於二零零九年七月一日或以後開始之年度期間生效)。此項修訂或會令更多交易採用收購會計法記賬，因為單純以合約方式合併和互助實體的合併已被納入此項準則的範圍內，而企業的定義已作出輕微修改。該準則現說明有關成份乃「能夠進行」而非「進行和管理」。該修訂規定了代價(包括或然代價)、每項可辨識的資產和負債必須按其收購日的公平值計量，惟租賃和保險合約、重新購入的權利、賠償保證資產以及須根據其他國際財務報告準則計量的若干資產和負債則除外。這些項目包括所得稅、僱員福利、以股份為基礎的付款以及持作出售的非流動資產和已終止經營業務。在某一被收購方的任何非控制性權益可按公平值，或按非控制性權益以比例應佔被收購方的可辨識淨資產計量。本集團將自二零一零年一月一日起採用香港財務報告準則第3號(經修訂)。本集團現正評估其對本集團之業績及財務狀況之影響；

2 Summary of significant accounting policies*(Continued)***2.1 Basis of preparation** *(Continued)***(c) Standards, amendments and interpretations that are not yet effective and have not been early adopted by the Group** *(Continued)*

HKFRS 8, “Operating Segments” (effective for annual periods beginning on or after 1 January 2009). HKFRS 8 replaces HKAS 14 and aligns segment reporting with the requirements of the US standard SFAS 131, ‘Disclosures about segments of an enterprise and related information’. The new standard requires a ‘management approach’, under which segment information is presented on the same basis as that used for internal reporting purposes. The Group will apply HKFRS 8 from 1 April 2009. The expected impact is still being assessed in detail by management, but it appears likely that the number of reportable segments, as well as the manner in which the segments are reported, will change in a manner that is consistent with the internal reporting provided to the chief operating decision-maker; and

(d) The following interpretations have not yet been effective and not relevant to the Group operations

HK(IFRIC) — Int 12, “Service Concession Arrangements” (effective for annual periods beginning on or after 1 January 2008) applies to contractual arrangements whereby a private sector operator participates in the development, financing, operation and maintenance of infrastructure for public sector services. HK(IFRIC) — Int 12 is not relevant to the Group’s operations because none of the Group’s companies provide for public sector services; and

2 重大會計政策概要(續)**2.1 編製基準(續)****(c) 並未生效且本集團並無提前採納之準則、修訂及詮釋(續)**

香港財務報告準則第8號「經營分類」(於二零零九年一月一日或以後開始之年度期間生效)。香港財務報告準則第8號取代了香港會計準則第14號，並將分部報告與美國準則SFAS 131「有關企業分部和相關資料的披露」的規定統一起來。此項新準則要求採用「管理方法」，即分部資料須按照與內部報告所採用的相同基準呈報。本集團將自二零零九年四月一日起採用香港財務報告準則第8號。管理層仍在仔細評估有關之預計影響，但現時推斷須予呈報之分部數目以及分部呈報模式將會變更，變更方式與提供予主要營運決策者之內部呈報一致；及

(d) 以下詮釋並未生效且與本集團業務無關

香港(國際財務報告詮釋委員會) — 詮釋第12號「服務特許權安排」(於二零零八年一月一日或以後開始之年度期間生效)適用於由私人營運商參與公營服務基建的發展、融資、營運及維修的合約性安排。由於本集團各間公司均並無提供公營部門服務，故香港(國際財務報告詮釋委員會) — 詮釋第12號與本集團業務無關；及

2 Summary of significant accounting policies*(Continued)***2.1 Basis of preparation** *(Continued)***(d) The following interpretations have not yet been effective and not relevant to the Group operations** *(continued)*

HK(IFRIC) – Int 13, “Customer Loyalty Programmes” (effective for annual periods beginning on or after 1 July 2008) clarifies that where goods or services are sold together with a customer loyalty incentive (for example, loyalty points or free products), the arrangement is a multiple-element arrangement and the consideration receivable from the customer is allocated between the components of the arrangement using fair values. HK(IFRIC) – Int 13 is not relevant to the Group’s operations because none of the Group’s companies operate any loyalty programmes.

HK(IFRIC) – Int 14, “HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction” (effective for annual periods beginning on or after 1 January 2008). HK(IFRIC) – Int 14 provides guidance on assessing the limit in HKAS 19 on the amount of the surplus that can be recognised as an asset. It also explains how the pension asset or liability maybe affected by a statutory or contractual minimum funding requirement.

2 重大會計政策概要 *(續)***2.1 編製基準** *(續)***(d) 以下詮釋並未生效且與本集團業務無關** *(續)*

香港(國際財務報告詮釋委員會) – 詮釋第13號「客戶忠誠計劃」(於二零零八年七月一日或以後開始之年度期間生效)釐清當貨品或服務與客戶忠誠獎勵一併銷售(例如「積分」或免費貨品), 即屬多種元素安排, 而應收客戶之代價需以公平值分配至該安排的組成部份。鑒於本集團各間公司均無提供任何忠誠計劃, 故香港(國際財務報告詮釋委員會) – 詮釋第13號與本集團業務無關。

香港(國際財務報告詮釋委員會) – 詮釋第14號「香港會計準則第19號 – 界定福利資產限制、最低融資規定及相互之間的關係」(於二零零八年一月一日或以後開始之年度期間生效)。香港(國際財務報告詮釋委員會) – 詮釋第14號就評估香港會計準則第19號內有關可確認為資產之盈餘金額限制提供指引, 另解釋退休金資產或負債如何受法定或合約最低資金規定影響。

2 Summary of significant accounting policies

(Continued)

2.2 Consolidation

The consolidated financial statements include the financial statements of the Company and all its subsidiaries made up to 31 March.

(a) Subsidiaries

Subsidiaries are all entities over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the consolidated income statement.

2 重大會計政策概要(續)

2.2 綜合賬目

本綜合財務報表包括本公司及其所有附屬公司截至三月三十一日止之財務報表。

(a) 附屬公司

附屬公司指本集團有權管控其財政及營運政策而控制所有實體，一般附帶於超過半數投票權之股權。在評定本集團是否控制另一實體時，目前可行使或可兌換之潛在投票權之存在及影響均予考慮。

在附屬公司之控制權轉移至本集團之日作全面綜合入賬。在附屬公司之控制權終止之日起則停止作綜合入賬。

本集團採用收購會計法將本集團所收購之附屬公司入賬。收購成本按所提供的資產、已發行股本工具及所產生或承擔之負債於交易日之公平值加上與收購有關的直接費用計算。於業務合併所收購可識別資產與所承擔之負債及或然負債初步按於收購日之公平值計算，與任何少數股東權益無關。收購成本超出本集團應佔所收購可識別資產淨值之公平值之數額列作商譽。倘收購成本少於所收購附屬公司資產淨值之公平值，則差額計入損益表。

2 Summary of significant accounting policies*(Continued)***2.2 Consolidation** *(Continued)***(a) Subsidiaries** *(Continued)*

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary in the consolidated financial statements, to ensure consistency with the policies adopted by the Group.

In the Company's balance sheet the investments in subsidiaries are stated at cost less provision for impairment losses (Note 2.8). The results of subsidiaries are accounted by the Company on the basis of dividends received and receivable.

(b) Transactions with minority interests

The Group applies a policy of treating transactions with minority interests as transactions with parties external to the Group. Disposals to minority interests result in gains and losses for the Group that are recorded in the consolidated income statement. Purchases from minority interests result in goodwill, being the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary.

2.3 Segment reporting

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment that are subject to risks and returns that are different from those of segments operating in other economic environments.

2 重大會計政策概要(續)**2.2 綜合賬目(續)****(a) 附屬公司(續)**

集團公司之間之交易、交易之結餘及未實現收益予以對銷。除非交易提供被轉讓資產減值之憑證，否則未實現虧損亦予以對銷。附屬公司之會計政策已按需要於綜合財務報表作出改變，以確保與本集團採用之會計政策符合一致。

在本公司之資產負債表內，於附屬公司之投資按成本值扣除減值虧損準備列賬(附註2.8)。附屬公司之業績由本公司按已收及應收股息入賬。

(b) 與少數股東之交易

本集團處理與少數股東之交易與對外第三方之交易的方法一致。銷售予少數股東所產生的收益及損失，已計入綜合損益表。收購少數股東權益將產生商譽，相當於所支付的任何代價與相關應佔所收購附屬公司淨資產之賬面值的差額。

2.3 分部報告

業務分部指從事提供產品或服務之一組資產和業務，而其風險和回報與其他業務分部不同。地區分部指在某個特定經濟環境中從事提供產品或服務，其產品或服務之風險和回報與在其他經濟環境中營運之分部不同。

2 Summary of significant accounting policies

(Continued)

2.4 Foreign currency translation

(a) Functional and presentation currency

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

(b) Transactions and balances

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

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

Translation differences on non-monetary financial assets and liabilities are reported as part of the fair value gain or loss. Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets such as equities classified as available-for-sale, are included in the available-for-sale reserve in equity.

2 重大會計政策概要(續)

2.4 外幣換算

(a) 記賬本位幣和呈列貨幣

本集團每個實體之財務報表所列項目均以該實體營運所在之主要經濟環境之貨幣計量(「記賬本位幣」)。綜合財務報表以港元呈報，港元為本公司之記賬本位幣和呈列貨幣。

(b) 交易及結餘

外幣交易採用交易日之匯率換算為記賬本位幣。結算此等交易產生之匯兌盈虧以及將外幣計值之貨幣資產和負債以年終匯率換算產生之匯兌盈虧計入損益表，惟符合在權益中遞延入賬的現金流對沖或投資淨值對沖之項目，則遞延計入算益暫時計入權益內。

以外幣計值並分類為可供銷售之貨幣證券的公平值變動，應區分為證券之攤銷成本換算差異之變動與證券賬面值之其他變動。換算差異計入損益表內，而賬面值之其他變動則計入權益。

非貨幣財務資產及負債之匯兌差額均列報為公平值收益或虧損之一部分。至於非貨幣財務資產及負債(例如按公平值計入損益的權益)之匯兌差額均計入損益表內為公平值收益或虧損之一部分。至於非貨幣財務資產(例如分類為可供出售之權益)之匯兌差額均會計入權益之可供出售儲備內。

2 Summary of significant accounting policies*(Continued)***2.4 Foreign currency translation** *(Continued)***(c) Group companies**

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

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

On consolidation, exchange differences arising from the translation of the net investment in foreign operations, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity. When a foreign operation is sold, exchange differences that were recorded in equity are recognised in the income statement as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

2 重大會計政策概要(續)**2.4 外幣換算(續)****(c) 集團公司**

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

- (i) 各資產負債表呈列之資產及負債項目均以該資產負債表結算日之收市匯率折算；
- (ii) 各損益表所呈報之收入及開支項目均按平均匯率換算(除非該平均值並不反映於交易日通行匯率累計影響之合理近似值，在此情況下收入及開支乃按交易日之匯率換算)；及
- (iii) 所有由此產生之匯兌差額均確認為股本內之獨立項目。

綜合賬目上，換算境外業務之投資淨額及用作對沖該等投資之借貸及其他貨幣工具所產生之匯兌差額乃計入股東權益內。於出售境外業務時，計入權益內之匯兌差額於損益表中計入出售收益或虧損的一部份。

收購境外企業時產生之商譽及公平值調整乃作為該境外企業之資產及負債處理，並以期終匯率換算。

2 Summary of significant accounting policies*(Continued)***2.5 Property, plant and equipment**

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

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

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate cost less residual values over their estimated useful lives, as follows:

Buildings	2.5% to 8 $\frac{1}{3}$ %
Machinery and moulds	10% to 30%
Furniture and equipment	20% to 30%
Motor vehicles	30%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.8).

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

2 重大會計政策概要(續)**2.5 物業、廠房及設備**

物業、廠房及設備按歷史成本減折舊及減值虧損列賬。歷史成本包括與購買有關項目的直接費用。

其後開支只有在可預見與該項目有關的未來經濟利益流入本集團，而該項目的成本能可靠計量時，才包括在資產的賬面值或確認為獨立資產(如適用)。所有其他維修及保養在產生的財政期間內於損益表列為開支。

物業、廠房及設備的折舊以直線法計算，以將成本減剩餘價值於估計可使用年內分攤，折舊率如下：

樓宇	2.5%至8 $\frac{1}{3}$ %
機械及模具	10%至30%
傢俬及器材	20%至30%
汽車	30%

資產的剩餘價值及可使用年期在每個結算日進行檢討，及在適當時調整。

若資產的賬面值高於其估計可收回價值，其賬面值即時撇減至可收回金額(附註2.8)。

出售之損益乃按有關資產之銷售所得款項與其賬面值之差額計算，並於損益表中之其他收益一淨額中確認。

2 Summary of significant accounting policies*(Continued)***2.6 Construction-in-progress**

Construction-in-progress represents factories and office buildings under construction; and machinery and equipment pending installation. It is stated at cost less accumulated impairment loss. Cost includes the original cost of land, construction expenditures incurred, machinery and related installation costs, and other costs attributable to the construction of the buildings and installation of machinery and equipment. No depreciation is provided in respect of construction-in-progress until the construction work is completed and ready for intended use.

2.7 Investment properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the companies in the consolidated group, is classified as investment property.

Investment property comprises land held under operating leases and buildings held under finance leases.

Land held under operating leases is classified and accounted for as investment property when the rest of the definition of investment property is met. The operating lease is accounted for as if it was a finance lease.

Investment property is measured initially at its cost, including related transaction costs.

After initial recognition, investment property is carried at fair value. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If this information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. These valuations are performed in accordance with the guidance issued by the International Valuation Standards Committee. These valuations are reviewed annually by external valuers.

2 重大會計政策概要(續)**2.6 在建工程**

在建工程指在興建中之廠房及辦公室樓宇，以及待安裝之機械及器材，以成本減累計減值虧損列賬。成本包括土地原來價值、工程費用、機械及有關安裝成本，以及其他與樓宇工程及機械及器材安裝有關之成本。在建工程不作折舊撥備，直至該等工程完成及可作擬定用途為止。

2.7 投資物業

持作長期租金收益或資本增值或兩者兼備且並非集團旗下各公司所佔用之物業歸類為投資物業。

投資物業包括以經營租賃持有之土地及以融資租賃持有之樓宇。

以經營租賃持有之土地倘符合投資物業之其餘定義，均歸類為投資物業及據此入賬。有關之經營租賃則以融資租賃方式入賬。

投資物業最初以其成本(包括相關交易成本)計算。

在首次確認後，投資物業按公平值入賬。公平值乃以活躍市場價格為基礎，於必要時就指定資產之性質、地點或狀況之差異作出調整。若未能獲得此等資料，本集團便採用較不活躍市場之近期價格或折現現金流量預測等其他估值方法。該等估值乃根據國際估值準則委員會頒佈之指引而進行。該等估值每年由外部估值師進行評審。

2 Summary of significant accounting policies

(Continued)

2.7 Investment properties (Continued)

The fair value of investment property reflects, among other things, rental income from current leases and assumptions about rental income from future leases in the light of current market conditions.

The fair value also reflects, on a similar basis, any cash outflows that could be expected in respect of the property. Some of those outflows are recognised as a liability, including finance lease liabilities in respect of land classified as investment property; others, including contingent rent payments, are not recognised in the financial statements.

Subsequent expenditure is charged to the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed in the income statement during the financial period in which they are incurred.

Changes in fair values are recognised in the income statement.

If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment, and its fair value at the date of reclassification becomes its cost for accounting purposes.

If an item of property, plant and equipment becomes an investment property because its use has changed, any difference between the carrying amount and the fair value of this item at the date of transfer is recognised in equity as a revaluation of property, plant and equipment under HKAS 16. However, if a fair value gain reverses a previous impairment loss, the gain is recognised in the income statement.

