

2008 ANNUAL REPORT



ASIA COMMERCIAL HOLDINGS LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code: 104)

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CORPORATE INFORMATION

公司資料

DIRECTORS

Executive Directors

Eav Yin (alias Duong Khai Nhon) (*Chairman*)
Eav Ming Keong, Kinson
Au Shiu Leung, Alex

Independent Non-executive Directors

Lai Si Ming
Wong Wing Yue, Rosaline
Lee Tat Cheung, Vincent

AUDIT COMMITTEE

Lai Si Ming (*Committee Chairman*)
Wong Wing Yue, Rosaline
Lee Tat Cheung, Vincent

REMUNERATION COMMITTEE

Eav Yin (alias Duong Khai Nhon) (*Committee Chairman*)
Lai Si Ming
Wong Wing Yue, Rosaline
Lee Tat Cheung, Vincent

QUALIFIED ACCOUNTANT

Au Shiu Leung, Alex

AUTHORISED REPRESENTATIVES

Eav Ming Keong, Kinson
Au Shiu Leung, Alex

COMPANY SECRETARY

Au Shiu Leung, Alex

AUDITOR

CCIF CPA Limited
Certified Public Accountants
20th Floor, Sunning Plaza
10 Hysan Avenue
Causeway Bay
Hong Kong

董事會

執行董事

楊仁 (別名楊啟仁) (*主席*)
楊明強
區肇良

獨立非執行董事

賴思明
王穎好
李達祥

審核委員會

賴思明 (*委員會主席*)
王穎好
李達祥

薪酬委員會

楊仁 (別名楊啟仁) (*委員會主席*)
賴思明
王穎好
李達祥

合資格會計師

區肇良

授權代表

楊明強
區肇良

公司秘書

區肇良

核數師

陳葉馮會計師事務所有限公司
執業會計師
香港
銅鑼灣
希慎道10號
新寧大廈20樓

REGISTRARS

Butterfield Fund Services (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke
Bermuda

BRANCH REGISTRARS

Tricor Secretaries Limited
26th Floor, Tesbury Centre
28 Queen's Road East, Wanchai
Hong Kong

REGISTERED OFFICE

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

19th Floor
9 Des Voeux Road West
Hong Kong

BANKERS

Bank of America, N.A.
Hang Seng Bank Limited
Bank of Communications

COMPANY'S WEBSITE

www.asiacommercialholdings.com

STOCK CODE

Stock Exchange of Hong Kong: 104

股份過戶及登記處

Butterfield Fund Services (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke
Bermuda

股份過戶及登記分處

卓佳秘書商業服務有限公司
香港
灣仔皇后大道東28號
金鐘匯中心26樓

註冊辦事處

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

香港主要營業地點

香港
德輔道西9號
19樓

銀行

美國銀行
恒生銀行
交通銀行

公司網址

www.asiacommercialholdings.com

股份代號

香港聯合交易所：104



PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高層管理人員簡介

BOARD OF DIRECTORS

Executive Directors

Mr. Eav Yin (alias Duong Khai Nhon), aged 68, is the founder of the Group and a member of Chaozhou Committee of Guangdong Province of the Chinese People's Political Consultative Conference (廣東省潮州市政協委員). Mr. Eav is a Cambodian Chinese and prior to his establishing of a Hong Kong company in 1968 as an importing agent for watch distribution business in Cambodia, had extensive experience of distributing watches in Cambodia and Vietnam.

Mr. Eav Ming Keong, Kinson, aged 33, holds a Bachelor of Arts degree in Interior Design and Technology and a Master of Arts degree in Art, Design and Visual Culture from the London Guildhall University. After graduation, Mr. Kinson Eav has practiced in an architecture firm in London for 2 years. Mr. Kinson Eav is a son of Mr. Eav Yin.

Mr. Au Shiu Leung, Alex, aged 43, has held positions as chief financial officer and financial controller of certain Hong Kong listed companies. He was previously employed by the Company from 1995 to 1997 and was the company secretary from 1996 to 1997. Mr. Au is a member of The Institute of Chartered Accountants in England and Wales and an associate of The Hong Kong Institute of Certified Public Accountants. He holds a Bachelor of Commerce (Accounting) degree with honours from the University of Birmingham.