2 重大會計政策概要(續)

2.7 投資物業(續)

投資物業之公平值反映(其中包括)現時租賃之租金收入及以現時市況預計日後租賃取得之租金收入。

公平值亦按同一基準反映有關物業之任何預期現金流出。此等現金流出部份確認為一項負債，包括與歸類為投資物業之土地相關之融資租賃負債；其餘現金流出(包括或然租賃付款)則不計入財務報表。

日後支出如能帶來未來經濟利益流入本集團且該項支出能可靠地計量時，才可計入該項資產之賬面價值。所有其他維修及保養成本於其產生之財政期間之損益表內列作開支。

公平值之變動計入損益表。

倘投資物業轉作自用，該物業將重新分類為物業、廠房及設備，以重新分類日期之公平值作為成本列賬。

倘物業、廠房及設備各項因用途改變而成為投資物業，該等物業於轉變當日之賬面值與公平值之差額，將根據香港會計準則第16號於權益內確認為物業、廠房及設備重估儲備。然而，倘公平值增值撥回過往減值虧損，則該項增值將於損益表中確認。

2 Summary of significant accounting policies*(Continued)***2.8 Impairment of investments in subsidiaries and non-financial assets**

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

2.9 Financial assets

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, and available-for-sale. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

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

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term. Derivatives are classified as held for trading unless they are designated as hedges. Assets in this category are classified as current assets.

Financial assets and financial liabilities are designated at fair value through profit or loss when they contain one or more embedded derivatives significantly which modify the cash flows.

2 重大會計政策概要(續)**2.8 於附屬公司之投資及非財務資產之減值**

無特定使用期限或尚未可供使用的資產毋須作攤銷處理，但此等資產每年均須要作至少一次減值評估。資產如有任何跡象或環境變化顯示出現賬面值無法收回時，本集團將評估該資產的減值情況。減值虧損確認為資產賬面值超越其可收回價值的數額。可收回價值為資產公平值減出售成本後的價值，與其使用價值之間的較高者。為評估資產減值，資產按可獨立地區分其現金流量(現金產生單位)的最小單位劃分。於每個報告日期，均會對曾出現減值之資產(商譽除外)作出評估，以確定是否可能作出減值撥回。

2.9 財務資產

本集團將財務資產劃分為以下類別：按公平值計入損益表、貸款及應收款，以及可供出售。分類方法乃取決於財務資產的購入目的。管理層將於初始確認時為其財務資產分類。

(a) 按公平值計入損益的財務資產

按公平值計入損益的財務資產為持作買賣之財務資產。如所收購的財務資產主要是為了在短期內出售，則劃分為此類別。衍生工具亦會被劃分為持作買賣，惟被指定為對沖項目者則除外。歸類為此類之資產會被劃分為流動資產。

當財務資產及財務負債包括一個或以上之內嵌式工具，以致令現金流量產生明顯變化，則彼等指定為通過損益表反映公平值之財務資產及財務負債。

2 Summary of significant accounting policies*(Continued)***2.9 Financial assets** *(Continued)***(b) Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date, which are classified as non-current assets. Loans and receivables are classified as trade and other receivables in the balance sheet (Note 2.12).

(c) Available-for-sale financial assets

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

Regular way purchases and sales of investments are recognised on the date of trade – the date on which the Group commits to purchase or sell the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value, and transaction costs are expensed in the income statement. Investments are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables and held-to-maturity investments are carried at amortised cost using the effective interest method.

2 重大會計政策概要(續)**2.9 財務資產(續)****(b) 貸款及應收款項**

貸款及應收款項為設有固定或可確定付款金額，以及不會在活躍市場上市的非衍生財務資產。此等項目已計入流動資產之內，但由結算日起計十二個月後方到期的項目則劃分為非流動資產。貸款及應收款項均劃分為資產負債表的應收貸款及其他應收款(附註2.12)。

(c) 可供出售財務資產

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

一般投資項目的購入及出售，均於交易日(即本集團承諾購入或出售該資產當日)確認入賬。所有並非按照公平值計入損益的財務資產按照公平值確認入賬，並計入交易成本。按照公平值計入損益的財務資產初步按公平值入賬，而交易成本則於損益表列作開支。當本集團從該等投資項目收取現金收入的權利已到期或已被轉讓，或本集團已將擁有資產所帶來的風險和回報轉移，則會終止確認該等投資項目。按公平值計入損益的財務資產及可供出售財務資產其後按公平值列賬。貸款及應收款項及持至到期日投資均以實際利率法計入攤銷成本後列賬。

2 Summary of significant accounting policies*(Continued)***2.9 Financial assets** *(Continued)***(c) Available-for-sale financial assets** *(Continued)*

Gains or losses arising from changes in the fair value of the “financial assets at fair value through profit or loss” category, are presented in the income statement within “other gains” in the period in which they arise.

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

When securities classified as available-for-sale are sold or impaired, the accumulated fair value adjustments recognised in equity are included in the income statement as “gains and losses from investment securities”. Interest on available-for-sale securities calculated using the effective interest method is recognised in the income statement. Dividends on available-for-sale equity instruments are recognised in the income statement when the Group’s right to receive payment is established.

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

2 重大會計政策概要(續)**2.9 財務資產(續)****(c) 可供出售財務資產(續)**

「按公平值計入的財務資產」，如其公平值出現變動，所產生的收益及虧損均於產生期內列入損益表之「其他收益」中。

如以外幣計價及分類為可供出售之貨幣證券的公平值變動，應區分為證券之攤銷成本換算差異變動與證券賬面值其他變動。換算差異計入損益表，而賬面值其他變動則計入權益。分類為可供出售的貨幣證券公平值變動及分類為可供出售的非貨幣證券公平值變動，均計入權益。

當被分類為可供出售的證券被出售或出現減值時，已計入權益的累積公平值調整將轉入損益表的「投資證券的收益及虧損」。採用實際利息法計算的可供出售證券的利息計入損益表。可供出售股權工具的股息於本集團收取款項的權利確立時計入損益表。

上市投資的公平值乃按當時買入價所計算。倘某財務資產的市場並不活躍(及就非上市證券而言)，本集團會採用估值方法訂出公平值，包括採用近期按公平原則進行的交易、參考其他相若的工具、現金流量折現分析，以及期權定價模式，盡可能使用市場元素而盡量減少倚靠屬公司獨有的元素。

2 Summary of significant accounting policies

(Continued)

2.9 Financial assets (Continued)

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of equity securities classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is considered as an indicator that the securities are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in the income statement. Impairment losses recognised in the income statement on equity instruments are not reversed through the income statement. Impairment testing of trade receivables is described in Note 2.12.

2.10 Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair values. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. At 31 March 2008, the Group did not designate any derivatives as hedging instruments.

Certain derivative instruments do not qualify for hedge accounting. Changes in the fair value of any derivative instruments that do not qualify for hedge accounting are recognised immediately in the income statement.

2 重大會計政策概要(續)

2.9 財務資產(續)

本集團將於結算日評估財務資產或一組財務資產有否出現減值的客觀證據。若股票證券被劃分為可供出售財務資產，在判斷該證券有否減值時，須考慮其公平值是否大幅或長期低於其成本。如可供出售財務資產出現此等跡象，其累積虧損(收購成本與現時公平值的差額，減去該財務資產以前已計入損益表的任何減值虧損)將從權益扣除，並計入於損益表。已計入損益表的股權工具減值虧損不會透過損益表撥回。應收貨款的減值測試於附註2.12闡述。

2.10 衍生金融工具

衍生工具於訂立衍生工具合約之日按公平值初步確認，其後按公平值重新估值。此項確認法造成之收益或虧損，取決於衍生工具是否指定作為對沖工具；倘若如是，則取決於被對沖項目之性質。於二零零八年三月三十一日，本集團並無指定任何衍生工具作對沖工具。

若干衍生工具並不符合對沖會計準則。任何不符合對沖會計準則的衍生工具的公平值如有任何變動，須即時計入損益表。

2 Summary of significant accounting policies

(Continued)

2.11 Inventories

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

2.12 Trade and 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 the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the trade receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the assets is reduced through the use of an allowance account, and the amount of the loss is recognised in the income statement. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited in the income statement.

2 重大會計政策概要(續)

2.11 存貨

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

2.12 應收貨款及其他應收款

應收貨款及其他應收款最初按公平值確認，其後則以實際利率法按計入攤銷成本後列賬，並須扣除減值撥備。如有客觀證據顯示本集團無法按照應收貨款的原來條款收取所有欠款，則須為有關應收貨款及其他應收款作出減值撥備。應收賬客戶面對嚴重財政困難、應收賬客戶很可能會破產或進行財務重組，及違約未付或逾期未付款項均被視為應收貨款出現減值的跡象。撥備額為資產賬面值與估計未來現金流量按原訂實際利率折算之現值兩者的差額。資產之賬面值會使用撥備賬扣減，而虧損金額則於損益表確認。當應收貨款不可收回時，其將於應收貨款撥備賬內撇銷。先前撇銷而於其後收回之金額會計入損益表中。

2 Summary of significant accounting policies

(Continued)

2.13 Cash and cash equivalents

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

2.14 Trade and other payables

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

2.15 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Transaction costs are incremental costs that are directly attributable to the acquisition, issue or disposal of a financial asset or financial liability, including fees and commissions paid to agents, advisers, brokers and dealers, levies by regulatory agencies and securities exchanges, and transfer taxes and duties. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

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

2 重大會計政策概要(續)

2.13 現金及現金等值項目

現金及現金等值項目包括手頭現金、銀行通知存款，以及於入賬時到期日三個月內可隨時轉換為已知金額現金且價值變風險不大之短期高流通量投資。就綜合現金流量表而言，需應要求償還並屬本集團現金管理一部分之銀行透支亦會計作現金及現金等值項目之部分。

2.14 應付貨款及其他應付款

應付貨款及其他應付款最初以公平值確認，其後則以實際利率法按攤銷成本計量。

2.15 借貸

借貸最初乃按公平值(扣除已產生的交易成本)確認。交易成本為直接用於財務資產或財務負債的購買、發行或出售的相關成本，其中包括付予代理、顧問、經紀及交易商的費用和佣金、監管機構和證券交易所收取的費用，以及轉讓稅。借貸其後按攤銷成本後列賬，如扣除交易成本之後的收益和贖回價值出現差額，則於借貸期內以實際利率法計入損益表。

除非本集團有權無條件將債務還款日期遞延至結算日後至少十二個月，否則借貸將被劃分為流動負債。

2 Summary of significant accounting policies*(Continued)***2.16 Current and deferred income tax**

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

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

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

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

2 重大會計政策概要(續)**2.16 即期及遞延所得稅**

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

遞延所得稅採用負債法就資產及負債的稅基與其於綜合財務報表之賬面值之間的暫時差異作全數撥備。然而，倘遞延所得稅因業務合併以外交易的資產或負債而產生，且於交易時間對會計及應課稅溢利或虧損並無影響，則遞延所得稅不會入賬。遞延所得稅採用在結算日前已頒佈或實質頒佈之稅率(及法例)釐定，並使用預期於相關遞延所得稅資產變現或遞延所得稅負債償還時適用稅率。

遞延所得稅資產乃就有可能用以抵扣未來應課稅溢利之暫時差異而確認入賬。

遞延所得稅就於附屬公司之投資產生之暫時差異而撥備，惟倘本集團可以控制暫時差異之撥回時間，而暫時差異在可預見將來有可能不會撥回則除外。

2 Summary of significant accounting policies

(Continued)

2.17 Share capital

Ordinary shares are classified as equity.

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

2.18 Employee benefits

(a) Pension obligations

The Group operates a number of defined contribution plans in Hong Kong and Mainland China. The schemes are generally funded through payments to insurance companies or trustee-administered funds, determined by periodic actuarial calculations. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

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

2 重大會計政策概要(續)

2.17 股本

普通股分類為股本。

發行新股或購股權直接成本乃於股本內列作所得款項之扣減(扣除稅項)。

2.18 僱員福利

(a) 退休金責任

本集團在香港及中國內地設有多項定額供款計劃。該等計劃一般透過向保險公司或託管人管理之基金付款提供資金，有關付款根據定期精確計算後釐定。定額供款計劃為本集團據此向獨立實體作定額供款之退休金計劃。即使基金並無足夠資產以向所有僱員繳付有關僱員現時及過往期間服務之福利，本集團亦無法律或推定責任作進一步供款。

就定額供款計劃而言，本集團向公營或私人管理退休保險計劃作出強制、合約性質或自願供款。作出供款後，本集團毋須作進一步供款承擔。該等供款會於到期支付時確認為僱員福利開支。可提供現金退還或扣減未來付款之預付供款會確認為資產。

2 Summary of significant accounting policies*(Continued)***2.18 Employee benefits** *(Continued)***(b) Share-based compensation**

The Group operates a share-based compensation plan. The fair value of the options granted for the employee services is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. At each balance sheet date, the entity revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision of original estimates, if any, in the income statement with a corresponding adjustment to equity.

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

(c) Profit-sharing and bonus plans

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

2 重大會計政策概要(續)**2.18 僱員福利(續)****(b) 以股份支付的酬金**

本集團設有一項以股份支付的薪酬計劃。就僱員提供服務而授予的購股權的公平值須確認為一項支出。將於授予期內列作支出的總金額乃參考所授購股權的公平值釐定(不包括任何非市場性質的授予條件所產生的影響,如盈利能力及銷售額增長指標)。在預計將予歸屬的購股權數目時,非市場性質的歸屬條件亦加入一併考慮。於各結算日,企業調整對預計將予歸屬的購股權數目所作的估計,並在損益表確認(如有)調整原來估計所產生的影響,並對股本作出相應調整。

在行使期權時收取的款項(扣除任何直接應計交易成本)撥入股本(面值)及股份溢價。

(c) 利潤分享及花紅計劃

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

2 Summary of significant accounting policies

(Continued)

2.19 Provisions

Provisions are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

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

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

2.20 Revenue recognition

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

(a) Sales of goods

Sales of goods are recognised when the related risks and rewards of ownership of the products delivered have passed to the customers.

(b) Interest income

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

2 重大會計政策概要(續)

2.19 撥備

當本集團因已發生的事件而產生現有的法律或推定責任；較可能需要有資源流出以償付責任；金額已經可靠估計，即會確認撥備。

如有多項類似責任，會根據責任的類別整體考慮是否可能需要在償付中流出資源。即使在同一責任類別所包含任何一個項目的相關資源流出的可能性極低，仍須確認撥備。

撥備以為履行義務所預計需要發生的支出的現值計量，計算此等現值所使用的稅前折現率能夠反映當前市場的貨幣時間價值及該負債特有的風險。時間流逝導致撥備金額的增加，確認為利息開支。

2.20 收入確認

收入包括在本集團日常業務中就售出貨品及服務已收或應收之代價之公平值。所呈示之收入已減去增值稅、退貨、回贈及折扣，並已對銷本集團公司內部之銷售。收入確認如下：

(a) 出售貨品

出售貨品乃於所交付貨品，擁有權之有關風險及回報已轉讓予顧客時確認。

(b) 利息收入

利息收入乃根據時間比例作基準採用實際利息法確認。

2 Summary of significant accounting policies*(Continued)***2.20 Revenue recognition** *(Continued)***(c) Management fees and handling income**

Management fees and handling income are recognised when the relevant services are rendered.

(d) Rental income

Rental income is recognised on a straight-line basis over the period of the relevant leases.

2.21 Leases

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

2.22 Financial guarantees

A financial guarantee (a type of insurance contract) is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the original or modified terms of a debt instruments. The Group performs a liability adequacy test at each balance sheet date by comparing its net liability regarding the financial guarantee with the amount that would be required if the financial guarantee were to result in a present legal or constructive obligation. If the liability is less than its present legal or constructive obligation amount, the entire difference is recognised in the income statement. During the year, no provision has been made in the financial statements for the financial guarantees.

2.23 Dividend distribution

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

2 重大會計政策概要(續)**2.20 收入確認(續)****(c) 管理費用及處理收入**

管理費用及處理收入乃於提供相關服務時入賬。

(d) 租金收入

租金收入乃根據有關租約年期以直線法入賬。

2.21 經營租約

由出租人承擔附於擁有權之大部份風險及回報之租約分類為經營租約。經營租約租金(扣除來自出租人之任何優惠)按租期以直線法計入損益表為費用。

2.22 財務擔保

財務擔保(其中一類保險合約)為一項需發行人作出指定賠償,以彌償持有人因指定債務人未能於到期時按照債務工具之原訂或經修訂條款作出付款所蒙受之損失。本集團會於各結算日進行負債充足性測試,方法為將財務擔保之負債淨額與因財務擔保而產生之現行法律責任或推定責任所需之金額作出比較。倘負債少於其現有法律責任或推定責任之金額,全數差額將於損益表內確認。年內,財務報表中並無就財務擔保作出撥備。

2.23 股息分派

向本公司股東分派的股息在股息獲本公司股東批准的年度於本集團財務報表確認為負債。

3 Financial risk management

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, price risk and cash flow and fair value interest-rate risk), credit risk and liquidity risk. The Group's overall risk management policy focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

(a) Market risk

(i) Foreign exchange risk

The Group mainly operates in Hong Kong and Mainland China with transactions mainly settled in Hong Kong dollars ("HKD"), Renminbi ("RMB") and US dollars ("USD"). The Group is mainly exposed to foreign exchange risk arising from future commercial transactions, recognised assets and liabilities denominated in currencies other than the functional currency of the group entities to which they relate.