Independent Non-executive Directors

Mr. Lai Si Ming, aged 50, is a fellow member of the Hong Kong Institute of Surveyors and an associate member of the Royal Institution of Chartered Surveyors. Mr. Lai was elected as the Vice Chairman, General Practice Division of the Hong Kong Institute of Surveyors during the years from 2001 to 2003. Mr. Lai has been practicing as a professional surveyor since 1983 and has considerable experience in the property field. Mr. Lai holds a Master Degree of Business Administration from Chinese University of Hong Kong.

Ms. Wong Wing Yue, Rosaline, aged 38, graduated with LLB (Hons) at King's College, London University, UK in 1992, and was admitted to both the UK Bar (Middle Temple, UK) and the Hong Kong Bar in 1993. Ms. Wong is a practicing barrister in Hong Kong.

Mr. Lee Tat Cheung, Vincent, aged 38, has over 17 years experience in accounting and auditing and is the sole proprietor of a firm of Certified Public Accountants practicing in Hong Kong. Mr. Lee is an associate member of The Institute of Chartered Accountants in England and Wales, a fellow member of The Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants. He holds a Master Degree in Corporate Finance from the Hong Kong Polytechnic University.

董事會

執行董事

楊仁先生 (別名楊啟仁)，現年六十八歲，為本集團創辦人，並為廣東省潮州市政協委員。楊仁先生為柬埔寨華僑，於一九六八年成立一家香港公司作為柬埔寨鐘錶分銷業務之進口代理前，具有在柬埔寨及越南分銷鐘錶的豐富經驗。

楊明強先生，現年三十三歲，持有英國倫敦市政大學頒發之室內設計及技術文學士學位及藝術、設計及視覺文化碩士學位。於畢業後，楊明強先生於倫敦一間建築師樓工作兩年。楊明強先生為楊仁先生之兒子。

區肇良先生，現年四十三歲，於香港若干上市公司擔任財務總監及財務主管職務。彼過往於一九九五年至一九九七年間受聘於本公司，並於一九九六年至一九九七年擔任本公司秘書。區先生為英格蘭及威爾斯特許會計師公會會員，以及香港會計師公會會員。彼持有伯明翰大學頒發的商業(會計)榮譽學士學位。

獨立非執行董事

賴思明先生，現年五十歲，為香港測量師學會資深會員及英國皇家特許測量師學會之會員，賴先生於二零零一年至二零零三年期間被選為香港測量師學會之產業測量組之副主席。賴先生自一九八三年起開始以專業測量師之身份執業，並在地產界具豐富經驗。賴先生持有香港中文大學之工商管理碩士學位。

王穎妤小姐，現年三十八歲，一九九二年畢業於英國倫敦大學King's College，取得榮譽法律學士學位，並於一九九三年獲認許為英國(英國 Middle Temple)及香港大律師。王小姐為香港執業大律師。

李達祥先生，現年三十八歲，於會計及審計方面擁有逾十七年經驗，並為香港一間執業會計師行的獨資經營者。李先生為英格蘭及威爾斯特許會計師公會特許會計師，並為香港會計師公會及英國特許公認會計師公會資深會計師。彼持有香港理工大學企業金融碩士學位。

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高層管理人員簡介

SENIOR MANAGEMENT

Mr. Jonathan Darracott, aged 42, holds a BA Hons degree in jewellery and silversmithing design and is a graduate member of the British Horological Institute, the Antiquarian Horological Society and a Freeman of the Worshipful Company of Clockmakers. He joined the Group in March 2007 as general manager responsible for the Group's Juvenia operations and business development. Prior to joining the Group, Mr. Darracott has worked for a major watch company in London and for twelve years in Sotheby's international auction house where he became the head for the European Watch department. He was involved in setting two then world records: the most expensive watch and the most expensive horological collection ever sold at auction.

Mr. Poon Kwok Sing, Sammy, aged 49, joined the Group in 1989. Mr. Poon has considerable experience in watch retailing, wholesale and brand management. During the period from April 1992 to March 1993, he was elected as the Director of the Federation of Hong Kong Watch Trades & Industries Limited which is an official association representing the watch industry in Hong Kong. Mr. Poon is general manager and in charge of the Group's watch retailing business in the PRC.

Ms. Chan Yim Fong, Shirley, aged 31, joined the Group in 1994. Ms. Chan has sound experience in watch retailing, wholesale and merchandising. Ms. Chan is a deputy general manager of the Group's watch retailing business and currently in charge of the retailing operations in Shenyang.

Mdm. Wu Yuheng, Helen, aged 46, holds an EMBA degree from the University of Southern Queensland, Australia. She joined the Group in March 2007 as Chief Operating Officer and in charge of the Group's watch retailing business's operation in Shanghai. She has over 10 years' retail sales management experience and 5 years' new luxury brand business management experience.

高層管理人員

Jonathan Darracott先生，現年四十二歲，持有珠寶及銀器設計榮譽文學士學位，為英國鐘錶技術學院、古文物鐘錶技術學會(the Antiquarian Horological Society)之畢業會員，及鐘錶商名家公會會員(Freeman of the Worshipful Company of Clockmakers)。彼於二零零七年三月加入本集團任總經理，負責本集團之「尊皇」業務及業務拓展。加入本集團前，Darracott先生曾任職於倫敦一間大型鐘錶公司，並於蘇富比國際拍賣行任職十二年，其間擔任歐洲鐘錶部門主管。彼曾參與兩項當時世界紀錄拍賣：最貴手錶及最貴的鐘錶收藏。

潘國成先生，現年四十九歲，於一九八九年加入本集團。潘先生於鐘錶零售、批發及品牌管理擁有豐富經驗。於一九九二年四月至一九九三年三月止期間，彼獲得代表香港鐘錶業之正式協會—香港鐘錶業總會推選為會董。潘先生為本集團鐘錶零售業務總經理。現時負責中國的零售市場。

陳艷芳小姐，現年三十一歲，於一九九四年加入本集團。陳小姐於鐘錶零售、批發及新產品計劃開發方面擁有豐富的經驗。陳小姐為本集團鐘錶零售業務副總經理。彼現時負責於瀋陽的零售市場。

吳淪姬女士，現年四十六歲，吳女士持有澳洲南昆士蘭大學之工商管理碩士學位。彼於二零零七年三月加入本集團任首席營運官，負責本集團鐘錶於中國之整體日常零售業務。彼擁有逾十年之零售管理經驗及五年新高級品牌業務管理經驗。



ROLEX TUDOR



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MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

FINANCIAL HIGHLIGHTS

Turnover rose by 28% to HK\$475 million
Profit for the year of HK\$61 million
Gearing ratio decreased to 1%
Net asset value per share grew by 52% to HK\$0.54 per share

This is the first full year's results under new management following the change of controlling shareholder of the Company in December 2006. The primary focus of the new management is to build a premier watch retailing network in China through its "TIMECITY" store name. The financial highlights above show the strong growth of Company during the year through the efforts of our committed staff and management.

We are pleased to announce that the Group's turnover from sale of watches backed by strong overall same store sales growth, increased during the year from HK\$369 million to HK\$475 million representing an increase of 28%. This was achieved through focusing on the high end sector of the market by improved selection of brand mix and disciplined inventory control.

During the year under review, we closed down 11 non-performing retail POSs while opened 7 new strategic retail POSs. This can be summarised as below:

	As at 31st March 2007 於二零零七年 三月三十一日	As at 31st March 2008 於二零零八年 三月三十一日	Remarks 備註
Beijing 北京	4	6	- Vacheron Constantin and Audemars Piguet boutiques opened. 江詩丹頓及愛彼表專賣店開業。
Shanghai 上海	7	9	- Opening of Rolex/Tudor boutique in October 2007; 二零零七年十月勞力士/帝舵專賣店開業； - Opening two new POSs in Pudong and Nanjingdonglu; and 浦東及南京東路兩個新銷售點開業；及 - Closed one POS in Xujiahui district. 關閉一個徐家匯區之銷售點。
Shenyang 瀋陽	5	6	- Close down of one POS after expiry of existing lease; and 現有租約到期後關閉一個銷售點；及 - two new POSs in two major shopping areas opened. 兩個新銷售點於兩處主要購物區開業。
Chengdu, Chongqing, Urumuqi and Xiamen 成都、重慶、 烏魯木齊及 廈門	14	5	- Operations in Xiamen comprising 7 POSs were closed to enable the Group to focus on the major cities in China; and 2 POSs in Chongqing were closed. 關閉7個於廈門經營業務銷售點將本集團著眼於中國主要城市；及關閉重慶之兩個銷售點。