The Group entered into foreign currency forward contracts to manage such exposure. The net fair value of foreign exchange forward contracts entered by the Group for managing the risk relating to monetary assets and liabilities in foreign currencies at 31 March 2008 was HK\$4,041,000 and has been recognised as derivative financial instruments.

At 31 March 2008, if HKD/USD had weakened/strengthened by 5% against RMB with all other variables held constant, post-tax profit for the year would have been approximately HK\$3,662,000 (2007: HK\$2,017,000) lower/higher, mainly as a result of foreign exchange gains/losses on translation of RMB-denominated monetary assets and liabilities and gains/losses from foreign exchange forward contracts.

3 財務風險管理

3.1 財務風險因素

本集團之業務承受多種財務風險：市場風險(包括兌換風險、價格風險及現金流量以及公平值利率風險)、信貸風險及流動資金風險。本集團之整體風險管理政策集中於難以預測之金融市場，並致力於將對本集團財務表現造成之潛在不利影響減至最低。董事會審閱並同意管理各項該等風險之政策，有關政策之摘要如下。

(a) 市場風險

(i) 外幣風險

本集團主要於香港及中國內地經營業務，交易主要以港元(「港元」)、人民幣(「人民幣」)及美元(「美元」)。本集團所承擔之外匯風險主要來自未來商業交易及確認以集團實體相關功能貨幣以外之貨幣結算之資產及負債。

本集團訂立外匯期貨合同以管理是項風險。於二零零八年三月三十一日，本集團所訂立就管理有關外幣貨幣資產及負債之風險之外匯期貨合同之公平淨值為4,041,000港元，其已確認為衍生金融工具。

於二零零八年三月三十一日，倘港元／美元兌人民幣下跌／上升5%，在所有其他變數保持不變之情況下，本年度之除稅後溢利將減少／增加約3,662,000港元(二零零七年：2,017,000港元)，主要是由於換算人民幣計值之貨幣資產及負債之外匯收益／虧損及外匯期貨合同之收益／虧損所致。

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

- (i) Foreign exchange risk (Continued)
At 31 March 2008, if USD had weakened/strengthened by 1% against HKD with all other variables held constant, post-tax profit for the year would have been approximately HK\$100,000 (2007: nil) lower/higher, as a result of fair value gains/losses on RMB denominated currency linked (USD/HKD) structured deposits, which was recognised as financial assets at fair value through profit or loss.

- (ii) Price risk
The Group's investment funds and unit trusts are susceptible to market price risk arising from uncertainties about future prices of those financial assets at fair value through profit and loss. Management manages this exposure by maintaining a portfolio of investments with different risk profiles. Management considered that the exposure of investment funds and unit trusts to price risk is not significant.

Fair value of the structured deposits are affected by the foreign exchange risk which was discussed under 3.1(a)(i) above.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

- (i) 外幣風險(續)
於二零零八年三月三十一日，倘美元兌港元貶值／升值1%，在所有其他變數保持不變之情況下，本年度之除稅後溢利將減少／增加約100,000港元(二零零七年：無)，此乃由於按人民幣計值之貨幣掛鈎(美元／港元)結構性存款(其獲確認為按公平值計入損益的財務資產)之公平值收益／虧損所致。

- (ii) 價格風險
本集團之投資基金及單位信託較易受到市場價格風險所影響，而該等風險則由於與該等按公平值計入損益的財務資產之未來價格有關之不確定因素而產生。管理層透過維持有不同風險項目組成之投資組合管理本項風險。管理層認為，本集團須承受之投資基金及單位信託之價格風險並非重大。

結構性存款之公平值受上文附註3.1(a)(i)所披露之外幣風險所影響。

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(iii) Cash flow and fair value interest rate risk

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

The Group's interest rate risk arises from bank borrowings. The Group will review whether bank loans bearing fixed or floating rates should be drawn from time to time with reference to the trend of changes in interest rates.

The Group's borrowings were primarily at fixed rates which expose the Group to fair value interest-rate risk. The Group generally does not use financial derivatives to hedge its exposure to interest rate risk.

At 31 March 2008, the Group had borrowings of HK\$5,915,000 in floating-to-fixed interest rate swaps arrangement. Such interest rate swaps have the economic effect of converting borrowings from floating rates to fixed rates. The Group raises long-term borrowings at floating rates and swaps them into fixed rates that are lower than those available if the Group borrowed at fixed rates directly. Under the interest rate swaps, the Group agrees with other parties to exchange, at specified intervals (monthly), the difference between fixed contract rates and floating-rate interest amounts calculated by reference to the agreed notional principal amounts.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(iii) 現金流及公平值利率風險

除若干銀行存款外，本集團並無重大計息資產，而本集團之收入及經營現金流大體上獨立於市場利率變動。

本集團之利率風險由銀行借貸產生。本集團將參考利率變動趨勢，以審閱是否需要不時提取定息或浮息銀行貸款。

本集團之借貸主要為定息借貸，令本集團須承受公平值利率風險。本集團一般不會使用金融衍生工具對沖利率風險。

於二零零八年三月三十一日，本集團於浮動利率與固定利率互換利率掉期安排中有約5,915,000港元借貸。該等利率掉期具有將浮動利率借款轉換為固定利率借款的經濟影響。本集團按浮動利率借入長期借款，並利用掉期將之轉為固定利率的借款，而有關固定利率較本集團直接按固定利率借款獲取者為低。根據利率掉期，本集團同意與其他各方於指定期間(每月)兌換經參考協定的名義本金額後計算的固定合約利率與浮動利率金額之間的差額。

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

- (iii) Cash flow and fair value interest rate risk (Continued)

At 31 March 2008, the post-tax profit of the Group would have been approximately HK\$240,000 lower/higher (2007: HK\$408,000) if the market interest rates had increased/decreased by 100 basis points with all other variables held constant.

(b) Credit risk

The carrying amounts of the financial assets, including trade and other receivables, cash and bank deposits, derivative financial instruments and financial assets at fair value through profit and loss represents the Group's maximum exposure to credit risk which will cause financial loss to the Group.

At 31 March 2008, the Company had provided guarantees in respect of banking facilities of its subsidiaries. Credit risk relating to those guarantees amounted to approximately HK\$435,181,000 (2007: HK\$260,660,000), which represented the notional amounts of such guarantees.

For trade and other receivables, the Group has put in place policies to ensure that sales of products are made to customers with an appropriate credit history. The Group performs periodic credit evaluations of its customers and takes appropriate follow-up actions to recover overdue debts.

The Group's historical experience in collection of trade and other receivables falls within the recorded allowances and the Directors are of the opinion that adequate provision for uncollectible trade receivables has been made in the consolidated financial statements.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

- (iii) 現金流及公平值利率風險(續)

於二零零八年三月三十一日，倘市場利率增加／減少100個基點，在所有其他因素維持不變之情況下，本集團之除稅後溢利將減少／增加240,000港元(二零零七年：408,000港元)。

(b) 信貸風險

財務資產(包括應收貨款及其他應收款、現金及銀行存款、衍生金融工具及按公平值計入損益的財務資產)之賬面值指將對本集團構成財務虧損之本集團最大信貸風險。

於二零零八年三月三十一日，本公司已就其附屬公司之銀行信貸提供擔保。有關該等擔保之信貸風險約為435,181,000港元(二零零七年：260,660,000港元)，即有關擔保之名義金額。

就應收貨款及其他應收款而言，本集團已制訂政策，以確保僅向信貸紀錄良好之客戶銷售產品。而本集團亦會定期評估客戶之信貸狀況，並會作出適當行動收回過期債項。

本集團過往未收回之應收貨款及其他應收款項並無超出有關撥備額，而董事認為，綜合財務報表中已就不可收回之應收賬款作出充份撥備。

3 Financial risk management (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

At 31 March 2008 and 2007, substantially all cash and bank deposits are placed with major financial institutions located in Hong Kong and Mainland China; all derivative financial instruments and financial assets at fair value through profit and loss are also entered into with those financial institutions, which management believes are of high credit quality. Management does not expect any losses arising from non-performance by these counterparties.

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying businesses, the Group aims to maintain flexibility in funding by keeping committed credit lines available.

The Group measures and monitors its liquidity through the maintenance of prudent ratio regarding to the liquidity structure of the overall assets, liabilities, loans and commitments of the Group. The Group also maintains a healthy level of liquid assets and committed banking facilities to ensure the availability of sufficient cash flows to meet any unexpected and material cash requirements in the ordinary course of business. At 31 March 2008, the Group has unutilised committed banking facilities of HK\$355,000,000 (2007: HK\$277,000,000).

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

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

於二零零八年及二零零七年三月三十一日，絕大部分現金及銀行存款存放在香港及中國內地之主要金融機構，另亦與該等金融機構就所有衍生金融工具及按公平值計入損益之財務資產訂約，管理層認為該等金融機構具備優良信貸質素。管理層並不預期會因該等對手方違約而產生任何虧損。

(c) 流動資金風險

審慎的流動資金風險管理指維持充足的現金及可買賣證券，透過已承諾信貸融資之足夠額度備有資金，和有能結算市場持倉。基於相關業務之活躍多變性質，故本集團致力透過已承諾的可用信貸額度維持資金的靈活性。

本集團透過維持本集團整體資產、負債、貸款及承擔之流動資金架構之審慎比率，計量及監控其流動資金。本集團亦將流動資金及已承諾的銀行信貸額度保持於穩健水平，以確保有足夠現金流應付日常業務過程中突如其來及重大之現金需要。於二零零八年三月三十一日，本集團之未動用已承諾的銀行信貸額度為355,000,000港元（二零零七年：277,000,000港元）。

下表根據結算日至合約到期日之間之餘下期間，將本集團之金融負債分析為相關到期組別。表中所披露金額為合約未貼現現金流量。

3 Financial risk management (Continued)**3.1 Financial risk factors (Continued)****(c) Liquidity risk (Continued)**

		Within 1 year 一年內 \$'000 千元	Between 1 and 2 years 一年至兩年 \$'000 千元	Between 2 and 5 years 兩年至五年 \$'000 千元	Total 總計 \$'000 千元
As at 31 March 2008	於二零零八年三月三十一日				
Trade and other payables	應付貸款及其他應付款	240,147	-	-	240,147
Bank borrowings, secured	銀行借貸，有抵押	30,416	2,730	455	33,601
Derivative financial instruments, net	衍生金融工具淨額	4,041	-	-	4,041
Interest payables	應付利息	1,031	162	23	1,216
Total	總計	275,635	2,892	478	279,005
As at 31 March 2007	於二零零七年三月三十一日				
Trade and other payables	應付貸款及其他應付款	276,221	-	-	276,221
Bank borrowings, secured	銀行借貸，有抵押	43,279	2,730	3,185	49,194
Derivative financial instruments, net	衍生金融工具淨額	1,055	-	-	1,055
Interest payables	應付利息	1,271	331	378	1,980
Total	總計	321,826	3,061	3,563	328,450

3.2 Capital risk management

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

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

The Group monitors capital on the basis of total equity, including share capital, other reserves and retained earnings.

3 財務風險管理(續)**3.1 財務風險因素(續)****(c) 流動資金風險(續)****3.2 資本風險管理**

本集團管理其資本，以保障集團有能力持續經營，為股東及其他股份持有人提供回報，維持最佳資本結構以降低資本成本。

為維持或調整資本結構，本集團或會調整派予股東之股息金額，將資本發還股東或發行新股以減少債項。

本集團以總權益(包括股本、其他儲備及保留盈利)基準監察資本。

3 Financial risk management (Continued)

3.3 Fair value estimation

The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and available-for-sale securities) is based on quoted market prices at the balance sheet date. The quoted market price used for financial assets held by the Group is the current bid price; the appropriate quoted market price for financial liabilities is the current ask price.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each balance sheet date. Quoted market prices or dealer quotes for similar instruments are used for long-term debt. Other techniques, such as estimated discounted cash flows, are used to determine fair value for the remaining financial instruments. The fair value of forward foreign exchange contracts is determined using forward exchange market rates at the balance sheet date.

The carrying value less impairment provision of trade receivables and payables are reasonable approximation of their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

3 財務風險管理(續)

3.3 公平值估計

於活躍市場買賣之金融工具(如公開買賣之衍生工具及買賣證券及可供出售證券)之公平值為結算日的市場報價。本集團所持財務資產所用之市價報價為當時買入價；財務負債之適用市價報價為當時賣價。

並非於活躍市場買賣之金融工具(例如場外衍生工具)之公平值乃使用估值技術釐定。本集團使用多種方法，並基於各結算日存在之市況作出假設。長期債項乃使用類似金融工具市價報價或交易商報價。釐定其餘金融工具公平值時則使用其他技術，例如估計貼現現金流量。遠期外幣合約之公平值則使用結算日之遠期貨幣市場匯率計算。

應收貨款及應付貨款之面值減值虧損為與其公平值之合理近似值。作為披露用途，財務負債之公平值乃按本集團就類似金融工具可得按當時市場利率將日後約定現金流量貼現而估計。

4 Critical accounting estimates and judgements

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

(a) Income taxes

The Group is subject to income taxes in various jurisdictions. Significant judgment is required in determining the provision for income taxes. 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.

(b) Useful lives of property, plant and equipment

The Group's management determines the estimated useful lives, and related depreciation charge for its property, plant and equipment. The estimates are based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. Management will increase the depreciation charge where useful lives are less than previously estimated lives. It will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in depreciable lives and therefore depreciation expense in future periods.

4 重大會計估計及判斷

本集團就未來作出估計及假設。產生的估計不一定與有關實際結果相同。於下一財政年度有重大風險造成資產與負債帳面值重大調整的估計及假設於下文闡述。

(a) 所得稅

本集團於多個司法權區須繳付所得稅。於釐定各地之所得稅撥備時須作出重大判斷。日常業務運作中有大量交易而其稅務影響並未肯定。倘有關事宜之最終評稅結果有異於最初記錄之數額，則有關差額會影響到釐定有關數額之期間之所得稅及遞延稅項撥備。

(b) 物業、廠房及設備之使用期

本集團管理層釐訂其物業、廠房及設備之估計可使用年期及相關折舊費用。估算乃根據類似性質及用途之物業、廠房及設備實際使用年期之過往數據作出。管理層會於使用期較過往估計之年期短時增加折舊費用。其將撇銷或撇減已報廢或出售之技術陳舊或非策略性資產。實際經濟年期可能與估計可使用年期不同。定期審閱會使折舊年期出現變動，因而使未來期間之折舊開支出現變動。

4 Critical accounting estimates and judgements (Continued)

(c) Estimated provision for impairment of trade receivables

The Group makes provision for impairment of trade receivables based on an assessment of the recoverability of trade receivables. Provisions are applied to bills receivable and accounts receivable where events or changes in circumstances indicate that the balances may not be collectible. The identification of doubtful debts requires the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of trade receivables and impairment is recognised in the year in which such estimate has been changed.

(d) Estimated provision for inventories

The Group makes provision for inventories based on an assessment of the realisability of inventories. Provisions are recognised where events or changes in circumstances indicate that the carrying value of inventories may not be realised. The identification of provision requires the use of judgement and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of inventories and provision for inventories in the period in which such estimate has been changed.