業務回顧

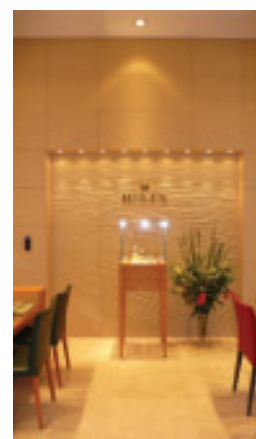
財務摘要

營業額增長28%至475,000,000港元
全年溢利61,000,000港元
借貸比率減至1%
每股資產淨值增長52%至每股0.54港元

此為本公司於二零零六年十二月變更控股股東後，在新管理層領導下首個全年業績。新管理層主要致力以其冠亞名表城店舖品牌構建中國高級鐘錶零售網絡。上文財務摘要顯示在本公司忠誠員工及管理層之努力下，本公司年內之業績強勁增長。

本公司欣然公佈，本集團鐘錶銷售之營業額因同一店舖的營業額強勁增長，年內增長28%，由369,000,000港元增至475,000,000港元。該成績乃透過注重高檔市場，改善品牌組合選擇及有效之存貨控制而取得。

於回顧年內，本公司關閉11個表現欠佳的銷售點，同時新開7個策略性銷售點。詳述如下：





1



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1 & 2 Timecity Beijing Blancpain Boutique
冠亞名表城北京寶珀專賣店

3 Timecity Shanghai TAG Heuer Boutique
冠亞名表城上海豪雅專賣店

4 & 5 Timecity Shanghai Vacheron Constantin Boutique
冠亞名表城上海江詩丹頓專賣店

6 & 7 Timecity Beijing Vacheron Constantin Boutique
冠亞名表城北京江詩丹頓專賣店

8 & 9 Timecity Audemars Piguet Boutique
冠亞名表城北京愛彼專賣店

10 Timecity Beijing APM store
冠亞名表城北京新東安店



2



4



6



5



7



9



8

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In February 2008, renovation work started on our main store of TIMECITY in Beijing. This will transform the 800 sq. m. store into our Beijing flagship store. The renovation work is expected to complete in time for the Beijing Olympics.

TIMECITY is the first foreign operated watch retail chain in China. Our basic philosophy has remained unchanged. We believe that service quality is of significant importance in our business and that our customers should enjoy the experience of shopping with us both for in-shop service and after-sales service. Our management is committed to ensure that the Group will continue to strengthen staff development and training to maintain its competitiveness.

The Group's distribution expenses increased during the year mainly due to increased rentals and high staff costs in line with the growth in business. The management will use its endeavours to monitor and control costs. Book value of stock increased significantly compared with the corresponding period mainly due to the inventory acquired for the opening of the Rolex/Tudor boutique in Hong Kong immediately after the year end and to facilitate the business expansion of the entire Group.

The group has closed down the Taiwan and China subsidiary offices of Juvenia and completed the re-structuring of Juvenia Swiss operation.

FINANCIAL REVIEW

Results review

During the year ended 31st March 2008, the Group recorded turnover of HK\$475 million (2007: HK\$369 million) representing an increase of 28% (2007: 12%) over the last year. The increase was attributable to the increase in retail sales at the Groups' retail chain "TIMECITY" which benefited from the strong growth in Mainland China's economy.

Distribution costs were increased by 11% to HK\$119 million mainly due to increase in rental expense as more retail shops come into operation during the year. Administrative expenses also rose 20% from HK\$24 million to HK\$29 million.