4 重大會計估計及判斷(續)

(c) 估計應收貨款減值撥備

本集團根據對應收貨款可收回程度之評估作出應收貨款減值撥備。一旦事件發生或情況改變顯示餘額可能未能收回時，則就應收票據及應收賬款作出撥備。識別呆賬有賴於判斷及估計。當預期之金額與原來估計有差異時，則該差異將會影響應收貨款的賬面值，並於估計改變的年度內確認減值。

(d) 存貨撥備之估計

本集團根據存貨變現性之評估存貨作出撥備。一旦事件發生或情況改變顯示存貨之賬面值可能未能變現時確認撥備。識別撥備需要作出判斷及估計。當預期之金額與原定估計有差異時，則該差異將會於估計改變之期間內，分別影響存貨之賬面值及存貨之撥備。

5 Segment information

Primary segment

An analysis by business segment is as follows:

5 分部資料

主要分部

按業務劃分之分析如下：

		Audio products		Communication products		Multimedia products		Electro-acoustic parts		Electronic products, accessories and others		Elimination		Total	
		音響產品		通訊產品		多媒體產品		電聲零件		電子產品、配件及其他		撇銷		總額	
		2008	2007	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007
		\$'000千元	\$'000千元	\$'000千元	\$'000千元	\$'000千元	\$'000千元	\$'000千元	\$'000千元	\$'000千元	\$'000千元	\$'000千元	\$'000千元	\$'000千元	\$'000千元
Total segment revenue	分部收入總額	454,184	421,256	507,505	604,708	148,448	144,740	39,507	93,953	466,841	413,745	-	-	1,616,485	1,678,402
Inter-segment revenue	分部間收入	-	-	-	-	-	-	-	-	273,800	375,864	(273,800)	(375,864)	-	-
Revenue/Turnover	收入/營業額	454,184	421,256	507,505	604,708	148,448	144,740	39,507	93,953	740,641	789,609	(273,800)	(375,864)	1,616,485	1,678,402
Segment results	分部業績	91,412	93,430	46,771	56,058	14,072	19,734	6,978	16,202	36,216	42,453	-	-	195,449	227,877
Unallocated corporate expenses	未分配企業支出													(3,860)	(18,025)
Other (losses)/gains - net	其他(虧損)/收益—淨額													(21,346)	1,962
Finance income	財務收入													8,693	3,133
Finance costs	財務成本													(3,050)	(5,975)
Income tax expenses	所得稅支出													(24,593)	(33,620)
Profit for the year	本年度溢利													151,293	175,352
Other information	其他資料														
Assets:	資產：														
Segment assets	分部資產	276,614	231,688	309,089	332,585	90,410	79,606	24,061	51,673	284,323	227,557	-	-	984,497	923,109
Unallocated assets	未分配資產													32,260	13,477
														1,016,757	936,586
Liabilities:	負債：														
Segment liabilities	分部負債	68,727	68,963	76,795	98,995	22,463	23,695	5,978	15,381	70,642	67,733	-	-	244,605	274,767
Unallocated liabilities	未分配負債													63,493	92,362
														308,098	367,129
Capital expenditures	資本支出	10,832	10,921	12,104	15,675	3,540	3,752	942	2,435	6,741	20,263	-	-	34,159	53,046
Depreciation	折舊	12,140	9,203	13,565	13,209	3,968	3,161	1,056	2,053	14,840	12,355	-	-	45,569	39,981
Amortisation of leasehold land and land use rights	攤銷租賃土地及土地使用權	180	208	201	299	59	72	16	46	106	100	-	-	562	725

5 Segment information (Continued)

Secondary segment

Revenue and results by geographical location are determined mainly on the basis of the location where merchandise is delivered. An analysis by geographical location is as follows:

	North America 北美洲				Asia Pacific 亞太區								Total	
	United States of America		Canada		Europe		Asian Countries (other than Mainland China)		Mainland China		Others		Total	
	美國		加拿大		歐洲		亞洲國家 中國國內以外之		中國國內		其他		總額	
	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007
	\$'000千元	\$'000千元	\$'000千元	\$'000千元	\$'000千元	\$'000千元	\$'000千元	\$'000千元	\$'000千元	\$'000千元	\$'000千元	\$'000千元	\$'000千元	\$'000千元
Revenue/Turnover 收入/營業額	422,256	404,662	4,851	4,299	290,456	420,965	322,430	316,371	533,610	487,448	42,882	44,657	1,616,485	1,678,402
Segment results 分部業績	51,055	54,941	587	583	35,119	57,155	38,985	42,954	64,519	66,181	5,184	6,063	195,449	227,877

The Group has business operations in Mainland China and Hong Kong. An analysis by geographical location is as follows:

5 分部資料(續)

次要分部

按地區劃分之收入及業績主要以貨物付運地點釐定。按地區劃分之分析如下：

本集團於中國國內及香港均有經營業務。按地區劃分之分析如下：

	Mainland China 中國國內		Hong Kong 香港		Total 總額	
	2008 \$'000千元	2007 \$'000千元	2008 \$'000千元	2007 \$'000千元	2008 \$'000千元	2007 \$'000千元
Assets 資產	649,996	602,401	366,761	334,185	1,016,757	936,586
Capital expenditures 資本支出	34,033	52,073	126	973	34,159	53,046

The assets and capital expenditures are allocated based on where the assets are located.

資產及資本支出乃根據資產所在地而分配。

(expressed in Hong Kong dollars unless otherwise indicated)
(除另有說明外，以港幣計算)

6 Property, plant and equipment

6 物業、廠房及設備

		Group 本集團					Total 總額
		Buildings 樓宇 \$'000千元	Construction- in- progress 在建工程 \$'000千元	Machinery and moulds 機械及模具 \$'000千元	Furniture and equipment 傢俬及器材 \$'000千元	Motor vehicles 汽車 \$'000千元	\$'000千元
Year ended	截至二零零七年						
31 March 2007	三月三十日止年度						
Opening net book amount	年初賬面淨值	100,606	16,958	51,521	32,526	2,505	204,116
Additions	增添	826	5,179	32,420	13,072	1,222	52,719
Disposals	出售	-	-	(92)	(34)	-	(126)
Depreciation charge	折舊開支	(3,554)	-	(22,443)	(12,606)	(1,378)	(39,981)
Transfer	轉撥	20,842	(21,039)	-	197	-	-
Exchange differences	匯兌差額	4,759	274	1,536	1,333	35	7,937
Closing net book amount	年終賬面淨值	123,479	1,372	62,942	34,488	2,384	224,665
At 31 March 2007	於二零零七年三月三十一日						
Cost	成本	154,070	1,372	254,623	92,062	13,506	515,633
Accumulated depreciation	累計折舊	(30,591)	-	(191,681)	(57,574)	(11,122)	(290,968)
Net book amount	賬面淨值	123,479	1,372	62,942	34,488	2,384	224,665
Year ended	截至二零零八年						
31 March 2008	三月三十一日止年度						
Opening net book amount	年初賬面淨值	123,479	1,372	62,942	34,488	2,384	224,665
Additions	增添	298	1,869	11,023	5,809	533	19,532
Disposals	出售	-	-	(6)	(12)	(4)	(22)
Depreciation charge	折舊開支	(4,404)	-	(26,122)	(13,557)	(1,486)	(45,569)
Transfer	轉撥	-	(3,284)	33	3,251	-	-
Exchange differences	匯兌差額	10,186	43	2,982	2,703	87	16,001
Closing net book amount	年終賬面淨值	129,559	-	50,852	32,682	1,514	214,607
At 31 March 2008	於二零零八年三月三十一日						
Cost	成本	164,554	-	268,655	103,813	14,122	551,144
Accumulated depreciation	累計折舊	(34,995)	-	(217,803)	(71,131)	(12,608)	(336,537)
Net book amount	賬面淨值	129,559	-	50,852	32,682	1,514	214,607

Depreciation expense of HK\$34,509,000 (2007: HK\$30,048,000) has been included in cost of sales and HK\$11,060,000 (2007: HK\$9,933,000) in general and administrative expenses.

折舊開支34,509,000港元(二零零七年: 30,048,000港元)已納入於銷售成本及11,060,000港元(二零零七年: 9,933,000港元)於一般及行政開支。

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(除另有說明外，以港幣計算)

6 Property, plant and equipment (Continued)

At 31 March 2008, the net book value of property, plant and equipment being pledged as security for the Group's banking facilities amounted to approximately HK\$50,421,000 (2007: HK\$49,296,000).

7 Investment properties

The investment properties were revalued at 31 March 2008 by LCH (Asia-Pacific) Surveyors Limited, an independent professional qualified valuer. Valuations were based on current prices in an active market.

The Group's interests in investment properties at their net book values are analysed as follows:

		Group 本集團	
		2008 \$'000千元	2007 \$'000千元
Beginning of the year	年初	4,360	4,180
Fair value gains	公平值收益	860	180
End of the year	年終	5,220	4,360

6 物業、廠房及設備(續)

於二零零八年三月三十一日，物業、廠房及設備之賬淨值已予抵押，作為本集團取得約50,421,000港元(二零零七年：49,296,000港元)銀行融資之抵押品。

7 投資物業

於二零零八年三月三十一日，投資物業由獨立專業合資格估值師利駿行測量師有限公司進行重估。估值乃根據於活躍市場之現行價格進行。

本集團於按投資物業之賬面淨值之權益分析如下：

		2008 \$'000千元		2007 \$'000千元
Hong Kong – held on leases between 10 to 50 years	香港 – 以十年至 五十年租約持有	5,220	4,360	

(expressed in Hong Kong dollars unless otherwise indicated)
(除另有說明外，以港幣計算)

8 Leasehold land and land use rights

8 租賃土地及土地使用權

		Group 本集團	
		2008 \$'000千元	2007 \$'000千元
Beginning of the year	年初	21,198	21,156
Additions	增添	-	327
Amortisation of prepaid operating lease payment	攤銷預付經營租約 款項	(562)	(725)
Exchange differences	匯兌差額	891	440
End of the year	年終	21,527	21,198

At 31 March 2008, the net book value of leasehold land and land use rights pledged as security for the Group's banking facilities amounted to approximately HK\$4,660,000 (2007: HK\$4,289,000).

於二零零八年三月三十一日，租賃土地及土地使用權之賬面淨值已予抵押，作為本集團取得約4,660,000港元(二零零七年：4,289,000港元)銀行融資之抵押品。

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

本集團於租賃土地及土地使用權之權益為預付經營租約款項及其賬面淨值之權益分析如下：

		2008 \$'000千元	2007 \$'000千元
Hong Kong – held on leases between 10 to 50 years	香港 – 以十年至 五十年租約持有	11,263	11,550
Mainland China – held on leases between 10 to 50 years	中國國內 – 以十年至 五十年租約持有	10,264	9,648
		21,527	21,198

9 Non-current deposits

Non-current deposits represent deposits paid for the acquisition of land use rights.

9 非流動按金

非流動按金指收購土地使用權所支付之按金。

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(expressed in Hong Kong dollars unless otherwise indicated)
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10 Available-for-sale financial assets

10 可供出售財務資產

		Group 本集團	
		2008 \$'000千元	2007 \$'000千元
Beginning of the year	年初	3,963	7,215
Disposal	出售	(4,113)	(3,103)
Provision for impairment	減值撥備	-	(390)
Fair value gain transferred to equity (Note 22)	轉撥至股權之公平值收益 (附註22)	-	241
Release of reserve upon disposal of available-for-sale financial assets (Note 22)	出售可供出售財務資產時所解除之儲備 (附註22)	150	-
End of the year	年終	-	3,963

At 31 March 2007, the Group's available-for-sale financial assets primarily represented range notes. The fair values of these range notes were based on their current bid price in an active market provided by counterparties.

於二零零七年三月三十一日，本集團之可供出售財務資產主要指投資票據。該等投資票據之公平值乃根據交易對方提供投資票據當時於活躍市場之買入價而定。

11 Investment in and amounts due from subsidiaries

11 附屬公司投資及應收款項

a) Investment in subsidiaries

a) 於附屬公司之投資

		Company 本公司	
		2008 \$'000千元	2007 \$'000千元
Unlisted shares, at cost	非上市股份按成本值列賬	139,000	139,000

The underlying value of the investment in subsidiaries is, in the opinion of the Company's directors, not less than the carrying value at 31 March 2008.

本公司董事認為，於附屬公司之投資之相關價值不少於二零零八年三月三十一日之賬面值。

b) Amounts due from subsidiaries

The amounts due from subsidiaries are unsecured, interest free, and repayable on demand. The balance included an amount of HK\$9,900,000 which was denominated in US dollars. The remaining were denominated in Hong Kong dollars and in Renminbi.

b) 附屬公司應收款項

附屬公司應收款項乃無抵押、免息及須按要求償還。該款項包括9,900,000港元以美元列賬之款項。餘下款項則以港元及人民幣列賬。

(expressed in Hong Kong dollars unless otherwise indicated)
(除另有說明外，以港幣計算)

11 Investment in and amounts due from subsidiaries (Continued)

11 附屬公司投資及應收款項(續)

c) Principal subsidiaries

The following is a list of the principal subsidiaries at 31 March 2008:

c) 主要附屬公司

下表為二零零八年三月三十一日之主要附屬公司：

Name 名稱	Place of incorporation/ Principal place of operation 註冊地點/ 主要經營地點	Principal activities 主要業務	Particulars of issued share capital 已發行股本詳情	Interest held (iv) 所持權益 (iv)
Charter Media Limited 中名有限公司	Hong Kong 香港	Investment holding and trading of electro-acoustic products and accessories 投資控股及買賣電子產品及配件	HK\$3 3港元	100%
Charter Media (Dongguan) Company Limited (i) 中名(東莞)電子有限公司(i)	Mainland China 中國國內	Manufacture of electro-acoustic products and accessories 製造電聲產品及配件	HK\$132,790,930 132,790,930港元	100%
Dongguan Full Rich Precision Metal Product Company Limited (i) 東莞富饒精密五金製品有限公司(i)	Mainland China 中國國內	Manufacture and trading of precision metal parts 製造及買賣精密五金配件	HK\$5,000,000 5,000,000港元	100%
Fujikon Acoustics (Suzhou) Limited (i)(v) 富士高電聲(蘇州)有限公司(i)(v)	Mainland China 中國國內	Manufacture and trading of electro-acoustic accessories 製造及買賣電聲配件	US\$2,250,000 2,250,000美元	100%
Fujikon Electrical Limited 富士高電業有限公司	Hong Kong 香港	Investment holding 投資控股	HK\$3 3港元	100%
Fujikon Europe GmbH	Germany 德國	Trading of electro-acoustic products and accessories 買賣電聲產品及配件	EUR 25,000 25,000歐元	100%

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11 Investment in and amounts due from subsidiaries (Continued)

11 附屬公司投資及應收款項(續)

c) Principal subsidiaries (Continued)

c) 主要附屬公司(續)

Name 名稱	Place of incorporation/ Principal place of operation 註冊地點/ 主要經營地點	Principal activities 主要業務	Particulars of issued share capital 已發行股本詳情	Interest held (iv) 所持權益 (iv)
Fujikon Industrial (BVI) Limited	British Virgin Islands 英屬處女群島	Investment holding 投資控股	US\$3,000 3,000美元	100%
Fujikon Industrial Company Limited 富士高實業有限公司	Hong Kong 香港	Design, manufacture, marketing and trading of electro-acoustic products and accessories 設計、製造、營銷及買賣電聲產品及配件	Class A (non-voting)(iii) HK\$2,400,000 A股股份 (無投票權)(iii) 2,400,000港元 Class B (voting)(iii) HK\$600,000 B股股份 (有投票權)(iii) 600,000港元	— 100%
Fujikon International Limited 富士高國際有限公司	Hong Kong 香港	Investment holding and trading of transformers and power adaptors 投資控股及買賣變壓器及電力轉接器	HK\$3 3港元	100%
Fujikon Packing Material Company Limited 富士高包裝物料有限公司	Hong Kong 香港	Manufacture and trading of packaging materials 製造及買賣包裝物料	HK\$10,000 10,000港元	51%
Fujikon Precision Metal Products Limited 富士高精密五金製品有限公司	Hong Kong 香港	Investment holding and manufacture and trading of precision metal parts 投資控股及製造及買賣精密五金配件	HK\$10,000 10,000港元	100%
Fujikon Technology Limited 富士高科技有限公司	Hong Kong 香港	Investment holding 投資控股	HK\$100,000 100,000港元	100%

(expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，以港幣計算)

11 Investment in and amounts due from subsidiaries (Continued)**11 附屬公司投資及應收款項** (續)**c) Principal subsidiaries** (Continued)**c) 主要附屬公司** (續)