Liquidity and financial resources

As at 31st March 2008, the Group's total cash balance amounted to HK\$94 million (2007: HK\$118 million). The decrease was mainly due to the redemption of loan notes with principal value of Swiss Francs 11,250,000 and the additional investment made by the Group in opening new shops. The decrease in cash balance is set off by the net proceeds received from the open offer of new shares to shareholders of the Company. The remaining balance of the loan notes have been reclassified from current to non-current liabilities as their maturity date is February 2010. The Group has no bank borrowing as at 31st March 2008 except for the Swiss Francs 550,000 7/8% loan notes issued on 22nd February 1994. Gearing ratio of the Group, expressed as a ratio of total borrowing over total equity, was 1% as at 31st March 2008 (2007: 60.9%).

於二零零八年二月，本公司於北京之冠亞名表城總店開始裝修工程。此舉將該面積800平方米店舖改裝為本公司北京旗艦店。裝修工程預計於北京奧運會舉行前完工。

冠亞名表城為首個於中國開設之外商經營鐘錶零售連鎖店。本公司之基本宗旨維持不變。本公司相信，服務質量於本公司業務尤其重要，本公司客戶將享受本公司店內服務及售後服務之購物體驗。本公司管理層承諾確保本集團將持續加強僱員發展及培訓以維持其競爭力。

本集團年內之分銷開支增加，主要由於業務增長而增加之租金及高僱員成本所致。管理層將竭盡全力監控及控制成本。存貨面值與去年同期相比大幅增加，主要是為緊隨年底後於香港開設勞力士/帝舵專賣店，及為促進整個集團之業務擴展而增加存貨所致。

本集團已關閉尊皇於台灣及中國附屬辦事處，並完成重組尊皇於瑞士之業務。

財務回顧

業績回顧

截至二零零八年三月三十一日止年度，本集團錄得營業額475,000,000港元（二零零七年：369,000,000港元），較去年同期增長28%（二零零七年：12%）。此營業額增加歸因中國內地經濟之強勁增長帶動本集團零售連鎖店冠亞名表城之零售額增加所致。

分銷成本增加11%至119,000,000港元，主要由於本年度有多間零售店舖相繼投入經營而使租金開支增加。行政開支自24,000,000港元至29,000,000港元，亦上升20%。

流動資金及財務資源

於二零零八年三月三十一日，本集團之現金結餘總額達94,000,000港元（二零零七年：118,000,000港元）。減少主要由於贖回本金11,250,000瑞士法郎之貸款票據及本集團於新開店舖所作之額外投資。現金結餘之減少與公開發售新股予本公司股東所得之款項淨額抵銷。因貸款票據到期日為二零一零年二月，其剩餘結餘已由流動負債重新分類為非流動負債。於二零零八年三月三十一日，本集團並無銀行貸款，除於一九九四年二月二十二日發行之550,000瑞士法郎年息7/8%貸款票據外。於二零零八年三月三十一日，本集團之借貸比率（以總借貸除以總權益表示）為1%（二零零七年：60.9%）。





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11 & 12 Timecity Shanghai China Resources Time Square store
冠亞名表城上海時代廣場店

13 Timecity Shanghai Ba Li Chun Tian store
冠亞名表城上海巴黎春天店

14 & 15 Timecity Shanghai New World store
冠亞名表城上海新世界店

16 & 17 Timecity Beijing Oriental Plaza store
冠亞名表城北京東方廣場店

18 & 19 Timecity Shenyang Chungjie store
冠亞名表城沈陽中街店

20 Timecity Shanghai Chungan store
冠亞名表城上海中安店



12



16



14



17



15



19



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MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Foreign exchange risks

The Group views its main currencies as Hong Kong dollars, Renminbi and Swiss Francs. The exchange loss arisen on translation of the Group's liabilities has been alleviated by appreciation of the same currency during the period. The Group monitors its exposure to foreign exchange risks and, when it considers necessary and appropriate, will hedge its foreign exchange risks by using financial instruments.

PROSPECTS

Statistics released by the Federation of the Swiss Watch Industry show that Asia has the fastest growth in Swiss watch import beating Europe and America, underpinned by strong demand in China, in particular. According to the Federation of the Swiss Watch Industry, Swiss watch export to China grew more than 40% year-on-year in 2007 and accelerated to 60% for the first quarter of 2008. And yet, China only represented 5.3% of total Swiss export value for the first quarter of 2008 which means there is ample room for growth ahead of us. The Group is determined and well-positioned to capture the growth opportunities. The management is already working closely with major brands for the opening of new shops in major cities of Mainland China and Hong Kong to strengthen the Group's retail network. This includes the Group's third Vacheron Constantin boutique and the opening of our Shanghai flagship store of 633 sq m. which features Vacheron Constantin, Rolex, Tudor and Breguet.