Name 名稱	Place of incorporation/ Principal place of operation 註冊地點/ 主要經營地點	Principal activities 主要業務	Particulars of issued share capital 已發行股本詳情	Interest held (iv) 所持權益 (iv)
Full-Sound (Dongguan) Electric Products Limited (i) 富聲(東莞)電器配件有限公司(i)	Mainland China 中國國內	Manufacture and trading of electro-acoustic products and accessories 製造及買賣電聲產品及配件	HK\$5,000,000 5,000,000港元	100%
Keen Motion Limited 堅毅有限公司	Hong Kong 香港	Provision of management services 提供管理服務	HK\$2 2港元	100%
Landbo Limited 立保有限公司	Hong Kong 香港	Property holding 物業持有	HK\$100 100港元	100%
Maxchief Enterprises Limited 萬淨企業有限公司	Hong Kong 香港	Investment holding and trading of electro-acoustic products and accessories 投資控股及買賣電聲產品及配件	HK\$150 150港元	100%
Ningbo Fusion Electrical Material Company Limited (ii) 寧波富舜電業材料有限公司(ii)	Mainland China 中國國內	Manufacture and trading of PVC beads, wires and cables 製造及買賣聚氯乙烯膠粒、銅絲及電線	US\$2,500,000 2,500,000美元	70%
Profits (Dongguan) Electric Products Company Limited (i) 盈富(東莞)電器製品有限公司(i)	Mainland China 中國國內	Manufacture and trading of transformers and power adaptors 製造及買賣變壓器及電力轉接器	HK\$5,384,228 5,384,228港元	100%
Score Merit Limited 志茂有限公司	Hong Kong 香港	Investment holding 投資控股	HK\$2 2港元	100%
Smart Success Management Limited	British Virgin Islands 英屬處女群島	Investment holding 投資控股	US\$100 100美元	100%
東莞富士高電聲科技有限公司(i)	Mainland China 中國國內	Dormant 暫無業務	HK\$15,150,000 15,150,000港元	100%

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(expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，以港幣計算)

11 Investment in and amounts due from subsidiaries (Continued)

c) Principal subsidiaries (Continued)

Notes:

- (i) Charter Media (Dongguan) Company Limited, Profits (Dongguan) Electric Products Company Limited, Fujikon Acoustics (Suzhou) Limited, Full-Sound (Dongguan) Electrical Products Limited, Dongguan Full Rich Precision Metal Product Company Limited and 東莞富士高電聲科技有限公司 are wholly foreign owned enterprises established in Mainland China to be operated for 15 years up to May 2009, 12 years up to January 2012, 50 years up to March 2051, 12 years up to April 2014, 12 years up to October 2016 and 20 years up to June 2027, respectively.
- (ii) Ningbo Fusion Electrical Material Company Limited is a sino-foreign equity joint venture established in Mainland China to be operated for 15 years up to May 2015.
- (iii) Holders of Class A (non-voting) shares have no voting rights, are not entitled to dividends unless the net profit of the company exceeds HK\$900,000,000,000, and are not entitled to any distribution upon winding up unless a sum of HK\$900,000,000,000 has been distributed by the Company to holders of Class B (voting) shares.
- (iv) The shares of Fujikon Industrial (BVI) Limited are held directly by the Company. The shares of other subsidiaries are held indirectly.
- (v) In April 2008, the directors approved the dissolution of Fujikon Acoustics (Suzhou) Company Limited, a wholly-owned subsidiary. Fujikon Acoustic (Suzhou) Company Limited has since discontinued its operation and commenced de-registration process which involves finalisation of taxation with the local tax authority, among others.

None of the subsidiaries had any loan capital in issue at any time during the year ended 31 March 2008.

11 附屬公司投資及應收款項(續)

c) 主要附屬公司(續)

附註:

- (i) 中名(東莞)電子有限公司、盈富(東莞)電器製品有限公司、富士高電聲(蘇州)有限公司、富聲(東莞)電器配件有限公司、東莞富競精密五金製品有限公司及東莞富士高電聲科技有限公司均為於中國國內成立之外國全資擁有企業，該等企業分別經營十五年至二零零九年五月、十二年至二零一二年一月、五十年至二零一一年三月、十二年至二零一四年四月、十二年至二零一六年十月及二十年至二零二七年六月。
- (ii) 寧波富舜電業材料有限公司為於中國國內成立之中外合資企業，可經營十五年至二零一五年五月。
- (iii) A股(無投票權)股份持有人並無投票權，亦無權獲派股息，除非本公司純利超過900,000,000,000港元，且於清盤時無權獲得任何分派，除非900,000,000,000港元之款項已由本公司分派予B股(有投票權)股份持有人。
- (iv) Fujikon Industrial (BVI) Limited之股份由本公司直接持有。其他附屬公司之股份均被間接持有。
- (v) 於二零零八年四月，董事批准解散一間全資附屬公司富士高電聲(蘇州)有限公司。富士高電聲(蘇州)有限公司自當時起終止其業務並展開取消登記手續，當中包括與當地稅務機構確定稅項事宜。

截至二零零八年三月三十一日止年度，概無附屬公司於任何時間擁有任何已發行借貸股本。

(expressed in Hong Kong dollars unless otherwise indicated)
(除另有說明外，以港幣計算)

12 Inventories**12 存貨**

		Group 本集團	
		2008 \$'000千元	2007 \$'000千元
Raw materials	原材料	65,669	91,645
Work-in-progress	在製品	47,092	59,596
Finished goods	製成品	51,077	69,964
		163,838	221,205

The cost of inventories recognised as expense and included in cost of sales amounted to approximately HK\$910,978,000 (2007: HK\$960,803,000). For the year ended 31 March 2008, the Group made a reversal of provision for inventories impairment of approximately HK\$1,105,000 (2007: provision for inventories impairment of approximately HK\$15,828,000).

確認為支出及包含於銷售成本之存貨成本約為910,978,000港元(二零零七年：960,803,000港元)。截至二零零八年三月三十一日止年度，本集團作出約1,105,000港元(二零零七年：存貨減值撥備約15,828,000港元)之存貨減值撥備撥回。

13 Trade and other receivables

The Group grants credit periods to customers ranging from 7 to 120 days. At 31 March 2008, trade receivables of HK\$149,332,000 (2007: HK\$216,053,000) were neither past due nor impaired. These related to a number of independent customers for whom there was no relevant history of default. Trade receivables that are less than three months past due are not considered impaired except for customers which are in unexpected difficult economic situations. At 31 March 2008 and 2007, other receivables are mainly placed with counterparties with no history of default. The ageing analysis of the trade receivables by past due date is as follows:

13 應收貨款及其他應收款

本集團授出7至120日之信貸期予客戶。於二零零八年三月三十一日，應收貨款149,332,000港元(二零零七年：216,053,000港元)概無逾期及減值。該等款項與若干並無相關拖欠還款紀錄的獨立客戶有關。除並無預期處於經濟困難之客戶外，逾期少於三個月之應收貨款並不視為減值。於二零零八年及二零零七年三月三十一日，其他應收款項主要來自並無拖欠還款之交易對方。以逾期日子排列之應收貨款賬齡分析如下：

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(expressed in Hong Kong dollars unless otherwise indicated)
(除另有說明外，以港幣計算)

13 Trade and other receivables (Continued)

13 應收貨款及其他應收款(續)

		Group 本集團		Company 本公司	
		2008 \$'000千元	2007 \$'000千元	2008 \$'000千元	2007 \$'000千元
Current	當期	149,332	216,053	–	–
1 to 30 days	1日至30日	26,977	23,970	–	–
31 to 60 days	31日至60日	11,383	11,824	–	–
61 to 90 days	61日至90日	6,724	5,979	–	–
91 to 180 days	91日至180日	7,368	5,661	–	–
		201,784	263,487	–	–
Less: Provision for impairment of trade receivables	減：應收貨款 減值撥備	(5,272)	(4,619)	–	–
Trade receivables, net	應收貨款，淨額	196,512	258,868	–	–
Other receivables	其他應收	29,447	34,461	183	180
		225,959	293,329	183	180

The carrying values of the Group's trade receivables and other receivables approximate their fair values.

本集團應收貨款及其他應收款之賬面值與其公平值相若。

There is concentration of credit risk with respect to trade receivables as the Group's sales are concentrated on several key customers. At 31 March 2008, trade receivables from the five largest customers accounted for approximately 44.5% (2007: 60.5%) of the total trade receivables. The Group's approach of managing credit risk is disclosed in Note 3.

由於本集團之銷售集中來自幾名主要客戶，故本集團就應收貨款信貸風險集中。於二零零八年三月三十一日，來自五大客戶之應收貨款約佔總應收貨款44.5%（二零零七年：60.5%）。本集團對信貸風險之管理於附註3內披露。

(expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，以港幣計算)

13 Trade and other receivables (Continued)

The carrying amounts of the Group's trade and other receivable balances are denominated in the following currencies:

		Group 本集團		Company 本公司	
		2008 \$'000千元	2007 \$'000千元	2008 \$'000千元	2007 \$'000千元
Hong Kong dollars	港元	25,439	35,573	183	180
Renminbi	人民幣	106,207	114,962	-	-
US dollars	美元	94,255	142,746	-	-
Other currencies	其他貨幣	58	48	-	-
		225,959	293,329	183	180

Movements in the provision for impairment of trade receivables for the Group (the Company: Nil) are as follows:

本集團(本公司：無)之應收貨款減值撥備變動如下：

		Group 本集團	
		2008 \$'000千元	2007 \$'000千元
Beginning of the year	年初	4,619	2,874
Provision for receivables impairment	應收款減值撥備	1,179	2,656
Receivables written off as uncollectible	撇銷為不可收回 之應收款	(698)	(925)
Exchange differences	匯兌差額	172	14
End of the year	年末	5,272	4,619

The impairment provision made during the year has been included in the general and administrative expenses in the consolidated income statement.

年內作出之減值撥備已計入綜合損益表之一般及行政開支中。

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14 Derivative financial instruments

At 31 March 2008, derivative financial instruments mainly represented foreign exchange forward contracts that are not qualified for hedge accounting under the requirement of HKAS 39 and the amounts are denominated in US dollars.

The notional principal amounts of the outstanding foreign exchange forward contracts at 31 March 2008 are HK\$143,986,000 (2007: HK\$46,884,000). These foreign exchange forward contracts held for trading are expected to occur at various date during the next 12 months.

14 衍生金融工具

於二零零八年三月三十一日，衍生金融工具主要指外匯遠期合約(根據香港會計準則第39號規定，不符合對沖會計準則)，以及金額以美元列賬。

於二零零八年三月三十一日，未到期匯遠期合約之名義本金額為143,986,000港元(二零零七年：46,884,000港元)。該等持作買賣之外匯遠期合約預期將於未來十二個月內不同日期訂立。

15 Other financial assets at fair value through profit or loss

15 按公平值計入損益的其他財務資產

		Group 本集團	
		2008 \$'000千元	2007 \$'000千元
Investment funds and unit trusts	基金投資及信託基金	8,155	7,238
Structured deposits	結構性存款	37,214	—
		45,369	7,238

Structured deposits mainly represented currency (USD/HKD) linked capital protected investments with notional amounts of RMB30,000,000 and HK\$4,000,000 and with maturity dates on 30 July 2008 and 3 September 2010 respectively. Management has the option of disposing the investment at any time in the market.

結構性存款主要指與貨幣(美元/港元)掛鈎之保本投資，名義金額分別為人民幣30,000,000元及4,000,000港元，並分別於二零零八年七月三十日及二零一零年九月三日期到期。管理層可隨時於市場出售該等投資。

(expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，以港幣計算)

15 Other financial assets at fair value through profit or loss (Continued)

Other financial assets at fair value through profit or loss are denominated in the following currencies:

		Group 本集團	
		2008 \$'000千元	2007 \$'000千元
Hong Kong dollars	港元	4,246	–
Renminbi	人民幣	32,968	–
US dollars	美元	8,155	7,238
		45,369	7,238

The fair values of all investment funds, unit trusts and structured deposits are based on their current bid prices in an active market provided by counterparties.

15 按公平值計入損益的其他財務資產(續)

按公平值計入損益的其他財務資產以下列貨幣為單位：

所有基金投資、信託基金及結構性存款之公平值乃按對方提供於活躍市場之當時買入價為基準計算。

16 Cash and bank deposits and pledged bank deposits

		Group 本集團		Company 本公司	
		2008 \$'000千元	2007 \$'000千元	2008 \$'000千元	2007 \$'000千元
Cash at bank and on hand	銀行存款及現金	139,103	90,049	439	1,255
Short-term bank deposits	短期銀行存款	186,490	68,261	–	–
		325,593	158,310	439	1,255
Pledged bank deposits	已抵押銀行存款	–	2,132	–	–
Total	總額	325,593	160,442	439	1,255

The effective interest rate on short-term bank deposits was approximately 2.5% per annum (2007: 3.5% per annum); these deposits have an average maturity of 35 days (2007: 30 days).

16 現金及銀行存款及已抵押銀行存款

短期銀行存款實際利率約為每年2.5厘(二零零七年：每年3.5厘)；該等存款平均到期日為35日(二零零七年：30日)。

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(expressed in Hong Kong dollars unless otherwise indicated)
(除另有說明外，以港幣計算)

16 Cash and bank deposits and pledged bank deposits (Continued)

The following is included for the purposes of the cash flow statement:

		Group 本集團	
		2008 \$'000千元	2007 \$'000千元
Cash at bank and on hand	銀行存款及現金	139,103	90,049
Short-term bank deposits	短期銀行存款	186,490	68,261
		325,593	158,310

Cash and bank deposits and pledged bank deposits are denominated in the following currencies:

		Group 本集團		Company 本公司	
		2008 \$'000千元	2007 \$'000千元	2008 \$'000千元	2007 \$'000千元
Hong Kong dollars	港元	30,893	32,070	439	1,255
US dollars	美元	156,680	96,627	-	-
Renminbi	人民幣	136,561	31,436	-	-
Other currencies	其他貨幣	1,459	309	-	-
		325,593	160,442	439	1,255

At 31 March 2008, approximately HK\$136,561,000 (2007: HK\$31,436,000) of the Group's cash and bank deposits were denominated in Renminbi, which is not a freely convertible currency in the international market and the repatriation of which is subject to foreign exchange control regulations of Mainland China.

At 31 March 2008, no bank deposits was pledged as security for the Group's banking facilities (2007: HK\$2,132,000).

16 現金及銀行存款及已抵押銀行存款(續)

下表乃就現金流量表而載入：

現金及銀行存款及已抵押銀行存款以下列貨幣列賬：

於二零零八年三月三十一日，本集團約136,561,000港元(二零零七年：31,436,000港元)之現金及銀行存款均以人民幣列賬，而人民幣並非國際市場自由兌換之貨幣，其調動受中國國內外匯管制法規所限制。

於二零零八年三月三十一日，概無銀行存款(二零零七年：2,132,000港元)已作為抵押品被抵押，讓本集團獲取銀行融資。

(expressed in Hong Kong dollars unless otherwise indicated)
(除另有說明外，以港幣計算)

17 Trade and other payables

At 31 March 2008, the ageing analysis of trade payables by past due date is as follows:

17 應付貨款及其他應付款

於二零零八年三月三十一日，按到期日子列出之應付貨款之賬齡分析如下：

		Group 本集團		Company 本公司	
		2008 \$'000千元	2007 \$'000千元	2008 \$'000千元	2007 \$'000千元
Current	當期	107,976	114,009	-	-
1 to 30 days	1日至30日	16,790	42,466	-	-
31 to 60 days	31日至60日	5,110	13,262	-	-
61 to 90 days	61日至90日	3,518	6,668	-	-
91 to 180 days	91日至180日	6,542	8,875	-	-
Trade payables	應付貨款	139,936	185,280	-	-
Accruals and other payables	應計費用及其他應付款	106,406	99,803	10,928	9,512
		246,342	285,083	10,928	9,512

The carrying amounts of the Group's trade and other payables approximate their fair values.