In April 2008, the Group opened a Rolex brand boutique in Central, the business center of Hong Kong. This marked the Group's first step to expand the Greater China market by foraying into Hong Kong. The new store enables the Group to capture the business of Mainland China tourists as well as other overseas visitors to Hong Kong. It also serves as a key strategic milestone for the Group to lay the foundation needed for future brand portfolio expansion and acquisitions by raising its visibility.

Going forward, the Group will continue to develop its retail network by focusing on strategic locations. We will also seek to expand our product offerings by carrying more designs and introducing more internationally renowned brands. We will continue to improve our sales and after-sales services to ensure the flawless experience of our customers.

外匯風險

本集團之主要貨幣為港元、人民幣及瑞士法郎。換算本集團負債產生之匯兌虧損已因年內相同貨幣之升值而有所緩和。本集團對外匯風險實行監控，會在必要及適當時運用金融工具對沖其外匯風險。

展望

瑞士鐘錶業總會公佈之數據顯示，亞洲進口瑞士鐘錶增長最快，已超越歐洲及美洲，特別是受中國強勁需求之推動。根據瑞士鐘錶業總會，瑞士鐘錶對中國之出口與二零零七年同期相比，按年上升逾40%，並於二零零八年第一季度加速增長至60%。雖然，中國僅佔二零零八年第一季度瑞士出口總值之5.3%，但象徵有很大的發展空間。本集團下定決心及良好定位以把握發展機會。管理層現已就於中國內地主要城市及香港開設主要品牌新店鋪展開工作，以加強本集團之零售網絡（包括本集團之第三間江詩丹頓專賣店及開設面積633平方米之經營江詩丹頓、勞力士、帝舵及寶璣之上海旗艦店）。

於二零零八年四月，本集團於香港商業中心中環，開設勞力士品牌專賣店。此舉標誌本集團透過突進香港擴展大中華市場之第一步。新店舖使本集團能夠取得中國內地遊客及海外遊客之業務。此舉為本集團之關鍵策略性里程碑，以透過提升其知名度為未來品牌組合拓展及採購奠定必要基礎。

展望未來，本集團將透過於策略性選址開發其零售網絡。本集團亦將透過引入更多設計構思及更多國際知名品牌以擴展其產品供應。亦會繼續提高銷售及售後服務以保證本公司客戶之完美體驗。



DIRECTORS' REPORT

董事會報告

The directors have pleasure in submitting their report together with the audited financial statements for the year ended 31st March 2008.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and the principal activities of its subsidiaries are set out in Note 17 to the financial statements.

The analysis of the principal activities and geographical locations of the operations of the Company and its subsidiaries ("the Group") during the financial year are set out in Note 17 to the financial statements.

FINANCIAL STATEMENTS

The profit of the Group for the year ended 31st March 2008 and the state of affairs of the Company and the Group as at that date are set out in the financial statements on pages 27 to 102.

SHARE CAPITAL

On 25th September 2007, the Company issued a total of 266,975,612 new shares by way of an open offer to shareholders of the Company at subscription price of HK\$0.40 per new share.

All the shares issued rank pari passu in all respects with the existing issued shares. Save as described above, there were no other changes in the share capital of the Company. Particulars of the share capital of the Company during the year are set out in Note 26 to the financial statements.

DIVIDENDS

An interim dividend of 1 HK cent per share for the year ended 31st March 2008 was paid on 16th January 2008. The directors have proposed a final dividend of 1 HK cent per share for the year ended 31st March 2008 (2007: Nil HK cent). Subject to approval by shareholders at the forthcoming Annual General Meeting to be held on 26th August 2008, the final dividend will be payable on or about 2nd September 2008 to shareholders whose names appear on the Register of Members of the Company on 26th August 2008.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 20th August 2008 to 26th August 2008 both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 19th August 2008.

董事會欣然提呈截至二零零八年三月三十一日止年度之報告及經審核財務報表。

主要業務

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財務報表附註17。

本公司及其附屬公司(「本集團」)經營之主要業務及經營地點載於財務報表附註17。

財務報表

本集團截至二零零八年三月三十一日止年度之溢利以及本公司及本集團於該日之財務狀況載於財務報表第27至第102頁。

股本

於二零零七年九月二十五日，本公司向本公司股東以公開發售之方式，按每新股0.40港元之認購價，發行總計266,975,612股新股份。

所有發行股份與現有已發行股份在各方面享有同等地位。除上述披露者外，本公司之股本並無其他變動。本公司於年內之股本詳情載於財務報表附註26。

股息

本公司已於二零零八年一月十六日向股東派付截至二零零八年三月三十一日止年度之中期股息每股1港仙。董事會建議派付截至二零零八年三月三十一日止年度之末期股息每股1港仙(二零零七年：零港仙)。如於二零零八年八月二十六日舉行之股東週年大會上獲得通過，建議之末期股息將於二零零八年九月二日或前後派付予在二零零八年八月二十六日名列本公司股東名冊內的股東。

暫停辦理股份過戶登記手續

本公司將由二零零八年八月二十日至二零零八年八月二十六日(首尾兩天包括在內)期間暫停辦理股份過戶登記手續。為符合資格獲派末期股息，必須於二零零八年八月十九日下午四時三十分前將所有過戶文件連同有關股票送達本公司之股份過戶登記處卓佳秘書商務有限公司辦理過戶手續，其地址為香港灣仔皇后大道東28號金鐘匯中心26樓。

PRINCIPAL SUBSIDIARIES

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

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment are set out in Note 14 to the financial statements.

INVESTMENT PROPERTIES

Details of the movements in investment properties during the year are set out in Note 16 to the financial statements.

RESERVES

Details of reserves available for distribution to shareholders and movements in the reserves of the Company and the Group during the year are set out in Note 28 to the financial statements.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of Company's listed securities on the Stock Exchange during the year.

BORROWING

Detail of all borrowing is set out in Note 25 to the financial statements.

MAJOR SUPPLIERS AND CUSTOMERS

The Group's largest supplier contributed approximately 21% of the total purchases for the year and the aggregate amount of purchases attributable to the Group's top five suppliers represented approximately 66% of the Group's total purchases.

Since the customer base of the Group is very wide, the aggregate sales attributable to the Group's five largest customers are less than 1% of total sales during the year.

None of the directors, their associates or any shareholders (which to the knowledge of the directors owning more than 5% of the Company's issued share capital) had interest in the Group's five largest suppliers.

FINANCIAL SUMMARY

A financial summary of the Group for the past five financial years is set out on page 103.

主要附屬公司

本公司主要附屬公司之詳情載於財務報表附註17。

物業、機器及設備

物業、機器及設備之變動詳情載於財務報表附註14。

投資物業

本年度投資物業之變動詳情載於財務報表附註16。

儲備

本公司及本集團年內儲備變動詳情及可供分派儲備詳情載於財務報表附註28。

購買、出售或贖回上市證券

本公司或任何其附屬公司於年內概無於聯交所購買、出售或贖回本公司任何上市證券。

借貸

所有借貸之詳情載於財務報表附註25。

主要供應商及客戶

本集團最大供應商約佔本年度總採購額之21%；而本集團最大五家供應商應佔採購總額約66%。

由於本集團之客戶基礎龐大，年內本集團五家最大客戶應佔之銷售額少於本集團銷售總額1%。

各董事、其聯繫人士等或就董事所知擁有本公司5%以上已發行股本之股東概無在本集團五大供應商中擁有任何權益。

財務摘要

本集團於過去五個財政年度之財務摘要載於第103頁。



DIRECTORS' REPORT

董事會報告

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

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

Executive Directors:

Eav Yin (*Chairman*)
Eav Ming Keong, Kinson
Au Shiu Leung, Alex

Independent Non-executive Directors:

Lai Si Ming
Wong Wing Yue, Rosaline
Lee Tat Cheung, Vincent

Mr. Eav Ming Keong, Kinson and Mr. Lee Tat Cheung, Vincent shall retire at the forthcoming annual general meeting in accordance with Bye-Law 99 of the Company's Bye-Laws and, being eligible, offer themselves for re-election.