本集團之應付貨款及其他應付款之賬面值與其公平值相若。

The carrying amounts of the Group's trade and other payables balances are denominated in the following currencies:

本集團之應付貨款及其他應付款結餘之賬面值按以下貨幣計值：

		Group 本集團		Company 本公司	
		2008 \$'000千元	2007 \$'000千元	2008 \$'000千元	2007 \$'000千元
Hong Kong dollars	港元	60,381	81,022	10,928	9,512
Renminbi	人民幣	174,119	186,605	-	-
US dollars	美元	10,469	15,257	-	-
Other currencies	其他貨幣	1,373	2,199	-	-
		246,342	285,083	10,928	9,512

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(expressed in Hong Kong dollars unless otherwise indicated)
(除另有說明外，以港幣計算)

18 Bank borrowings

18 銀行借款

		Group 本集團	
		2008 \$'000千元	2007 \$'000千元
Non-current	非流動		
– secured	– 有抵押	3,185	5,915
Current	流動		
– secured	– 有抵押	30,416	39,279
– unsecured	– 無抵押	–	4,000
		30,416	43,279
Total	總額	33,601	49,194

Total borrowings include secured borrowings of approximately HK\$33,601,000 (2007: HK\$45,194,000), which are secured by certain of the Group's property, plant and equipment (Note 6) and leasehold land and land use rights (Note 8).

總借款包括有抵押借款約33,601,000港元(二零零七年: 45,194,000港元)。銀行借款由若干本集團物業、廠房及設備(附註6)及租賃土地及土地使用權(附註8)為抵押。

At 31 March 2008, the Group's borrowings were repayable as follows:

於二零零八年三月三十一日，本集團之借款到期日如下：

		Group 本集團	
		2008 \$'000千元	2007 \$'000千元
Amounts repayable	款項須於以下期間內償還		
– within one year	– 一年內	30,416	43,279
– within one to two years	– 一年至二年內	2,730	2,730
– within two to five years	– 二年至五年內	455	3,185
		33,601	49,194

Bank borrowings bear interest rates ranging from approximately 2.75% to 7.47% (2007: 3.83% to 6.40%) per annum.

銀行借款按年利率約2.75厘至7.47厘(二零零七年: 3.83厘至6.40厘)計息。

(expressed in Hong Kong dollars unless otherwise indicated)
(除另有說明外，以港幣計算)

18 Bank borrowings (Continued)

The carrying amounts of both non-current and short-term borrowings approximate their fair values.

The carrying amounts of the borrowings are denominated in the following currencies:

		Group 本集團	
		2008 \$'000千元	2007 \$'000千元
Hong Kong dollars	港元	5,915	12,645
US dollars	美元	-	31,488
Renminbi	人民幣	27,686	5,061
		33,601	49,194

19 Deferred taxation

Deferred taxation is calculated in full on temporary differences under the liability method using a principal taxation rate of 17.5% (2007: 17.5%).

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The offset amount are as follows:

		Group 本集團	
		2008 \$'000千元	2007 \$'000千元
Deferred tax assets	遞延稅項資產	17	186
Deferred tax liabilities	遞延稅項負債	(1,135)	(1,021)
		(1,118)	(835)

18 銀行借款(續)

非流動借款及短期借款之賬面值與其公平值相若。

借款之賬面值用以下貨幣列賬：

19 遞延稅項

遞延稅項採用負債法就暫時差異按主要稅率17.5%(二零零七年：17.5%)計算。

遞延所得稅資產及負債在現行稅項資產與現行稅項負債有合法可強制執行權利互相抵銷及遞延所得稅與同一稅務機關有關時，方可互相抵銷。抵銷金額如下：

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(expressed in Hong Kong dollars unless otherwise indicated)
(除另有說明外，以港幣計算)

19 Deferred taxation (Continued)

The movements in the deferred taxation are as follows:

		Group 本集團	
		2008 \$'000千元	2007 \$'000千元
At 1 April	於四月一日	(835)	(1,253)
Deferred taxation (charged)/credited to income statement (Note 27)	於損益表中(支銷)/ 抵扣遞延稅項(附註27)	(283)	418
At 31 March	於三月三十一日	(1,118)	(835)

Deferred income tax assets are recognised for tax loss carry forwards to the extent that realisation of the related tax benefit through future taxable profits is probable. The Group has no unrecognised tax losses (2007: Nil).

The movements in deferred taxation (prior to offsetting of balances within the same taxation jurisdiction) during the year are as follows:

19 銀行借款(續)

遞延稅項之變動如下：

遞延稅項資產按累計稅項虧損計算列賬，並以可能變現將來應課稅溢利之金額為限。本集團並無未確認稅務虧損(二零零七年：零港元)。

年內遞延稅項(與同一徵稅地區之結餘抵銷前)之變動如下：

		Accelerated tax depreciation 加速稅項折舊		Fair value gain 公平值收益		Others 其他		Total 總計	
		2008 \$'000千元	2007 \$'000千元	2008 \$'000千元	2007 \$'000千元	2008 \$'000千元	2007 \$'000千元	2008 \$'000千元	2007 \$'000千元
At 1 April	於四月一日	(654)	(1,374)	(197)	(166)	16	287	(835)	(1,253)
(Charged)/credited to income statement	於損益表中 (支銷)/抵扣	(132)	720	(151)	(31)	-	(271)	(283)	418
At 31 March	於三月三十一日	(786)	(654)	(348)	(197)	16	16	(1,118)	(835)

(expressed in Hong Kong dollars unless otherwise indicated)
(除另有說明外，以港幣計算)

20 Share capital

20 股本

		2008		2007	
		Number of shares 股份數目 '000千股	Nominal value 賬面值 \$'000千元	Number of shares 股份數目 '000千股	Nominal value 賬面值 \$'000千元
Authorised:	法定：				
– ordinary shares of HK\$0.10 each	– 每股面值0.10港元 之普通股	2,000,000	200,000	2,000,000	200,000
Issued and fully paid:	已發行及繳足股本：				
– ordinary shares of HK\$0.10 each	– 每股面值0.10港元 之普通股				
Beginning of the year	年初	377,323	37,732	375,018	37,502
Exercise of share options during the year	年內行使購股權	3,866	387	2,305	230
End of the year	年末	381,189	38,119	377,323	37,732

21 Share options

The Company has a share option scheme (the “Old Scheme”) under which it could grant options to employees of the Group (including executive directors of the Company) to subscribe for shares in the Company, subject to a maximum of 10% of the nominal value of the issued share capital of the Company from time to time, excluding for this purpose shares issued on the exercise of options granted under the scheme. The subscription price was to be determined by the Company’s board of directors, and would not be less than the higher of the nominal value of the shares and 80% of the average of the closing price of the shares quoted on The Stock Exchange of Hong Kong Limited (“the Stock Exchange”) on the five trading days immediately preceding the date of offer of the options.

21 購股權

本公司設有購股權計劃(「舊計劃」)，據此，本公司可向本集團僱員(包括本公司執行董事)授出購股權以認購本公司股份，惟數目不得超過本公司不時已發行股本面值10%(惟未計根據該計劃授出購股權獲行使而已發行之股份)。認購價由本公司董事會釐訂，並不會低於股份之面值及授出購股權日期前五個交易日在香港聯合交易所有限公司(「聯交所」)所報之平均收市價之80%以兩者之較高者為準。

(expressed in Hong Kong dollars unless otherwise indicated)
(除另有說明外，以港幣計算)

21 Share options (Continued)

Following the amendment of the Rules Governing the Listing of Securities on the Stock Exchange, during the year ended 31 March 2003, the Company adopted a new share option scheme (the "New Scheme") to replace the Old Scheme. However, all options granted prior to the adoption of the New Scheme shall continue to be exercisable in accordance with the terms of the Old Scheme. Under the New Scheme, the Company may grant options to any eligible employee (whether full-time or part-time, including any executive director), any non-executive director, any shareholder, any supplier and any customer of the Company or any of its subsidiaries or any entity in which any member of the Group holds any equity interest, and any other party having contributed to the development of the Group to subscribe for shares in the Company, subject to a maximum of 30% of the nominal value of the issued share capital of the Company from time to time.

The subscription price will be determined by the Company's board of directors, and will not be less than the highest of:

- (a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of offer;
- (b) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of offer; and
- (c) the nominal value of the shares.

21 購股權(續)

聯交所證券上市規則修訂後，本公司於截至二零零三年三月三十一日止年度採納新購股權計劃(「新計劃」)以取代舊計劃，惟採納新計劃前授出之全部購股權可根據舊計劃之條款繼續行使。根據新計劃，本公司可向本公司或其任何附屬公司或本集團成員公司持有股權之公司之任何合資格僱員(全職或兼職，包括任何執行董事)、任何非執行董事、任何股東、任何供應商及任何客戶，及曾為本集團發展作出貢獻之任何其他人士授出購股權以認購本公司股份，惟所涉及股份不得超過本公司不時已發行股本面值之30%。

認購價由本公司董事會釐定，並不得低於以下各項之最高者：

- (a) 股份於要約當日在聯交所每日報價表所列之收市價；
- (b) 股份於緊接要約當日對上五個營業日在聯交所每日報價表所列之平均收市價；及
- (c) 股份面值。

(expressed in Hong Kong dollars unless otherwise indicated)
(除另有說明外，以港幣計算)

21 Share options (Continued)

Movements of share options during the year ended 31 March 2008 were:

21 購股權(續)

截至二零零八年三月三十一日止年度之購股權變動如下：

Date of grant	Exercise period (dd/mm/yyyy)	Subscription price	Beginning of the year	Granted during the year	Exercised during the year	Lapsed as a result of termination of employment 因離職而取消之購股權	End of the year
授出日期	行使期	認購價 HK\$港元	年初 '000千股	年內授出 '000千股	年內行使 '000千股	'000千股	年末 '000千股
Old Scheme			舊計劃				
02/05/2000	02/05/2000-01/05/2010	1.287	18,000	-	-	-	18,000
	02/05/2001-01/05/2010	1.287 (Note ii) (附註ii)	605	-	(480)	-	125
	02/05/2002-01/05/2010	1.287 (Note iii) (附註iii)	460	-	(460)	-	-
			19,065	-	(940)	-	18,125
New Scheme			新計劃				
02/06/2003	02/12/2003-01/06/2013	1.50 (Note i) (附註i)	248	-	(248)	-	-
	02/06/2004-01/06/2013	1.50 (Note ii) (附註ii)	248	-	(248)	-	-
			496	-	(496)	-	-
03/05/2004	03/05/2005-02/05/2014	1.00 (Note ii) (附註ii)	6,280	-	(830)	-	5,450
	03/05/2006-02/05/2014	1.00 (Note iii) (附註iii)	6,650	-	(1,200)	-	5,450
			12,930	-	(2,030)	-	10,900
31/05/2004	03/05/2005-02/05/2014	1.00 (Note ii) (附註ii)	200	-	(200)	-	-
	03/05/2006-02/05/2014	1.00 (Note iii) (附註iii)	200	-	(200)	-	-
			400	-	(400)	-	-
22/05/2007	22/05/2008-21/05/2017	1.98 (Note ii) (附註ii)	-	12,200	-	(300)	11,900
	22/05/2009-21/05/2017	1.98 (Note iii) (附註iii)	-	700	-	(300)	400
			-	12,900	-	(600)	12,300

Notes:

- (i) The options were subject to a vesting period of six months from the date of grant.
- (ii) The options were subject to a vesting period of one year from the date of grant.
- (iii) The options were subject to a vesting period of two years from the date of grant.
- (iv) For the year ended 31 March 2008, the weighted average closing price of the shares immediately before the dates on which the options were exercised was HK\$2.7.

附註：

- (i) 該等購股權須按授出日期起計之半年歸屬期行使。
- (ii) 該等購股權須按授出日期起計之一年歸屬期行使。
- (iii) 該等購股權須按授出日期起計之兩年歸屬期行使。
- (iv) 截至二零零八年三月三十一日止年度，股份於緊接購股權行使當日前之加權平均收市價為2.7港元。

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21 Share options (Continued)

- (v) The closing price of the shares of the Company as stated in the Stock Exchange's daily quotations sheet immediately before the dates on which the options were granted were as follows:

Date of grant 授出日期		Closing price per share immediately before the date of grant (HK\$) 緊接授出當日之前之每股收市價(港元)
2 May 2000	二零零零年五月二日	1.72
2 June 2003	二零零三年六月二日	1.49
3 May 2004	二零零四年五月三日	0.89
31 May 2004	二零零四年五月三十一日	0.99
22 May 2007	二零零七年五月二十二日	1.95

- (vi) At 31 March 2008, outstanding options of 29,025,000 were exercisable.

- (vii) Options exercised during the year were issued at the corresponding subscription price.

Options to subscribe for 12,900,000 shares were granted under the New Scheme during the year under review. According to the Binomial Model, the fair value of the options granted in the year measured as at the date of grant of 22 May 2007 was approximately HK\$0.58 and HK\$0.59 per share, respectively, taking into account various factors, variables and assumptions which include the following:

- (i) exercise multiple was applied to the historical information of the option holders, on average, would exercise their options when the stock price is 176% of the exercise price;
- (ii) the risk-free interest rate used was 4.88%, being the yields of the Hong Kong Monetary Authority Exchange Fund Notes quoted at the date of grant;
- (iii) the expected volatility was about 31.46%; and
- (iv) The expected annual dividend yield of HK8.0 cents per share.

The total expense recognised in the Group's income statement for the year in respect of the grant of the aforesaid 12,700,000 options is HK\$5,828,000.

21 購股權(續)

- (v) 本公司股份於緊接購股權授出當日前在聯交所每日報價表列出之收市價如下：

Closing price per share immediately before the date of grant (HK\$) 緊接授出當日之前之每股收市價(港元)

- (vi) 於二零零八年三月三十一日，29,025,000股之購股權可予行使。

- (vii) 年內已行使之購股權已按對應認購價發行。

於回顧年度，已按新計劃授出用作認購12,900,000股之購股權。根據二項式模式，年內授出購股權之公平值(按二零零七年五月二十二日授出日期計量)分別約為每股0.58港元及0.59港元，並已考慮以下因素、變數及假設：

- (i) 按以往購股權持有人的平均行使價資料，購股權預計將會於股價達到行使價之176%時行使；
- (ii) 用作計算之無風險利率為4.88厘，即於授出日期當日之香港金融管理局外匯基金債券所報息率；
- (iii) 預期股價波動率約為31.46%；及
- (iv) 預計每年股息收益率為每股8.0港仙。

年內，就授出上述12,700,000份購股權而確認於本集團損益表中之總支出為5,828,000港元。

(expressed in Hong Kong dollars unless otherwise indicated)
(除另有說明外，以港幣計算)

22 Other reserves

22 其他儲備

		Group 本集團							
		Share premium	Property revaluation reserve	Capital reserve (a)	Statutory reserve (b)	Investment reserve	Share option reserve	Exchange reserve	Total
		股份溢價	物業重估儲備	資本儲備 (a)	法定儲備 (b)	投資儲備	購股權儲備	匯兌儲備	總額
		\$'000千元	\$'000千元	\$'000千元	\$'000千元	\$'000千元	\$'000千元	\$'000千元	\$'000千元
At 1 April 2006	於二零零六年四月一日	56,187	2,108	1,594	-	(391)	4,716	3,633	67,847
Currency translation differences	匯兌差額	-	-	-	-	-	-	3,588	3,588
Changes in fair value of available-for-sale financial assets	可供出售財務資產後之公平值變動	-	-	-	-	241	-	-	241
Employee share option scheme:	僱員購股權計劃:								
- value of employee services	- 僱員服務之價值	-	-	-	-	-	177	-	177
- proceeds from shares issued upon exercise of share options	- 行使購股權而發行股份之所得款項	2,356	-	-	-	-	-	-	2,356
- exercise of share options	- 行使購股權	604	-	-	-	-	(604)	-	-
At 31 March 2007	於二零零七年三月三十一日	59,147	2,108	1,594	-	(150)	4,289	7,221	74,209
Appropriate of statutory reserve	法定儲備分派	-	-	-	6,999	-	-	-	6,999
Currency translation differences	匯兌差額	-	-	-	-	-	-	37,095	37,095
Release of reserve upon disposal of available-for-sale financial assets	出售可供出售財務資產後之儲備解除	-	-	-	-	150	-	-	150
Employee share option scheme:	僱員購股權計劃:								
- value of employee services	- 僱員服務之價值	-	-	-	-	-	5,884	-	5,884
- proceeds from shares issued upon exercise of share options	- 行使購股權而發行股份之所得款項	3,997	-	-	-	-	-	-	3,997
- exercise of share options	- 行使購股權	942	-	-	-	-	(942)	-	-
At 31 March 2008	於二零零八年三月三十一日	64,086	2,108	1,594	6,999	-	9,231	44,316	128,334

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22 Other reserves (Continued)

22 其他儲備(續)

		Company 本公司			
		Share premium 股份溢價 \$'000千元	Contributed surplus (c) 實繳盈餘(b) \$'000千元	Share option reserve 購股權儲備 \$'000千元	Total 總額 \$'000千元
At 1 April 2006	於二零零六年四月一日	56,187	138,800	4,716	199,703
Employee share option scheme:	僱員購股權計劃：				
- value of employee services	— 僱員服務之價值	-	-	177	177
- proceeds from shares issued upon exercise of share options	— 行使購股權而發行股份之所得款項	2,356	-	-	2,356
- exercise of share options	— 行使購股權	604	-	(604)	-
At 31 March 2007	於二零零七年三月三十一日	59,147	138,800	4,289	202,236
Employee share option scheme:	僱員購股權計劃：				
- value of employee services	— 僱員服務之價值	-	-	5,884	5,884
- proceeds from shares issued upon exercise of share options	— 行使購股權而發行股份之所得款項	3,997	-	-	3,997
- exercise of share options	— 行使購股權	942	-	(942)	-
At 31 March 2008	於二零零八年三月三十一日	64,086	138,800	9,231	212,117

Notes:

附註：

- (a) Capital reserve represents the difference between the nominal value of the ordinary shares issued by the Company and the aggregate amount of the share capital and share premium of subsidiaries acquired through an exchange of shares pursuant to the Group's reorganisation in March 2000.
- (a) 資本儲備指本公司所發行普通股之面值與根據二零零零年三月本集團重組進行換股而收購之附屬公司股本與股份溢價總和之差額。
- (b) Statutory reserves represent general reserve fund required to be set up pursuant to the laws of China for the Group's subsidiaries in Mainland China. The general reserve fund can only be used to make up losses incurred, increase registered capital or used for collective welfare of employees.
- (b) 法定儲備指須根據中國法律為本集團於中國內地之附屬公司設立的一般儲備基金。一般儲備基金僅可用作彌補虧損、增加註冊資本或用作僱員之集體福利。
- (c) Contributed surplus represents the difference between the nominal value of the ordinary shares issued by the Company and the net asset value of a subsidiary acquired through an exchange of shares pursuant to the Group's reorganisation in March 2000.
- (c) 實繳盈餘指本公司所發行普通股之面值與根據二零零零年三月本集團重組進行換股而收購之附屬公司資產淨值之差額。

(expressed in Hong Kong dollars unless otherwise indicated)
(除另有說明外，以港幣計算)

23 Revenue

The Group is principally engaged in the design, manufacture, marketing and trading of electro-acoustic products, accessories and other electronic products and property holding. Revenue recognised during the year is as follows:

		2008 \$'000千元	2007 \$'000千元
Sales of merchandise	貨品銷售	1,608,339	1,673,771
Rental income	租金收入	469	434
Management fees (Note 36 (a))	管理費 (附註36(a))	120	120
Handling income	處理收入	7,557	4,077
		1,616,485	1,678,402

23 收入

本集團主要業務為設計、製造、推廣及銷售電聲產品、配件及其他電子產品及持有物業。年內確認之收入如下：

24 Other (losses)/gains – net

		2008 \$'000千元	2007 \$'000千元
Fair value losses on derivative financial instruments	衍生金融工具 公平值虧損	(3,416)	(1,550)
Fair value gains on investment properties	投資物業之公平值 收益	860	180
Fair value (losses)/gains on financial assets at fair value through profit or loss	按公平值 計入損益的財務 資產之公平值 (虧損) / 收益	(1,482)	394
Net gains on disposal of property, plant and equipment	出售物業、廠房及設備 之收益淨額	206	233
Net losses on disposal of available-for-sale financial asset	出售可供出售財務資產 之虧損淨額	(149)	(3)
Net gains on disposal of financial assets at fair value through profit or loss	出售按公平值計入 損益的財務資產 之收益淨額	206	48
Net foreign exchange (losses)/gains	匯兌 (虧損) / 盈利淨額	(17,571)	2,660
		(21,346)	1,962

24 其他(虧損)/收益 – 淨額

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(除另有說明外，以港幣計算)

25 Operating profit

Operating profit is stated after charging the following:

25 經營溢利

經營溢利已扣除下列各項：

		2008	2007
		\$'000千元	\$'000千元
Auditor's remuneration	核數師酬金	1,260	1,200
Amortisation of leasehold land	租賃土地之攤銷	562	725
Cost of inventories	存貨成本	910,978	960,803
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	45,569	39,981
Provision for impairment of trade receivables	應收貨款減值撥備	1,179	2,656
Operating lease rental of premises	物業之經營租約租金	7,013	6,989
Staff costs (including directors' emoluments) (Note 31)	員工費用 (包括董事酬金) (附註31)	267,705	250,302

26 Finance income and costs

26 融資收入及成本

		2008	2007
		\$'000千元	\$'000千元
Interest income from	來自以下之利息收入：		
– available-for-sale financial assets	– 可供出售財務資產	26	180
– bank deposits	– 銀行存款	7,921	2,953
– financial assets at fair value through profit or loss	– 按公平值計入損益的財務資產	746	–
Finance income – Interest income	融資收入 – 利息收入	8,693	3,133
Finance costs	融資成本	(3,050)	(5,975)
Net finance income/(costs)	融資收入/(成本)淨額	5,643	(2,842)

(expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，以港幣計算)

27 Income tax expenses

The Company is exempted from taxation in Bermuda until March 2016.

Hong Kong profits tax has been provided at the rate of 17.5% (2007: 17.5%) on the estimated assessable profit arising in or derived from Hong Kong for the year. Taxation on overseas profits has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.

The Group's sino-foreign equity joint venture and wholly foreign owned enterprises established in Mainland China are qualified as production enterprises established and operated in Mainland China. They are exempted from corporate income tax for two years starting from the first year of profitable operations after offsetting prior years' losses, followed by a 50% reduction in enterprise income tax for the next three years under the old Foreign Enterprise Income Tax Law.

With the effective of the New Corporate Income Tax Law ("CIT Law") from 1 January 2008, the Group's sino-foreign equity joint venture and wholly foreign owned enterprises, being recognised as "old foreign investment enterprises" established prior to 16 March 2007, are able to continue utilising their unexpired tax holidays, if any, under the 5-year grandfathering treatment. The general applicable Mainland China corporate income tax rate under the New CIT Law is 25%.

Accordingly, Fujikon Acoustics (Suzhou) Limited, Charter Media (Dongguan) Company Limited, and Full-Sound (Dongguan) Electrical Products Limited, with their tax holidays expired, are subject to corporate income tax at a rate of 25% in the year 2008. Profits (Dongguan) Electric Products Company Limited, Ningbo Fusion Electrical Material Company Limited and Dongguan Full Rich Precision Metal Product Limited, which have unexpired tax holidays, are subject to corporate income tax at a rate of 12.5%.

27 所得稅開支

本公司免繳百慕達稅項，直至二零一六年三月為止。

香港利得稅撥備已按照年內於香港產生或源自香港之估計應課稅溢利以17.5%（二零零七年：17.5%）稅率計算。海外溢利之稅項則以年內估計應課稅溢利按本集團經營業務之國家當時之稅率計算。

本集團於中國國內成立之中外合資經營企業及外商獨資企業均符合在中國國內成立及運作之生產企業之資格。然而，根據舊海外企業所得稅法，所有該等企業均獲得與以往年度虧損結存抵銷後首個經營獲利年度起兩年豁免企業所得稅，在其後三年，則獲得企業所得稅50%扣減。

鑒於新企業所得稅法於二零零八年一月一日起生效，中國之中外合資經營企業及外商獨資企業由於被確認為於二零零七年三月十六日前成立之「舊外資企業」，故得以於五年過渡性政策內，繼續享有彼等尚未屆滿之稅項寬免期（如有）。根據新企業所得稅法，於中國內地一般適用之企業所得稅率為25%。

因此，於二零零八年，由於富士高電聲（蘇州）有限公司、中名（東莞）電子有限公司及富聲（東莞）電器配件有限公司之稅項寬免期已屆滿，故彼等須按稅率25%繳納企業所得稅率。盈富（東莞）電器製品有限公司、寧波富舜電業材料有限公司及東莞富饒精密五金製品有限公司之免稅期尚未屆滿，彼等須按稅率12.5%繳納企業所得稅率。

Notes to the Financial Statements

財務報表附註

(expressed in Hong Kong dollars unless otherwise indicated)
(除另有說明外，以港幣計算)

27 Income tax expenses (Continued)

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

		2008 \$'000千元	2007 \$'000千元
Current taxation	當期稅項		
– Hong Kong profits tax	– 香港利得稅	19,668	24,109
– Mainland China enterprise income tax	– 中國國內企業所得稅	7,496	9,959
– Over-provision in prior years	– 往年度撥備過剩	(2,854)	(30)
		24,310	34,038
Deferred taxation	遞延稅項		
– Hong Kong profits tax	– 香港利得稅	283	(326)
– Over-provision in prior years	– 往年度撥備過剩	–	(92)
		24,593	33,620

27 所得稅開支(續)

從綜合損益表內扣除的稅項金額包括：

The taxation on the Group's profit before income tax differs from the theoretical amount that would arise using the taxation rate of the home country of the Company as follows:

本集團從除稅前溢利扣除之所得稅與據本公司所屬國家之稅率計算之理論金額之差別如下：

		2008 \$'000千元	2007 \$'000千元
Profit before income tax	所得稅前溢利	175,886	208,972
Calculated at a taxation rate of 17.5% (2007: 17.5%)	按稅率17.5% (二零零七年：17.5%) 計算	30,780	36,570
Effect of different taxation rates in other countries	於其他國家不同稅率之影響	(3,347)	64
Income not subject to taxation	毋須繳稅之收入	(1,793)	(8,216)
Expenses not deductible for taxation purpose	不可就課稅而扣除之開支	3,053	4,530
Utilisation of previously unrecognised tax losses	動用先前未確認之稅項虧損	283	–
Over-provision in prior years	往年度撥備過剩	(2,854)	(122)
Others	其他	(1,529)	794
Income tax expenses	所得稅開支	24,593	33,620

Under the New CIT Law, corporate withholding income tax will be levied on the foreign investors for dividend which arise from profit of foreign investment enterprises earned after 1 January 2008, at tax rates ranging from 5% to 10%. This change does not impact the Group's financial statements for the year ended 31 March 2008.

根據新企業所得稅法，國外投資者於外資企業在二零零八年一月一日以後賺取之溢利產生之股息將須按介乎5%至10%之稅率範圍徵收預扣企業所得稅。此變動並無對本集團截至二零零八年三月三十一日之財務報表構成影響。

(expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，以港幣計算)

28 Profit attributable to equity holders of the Company

The profit attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of approximately HK\$54,354,000 (2007: HK\$51,613,000).

29 Earnings per share**Basic**

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

	2008	2007
Profit attributable to equity holders of the Company (HK\$'000) 本公司股權持有人應佔溢利 (千港元)	138,226	159,487
Weighted average number of ordinary shares in issue ('000) 已發行普通股之加權平均數 (千股)	380,594	376,234
Basic earnings per share (HK cents) 每股基本盈利 (港仙)	36.3	42.4

Diluted

Diluted earnings per share is calculated adjusting the weighted average number of ordinary shares outstanding assuming conversion of all dilutive potential ordinary shares. The Company has one category of dilutive potential ordinary shares: share options. For the share options, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average annual market price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options. The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

28 本公司股權持有人應佔溢利

約54,354,000港元(二零零七年: 51,613,000港元)之本公司股權持有人應佔溢利已計入本公司財務報表。

29 每股盈利**基本**

每股基本盈利乃以本公司股權持有人應佔溢利除以年內已發行普通股之加權平均數計算。

攤薄

每股攤薄盈利乃根據假設所有潛在攤薄普通股已轉換而發行之普通股經調整加權平均數計算。本公司有一種潛在攤薄普通股，即購股權。就購股權而言，乃根據尚未行使購股權所附認購權之貨幣價值釐定可按公平值收購之股份數目(以本公司股份平均每年市價釐定)而作出計算。上文計算之股份數目與假設購股權獲行使後發行之股份數目相若。

Notes to the Financial Statements

財務報表附註

(expressed in Hong Kong dollars unless otherwise indicated)

(除另有說明外，以港幣計算)

29 Earnings per share (Continued)

29 每股盈利(續)

		2008	2007
Profit attributable to equity holders of the Company (HK\$'000)	本公司股權持有人應佔溢利(千港元)	138,226	159,487
Weighted average number of ordinary shares in issue ('000)	已發行普通股之加權平均數(千股)	380,594	376,234
Adjustment for potential dilutive effect in respect of outstanding share options ('000)	就尚未行使的購股權之潛在攤薄影響作出之調整(千股)	21,898	12,466
Weighted average number of ordinary shares used in calculating diluted earnings per share ('000)	計算每股攤薄盈利時採用之普通股加權平均數(千股)	402,492	388,700
Diluted earnings per share (HK cents)	每股攤薄盈利(港仙)	34.3	41.0

30 Dividends

30 股息

		2008 \$'000千元	2007 \$'000千元
Interim dividend of HK3.0 cents (2007: HK3.0 cents) per ordinary share	中期股息每股普通股3.0港仙 (二零零七年: 3.0港仙)	11,435	11,292
Final dividend of HK5.0 cents (2007: HK5.0 cents) per ordinary share	末期股息每股普通股5.0港仙 (二零零七年: 5.0港仙)	19,959	18,956
Special interim dividend of HK2.0 cents (2007: Nil) per ordinary share	特別中期股息每股普通股2.0港仙 (二零零七年: 零港仙)	7,624	-
Special final dividend of HK5.0 cents (2007: HK4.0 cents) per ordinary share	特別末期股息每股普通股5.0港仙 (二零零七年: 4.0港仙)	19,959	15,165
		58,977	45,413

(expressed in Hong Kong dollars unless otherwise indicated)
(除另有說明外，以港幣計算)

30 Dividends (Continued)

At a meeting held on 3 July 2008, the directors proposed a final dividend of HK5.0 cents and a special final dividend of HK5.0 cents per ordinary share. The proposed dividends are not reflected as a dividend payable in these financial statements.

30 股息(續)

於二零零八年七月三日舉行之會議上，董事建議派付末期股息每股普通股5.0港仙及特別末期股息每股普通股5.0港仙。擬派股息不會在該等財務報表中列作應付股息。

31 Employee benefit expense**31 僱員福利支出**

		2008	2007
		\$'000千元	\$'000千元
Wages and salaries	工資及薪金	234,361	225,371
Unutilised annual leave	未動用年假	306	367
Other staff benefits	其他員工福利	17,824	14,871
Pension costs – defined contribution plans (Note 34)	退休金支出 – 定額供款計劃 (附註34)	9,330	9,516
Value of share options granted to directors and employees (Note 21)	授予董事及僱員之購股權價值 (附註21)	5,884	177
		267,705	250,302

Notes to the Financial Statements

財務報表附註

(expressed in Hong Kong dollars unless otherwise indicated)
(除另有說明外，以港幣計算)

31 Employee benefit expense (Continued)

31 僱員福利支出(續)

(a) Directors' and senior management emoluments

(a) 董事及高級管理層酬金

Name of Director 董事姓名	Fees 袍金 \$'000千元	Salary 薪金 \$'000千元	Discretionary bonuses 酌情花紅 \$'000千元	Pension costs and share options 退休金支出 及購股權 \$'000千元	Total 總額 \$'000千元

For the year ended 31 March 2008 截至二零零八年三月三十一日止年度

Executive Directors 執行董事						
Yeung Chi Hung, Johnny 楊志雄	200	1,477	2,200	1,872	5,749	
Yuen Yee Sai, Simon 源而細	200	1,435	2,200	1,864	5,699	
Chow Man Yan, Michael 周文仁	200	1,435	2,200	1,872	5,707	
Yuen Chi King, Wyman 源子敬	150	811	1,457	221	2,639	
Yeung Siu Chung, Ben (Note i) 楊少聰 (附註i)	100	547	971	14	1,632	
Chow Lai Fung (Note i) 周麗鳳 (附註i)	100	570	971	14	1,655	
Ng Kwong Hing (Note ii) 吳廣興 (附註ii)	-	6	-	2	8	
Independent Non-Executive Directors 獨立非執行董事						
Chang Chu Cheng 張樹成	200	-	-	-	200	
Che Wai Hang, Allen 車偉恒	200	-	-	-	200	
Lee Yiu Pun 李耀斌	150	-	-	-	150	

For the year ended 31 March 2007 截至二零零七年三月三十一日止年度

Executive Directors 執行董事						
Yeung Chi Hung, Johnny 楊志雄	200	1,164	1,875	47	3,286	
Yuen Yee Sai, Simon 源而細	200	1,128	1,875	47	3,250	
Chow Man Yan, Michael 周文仁	200	1,128	1,875	47	3,250	
Yuen Chi King, Wyman 源子敬	92	436	797	11	1,336	
Ng Kwong Hing (Note ii) 吳廣興 (附註ii)	200	794	1,407	28	2,429	
Independent Non-Executive Directors 獨立非執行董事						
Chang Chu Cheng 張樹成	200	-	-	-	200	
Che Wai Hang, Allen 車偉恒	200	-	-	-	200	
Lee Yiu Pun 李耀斌	100	-	-	-	100	

Note i: Appointed on 1 August 2007

Note ii: Resigned on 4 April 2007

附註i: 於二零零七年八月一日獲委任

附註ii: 於二零零七年四月四日辭任

(expressed in Hong Kong dollars unless otherwise indicated)
(除另有說明外，以港幣計算)

31 Employee benefit expense (Continued)

(b) Five highest paid individuals

The five individuals are directors whose emoluments were the highest in the Group for the year (2007: included 4 directors) whose emoluments are reflected in the analysis presented above.

The emoluments payable to the remaining individual for 2007 are as follows:

31 僱員福利支出(續)

(b) 五名最高薪人士

年內本集團最高薪五名人士為(二零零七年：包括4名董事)董事，彼等之酬金已於上表呈列之分析反映。

於二零零七年應付餘下人士之酬金如下：

		2007 \$'000千元
Salary	薪金	875
Discretionary bonus	酌情花紅	673
Housing allowances, share option, other allowances and benefits-in-kind	房屋津貼、購股權、 其他津貼 及實物福利	23
		1,571

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32 Notes to the consolidated cash flow statement

32 綜合現金流量表附註

(a) Reconciliation of profit before income tax to net cash inflow generated from operations:

(a) 除稅前溢利與經營活動之現金流入淨額之對賬：

		2008 \$'000千元	2007 \$'000千元
Profit for the year	年度溢利	151,293	175,352
Adjustments for:	就以下事項作出調整：		
- Income tax expenses	- 所得稅支出	24,593	33,620
- Interest income	- 利息收入	(8,693)	(3,133)
- Interest expense	- 利息開支	3,050	5,975
- Depreciation (Note 6)	- 折舊(附註6)	45,569	39,981
- Amortisation of prepaid operating lease payment (Note 8)	- 攤銷預付經營租賃付款(附註8)	562	725
- Fair value gains on investment properties	- 投資物業公平值收益	(860)	(180)
- Fair value losses/(gains) on financial assets at fair value through profit or loss	- 按公平值計入損益的財務資產公平值虧損/(收益)	1,482	(394)
- Fair value losses from derivative financial instruments	- 衍生金融工具公平值虧損	3,416	1,550
- Provision for impairment of available-for-sale financial assets	- 可供出售財務資產減值撥備	-	390
- Net gains on disposal of property, plant and equipment	- 出售物業、廠房及設備之收益淨額	(206)	(233)
- Net losses on disposal of available-for-sale financial assets	- 出售可供出售財務資產虧損淨額	149	3
- Net gains on disposal of other financial assets at fair value through profit or loss	- 出售按公平值計入損益的其他財務資產之收益淨額	(206)	(48)
- Share option expenses	- 購股權開支	5,884	177
		226,033	253,785
Changes in working capital:	營運資金改變：		
- Inventories	- 存貨	57,367	(9,806)
- Trade receivables	- 應收貨款	62,356	(52,487)
- Other receivables	- 其他應收款項	5,014	(10,191)
- Trade payables	- 應付貨款	(45,344)	(7,885)
- Accruals and other payables	- 應計及其他應付款項	6,603	31,963
Cash generated from operations	經營活動產生之現金	312,029	205,379

(expressed in Hong Kong dollars unless otherwise indicated)
(除另有說明外，以港幣計算)

32 Notes to the consolidated cash flow statement (Continued)

32 綜合現金流量表附註(續)

(b) Analysis of changes in financing during the year:

(b) 年內融資變動分析：

		Share capital and share premium 股本及股份溢價		Bank loans 銀行貸款	
		2008 \$'000千元	2007 \$'000千元	2008 \$'000千元	2007 \$'000千元
At 1 April	於四月一日	96,879	93,689	49,194	61,298
Issue of shares upon exercise of share options	因行使購股權而發行股份	4,384	2,586	-	-
New bank loans	新造銀行貸款	-	-	26,096	260,612
Repayment of bank loans	償還銀行貸款	-	-	(44,423)	(274,299)
Exchange differences	匯兌差額	-	-	2,734	1,583
Employee share option scheme: - value of employee services	僱員購股權計劃： - 僱員服務之價值	942	604	-	-
At 31 March	於三月三十一日	102,205	96,879	33,601	49,194

33 Commitments

33 承擔

(a) Capital commitments

(a) 資本承擔

The Group had the following authorised and contracted capital commitments:

本集團之已授權及已訂約資本承擔如下：

		2008 \$'000千元	2007 \$'000千元
Acquisition of machinery and equipment	購買機械及器材	1,061	4,146
Construction of factory premises	建造廠房物業	-	236
		1,061	4,382

Notes to the Financial Statements

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(除另有說明外，以港幣計算)

33 Commitments (Continued)

(b) Commitments under operating leases

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

		2008 \$'000千元	2007 \$'000千元
Not later than one year	未逾一年	3,391	5,574
Later than one year and not later than five years	超過一年 但不超過五年	2,792	4,373
		6,183	9,947

34 Pension obligations

The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme ("the MPF Scheme"), a defined contribution scheme managed by an independent trustee. The assets of the fund are held separately from those of the Group and are managed by independent professional fund managers. Under the MPF Scheme, each of the Group and its employees make monthly contributions to the scheme at 5% of the employees' earnings as defined under the Mandatory Provident Fund legislation. Both the employer's and the employees' contributions are subject to a cap of HK\$1,000 per month and thereafter contributions are voluntary.

During the year ended 31 March 2008, the aggregate amount of the Group's employer contributions to the MPF Scheme was approximately HK\$1,389,000 (2007: HK\$1,551,000).

As stipulated by the rules and regulations in Mainland China, the Group contributes to state-sponsored retirement plans for its employees in Mainland China. The employees contribute up to 22% of their basic salaries, while the Group contributes to retirement plans approximately 10% to 22% of the basic salaries of its employees in Mainland China, and has no further obligations for the actual payment of pensions or post-retirement benefits. The state-sponsored retirement plans are responsible for the entire pension obligations payable to retired employees. During the year, approximately HK\$7,941,000 (2007: HK\$7,965,000) was paid/payable by Mainland China subsidiaries with respect to such retirement plans.

33 承擔(續)

(b) 經營租約承擔

本集團根據多項不可解除之經營租約於未來應付最低租金總額如下：

34 退休金責任

本集團安排香港僱員參與由一名獨立信託人管理之定額供款強制性公積金計劃(「強積金計劃」)。基金之資產與本集團其他資產分開持有，並由獨立專業基金經理管理。根據強積金計劃，本集團及其所有僱員須以強積金法例所定義之僱員薪金5%每月作出供款。僱主及僱員供款之上限均為每月1,000港元，亦可自願額外供款。

截至二零零八年三月三十一日止年度，本集團對強積金計劃作出之僱主供款合共約1,389,000港元(二零零七年：1,551,000港元)。

根據中國國內法律及法規規定，本集團為其中國國內僱員而設國家資助之退休計劃作出供款。僱員須就其基本薪金最多22%作出供款，而本集團則須向退休計劃作出其中國僱員基本薪金約10%至22%之供款，而對其後任何實際退休金支出或退休福利則毋須作出任何承擔。退休僱員之所有退休金支出概由國家資助之退休計劃承擔。年內，中國國內之附屬公司根據該退休計劃共付／應付約7,941,000港元(二零零七年：7,965,000港元)。

(expressed in Hong Kong dollars unless otherwise indicated)
(除另有說明外，以港幣計算)

35 Financial guarantee

At 31 March 2008, the Company had provided guarantees in respect of banking facilities of its subsidiaries amounting to approximately HK\$435,181,000 (2007: HK\$260,660,000). The facilities utilised by the subsidiaries at 31 March 2008 amounted to HK\$33,601,000 (2007: HK\$56,299,000).

36 Related party transactions

The ultimate parent of the Group is Acoustic Touch Limited (incorporated in the British Virgin Islands).

(a) The following significant transactions were carried out with related parties:

35 財務擔保

於二零零八年三月三十一日，本公司為其附屬公司銀行之融資作出擔保，金額約435,181,000港元(二零零七年：260,660,000港元)。附屬公司於二零零八年三月三十一日已動用之融資為33,601,000港元(二零零七年：56,299,000港元)。

36 關連人士交易

Acoustic Touch Limited (於英屬處女群島註冊成立)為本集團之最終母公司。

(a) 本集團與關連人士之重大交易如下：

Name of related party/ nature of transaction	關連人士之名稱/ 交易性質	2008 \$'000千元	2007 \$'000千元
The Bright Printing Press and Paper Products Limited (i)	光明柯式印務紙品廠有限公司(i)		
– Purchases of merchandise from the Group	– 向本集團購買貨品	14,292	14,452
– Sales of merchandise to the Group	– 向本集團銷售貨品	4,004	7,319
– Motor vehicle expenses paid by the Group	– 本集團已付之汽車開支	60	190
– Rental expense paid/payable to the Group	– 本集團已/須付之租金	38	38
First Success Technology Limited (ii)	世嘉科技有限公司(ii)		
– Rental expense paid/payable by the Group	– 本集團已/須付租金	619	512
– Management fees earned by the Group	– 本集團賺取之管理費用	120	120

Notes to the Financial Statements

財務報表附註

(expressed in Hong Kong dollars unless otherwise indicated)
(除另有說明外，以港幣計算)

36 Related party transactions (Continued)

- (a) The following significant transactions were carried out with related parties: (Continued)

Notes

- (i) The Bright Printing Press and Paper Products Limited is 3% owned by an unrelated party. The remaining 97% is beneficially owned by Mr. Yeung Chi Hung, Johnny, Mr. Yuen Yee Sai, Simon and Mr. Chow Man Yan, Michael, directors of the Company.
- (ii) First Success Technology Limited is beneficially owned by Mr. Yeung Chi Hung, Johnny, Mr. Yuen Yee Sai, Simon and Mr. Chow Man Yan, Michael, directors of the Company.

In the opinion of the Company's directors, the above related party transactions were conducted in the usual course of business of the Group and in accordance with terms mutually agreed by the respective parties.

(b) Key management compensation

Key management personnel are the Company's executive directors. Details of compensation of key management personnel are disclosed in Note 31 to the financial statements.

- (c) At 31 March 2008, certain minority shareholders of subsidiaries had provided their pro-rated share of guarantees of approximately HK\$2,898,000 (2007: HK\$12,904,000) to certain banks to secure the banking facilities of those subsidiaries of the Group.

36 關連人士交易(續)

- (a) 本集團與關連人士之重大交易如下:(續)

附註:

- (i) 光明柯式印務紙品廠有限公司由無關連人士擁有3%股權，其餘97%股權由本公司董事楊志雄先生、源而細先生及周文仁先生實益擁有。
- (ii) 世嘉科技有限公司由本公司董事楊志雄先生、源而細先生及周文仁先生實益擁有。

本公司董事認為，上述關連人士交易乃於本集團一般業務中進行，並按雙方協定之條款進行。

(b) 主要管理層薪酬

主要管理人員為本公司執行董事。主要管理人員之薪酬詳見財務報表附註31。

- (c) 於二零零八年三月三十一日，附屬公司若干少數股東已向若干銀行提供彼等之按比例攤分股份擔保約2,898,000港元(二零零七年: 12,904,000港元)，以抵押本集團該等附屬公司之銀行融資。

Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Yeung Chi Hung, Johnny (*Chairman*)
Mr. Yuen Yee Sai, Simon (*Joint Deputy Chairman*)
Mr. Chow Man Yan, Michael (*Joint Deputy Chairman*)
Mr. Ng Kwong Hing (resigned on 4 April 2007)
Mr. Yuen Chi King, Wyman
Mr. Yeung Siu Chung, Ben (appointed on 1 August 2007)
Ms. Chow Lai Fung (appointed on 1 August 2007)

Independent Non-executive Directors

Dr. Chang Chu Cheng
Mr. Che Wai Hang, Allen
Mr. Lee Yiu Pun

AUDIT COMMITTEE

Mr. Lee Yiu Pun (*Chairman*)
Dr. Chang Chu Cheng
Mr. Che Wai Hang, Allen

REMUNERATION COMMITTEE

Mr. Che Wai Hang, Allen (*Chairman*)
Dr. Chang Chu Cheng
Mr. Lee Yiu Pun
Mr. Ng Kwong Hing (resigned on 4 April 2007)
Mr. Yuen Chi King, Wyman (appointed on 17 October 2007)

COMPANY SECRETARY

Ms. Chow Lai Fung

QUALIFIED ACCOUNTANT

Ms. Chow Lai Fung

REGISTERED OFFICE

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

董事會

執行董事

楊志雄先生(主席)
源而細先生(聯席副主席)
周文仁先生(聯席副主席)
吳廣興先生(於二零零七年四月四日辭任)
源子敬先生
楊少聰先生(於二零零七年八月一日獲委任)
周麗鳳小姐(於二零零七年八月一日獲委任)

獨立非執行董事

張樹成博士
車偉恒先生
李耀斌先生

審核委員會

李耀斌先生(主席)
張樹成博士
車偉恒先生

薪酬委員會

車偉恒先生(主席)
張樹成博士
李耀斌先生
吳廣興先生(於二零零七年四月四日辭任)
源子敬先生(於二零零七年十月十七日獲委任)

公司秘書

周麗鳳小姐

合資格會計師

周麗鳳小姐

註冊辦事處

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

Corporate Information

公司資料

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

16th Floor, Tower I
Grand Central Plaza
138 Shatin Rural Committee Road
Shatin, New Territories, Hong Kong

BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Appleby Management (Bermuda) Ltd.
Argyle House
41A Cedar Avenue
Hamilton HM 12
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Hong Kong Registrars Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

AUDITOR

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

SOLICITORS

Chiu & Partners
41st Floor, Jardine House
1 Connaught Place
Hong Kong

PRINCIPAL BANKERS

Standard Chartered Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited
Hang Seng Bank Limited

PUBLIC RELATIONS CONSULTANT

Strategic Financial Relations Limited
Unit A, 29/F., Admiralty Centre I
18 Harcourt Road, Hong Kong

總辦事處及主要營業地點

香港新界
沙田鄉事會路138號
新城市中央廣場
第1座16樓

百慕達主要股份過戶登記處

Appleby Management (Bermuda) Ltd.
Argyle House
41A Cedar Avenue
Hamilton HM 12
Bermuda

香港股份過戶登記分處

香港證券登記有限公司
香港灣仔皇后大道東183號
合和中心17樓1712-1716號舖

核數師

羅兵咸永道會計師事務所
香港執業會計師
香港中環
太子大廈22樓

律師

趙不渝 馬國強律師事務所
香港康樂廣場1號
怡和大廈41樓

主要往來銀行

渣打銀行(香港)有限公司
香港上海滙豐銀行有限公司
恆生銀行有限公司

公共關係顧問

縱橫財經公關顧問有限公司
香港金鐘夏慤道18號
海富中心第一期29樓A室

抱負

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使命

通過質量^①、技術^②不斷進步；
提升員工、客戶、供應商及投資者滿意度，
讓集團可持續發展。

信念

團結協作，集思廣益，力求達到目標；
堅守承諾，互惠互利，尋求穩健發展；
勇於創新，不斷進步，共享卓越成果；
取之社會，回饋社會，履行社會責任。

註釋 ① 質量—產品、服務及管理

註釋 ② 技術—開發及生產

A SOUND COMPANY



Fujikon

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