The Independent non-executive directors are subject to retirement by rotation in accordance with the Company's Bye-Laws.

None of the directors proposed for re-election has a service contract with the Company or its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

董事及董事之服務合約

年內及截至本報告日止，本公司董事為：

執行董事：

楊仁(主席)
楊明強
區肇良

獨立非執行董事：

賴思明
王穎妤
李達祥

楊明強先生及李達祥先生將根據本公司之公司細則第99條於應屆股東週年大會退任，惟合資格並願膺選連任。

根據公司細則，獨立非執行董事須輪值退任。

各位獲提名膺選連任之董事與本公司或其附屬公司均無訂立任何本集團若於一年內將之終止即須作出賠償(法定賠償除外)之服務合約。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31st March 2008, the interests and short positions of the Directors and chief executive of the Company in shares, underlying shares or debentures of the Company and any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("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 ("Model Code") were as follows:

Long positions in shares of the Company

Name of Director 董事姓名	Nature of interest 權益性質	Number of ordinary shares held 持有 普通股數目	Approximate percentage of aggregate interests to total issued share capital 總權益佔已發行股本總額 概約百分比 %
Mr. Eav Yin	楊仁先生	346,764,261	57.73
Mr. Eav Ming Keong, Kinson	楊明強先生	707,400	0.12

Note: Among the 346,764,261 shares in which Mr. Eav Yin is deemed to have interests under the SFO (a) 19,531,800 shares are personal interest of Mr. Eav Yin, (b) 804,600 shares are held by Mdm. Lam Kim Phung (spouse of Mr. Eav Yin), (c) 253,633,692 shares by Century Hero International Limited, (d) 932,400 shares by Debonair Company Limited, (e) 9,986,364 shares by Goodideal Industrial Limited, (f) 1,275,336 shares by Hexham International Limited, (g) 1,423,269 shares by Goodness Management Limited and (h) 59,176,800 shares by Chanchhaya Trustee Holding Corporation (as trustee of Eav An Unit Trust). Century Hero International Limited, Debonair Company Limited, Hexham International Limited, and Goodness Management Limited are wholly owned and Goodideal Industrial Limited is 87% owned by Mr. Eav Yin. Eav An Unit Trust is a discretionary trust of which Mr. Eav Yin is the founder, and the beneficiaries include Mr. Eav Yin, his wife and their children.

Save as disclosed herein, as at 31st March 2008, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be recorded in the register kept by the Company under Section 352 of the SFO or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

董事及主要行政人員於股份、相關股份及債券中之權益

於二零零八年三月三十一日，本公司之董事及主要行政人員於本公司及任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份或債券中，擁有按照本公司根據證券及期貨條例第352條須存置之登記冊所記錄，或根據上市公司董事進行證券交易的標準守則（「標準守則」）須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉如下：

於本公司股份之好倉

Name of Director 董事姓名	Nature of interest 權益性質	Number of ordinary shares held 持有 普通股數目	Approximate percentage of aggregate interests to total issued share capital 總權益佔已發行股本總額 概約百分比 %
Mr. Eav Yin	楊仁先生	346,764,261	57.73
Mr. Eav Ming Keong, Kinson	楊明強先生	707,400	0.12

附註：楊仁先生於根據證券及期貨條例被視為擁有權益之346,764,261股股份中。(a) 19,531,800股股份屬楊仁先生之個人權益；(b) 804,600股股份由林金鳳女士（楊仁先生之配偶）持有；(c) 253,633,692股股份由世雄國際有限公司持有；(d) 932,400股股份由Debonair Company Limited持有；(e) 9,986,364股股份由Goodideal Industrial Limited持有；(f) 1,275,336股股份由Hexham International Limited持有；(g) 1,423,269股股份由Goodness Management Limited持有及(h) 59,176,800股股份由Chanchhaya Trustee Holding Corporation（作為Eav An Unit Trust之受託人）。世雄國際有限公司、Debonair Company Limited、Hexham International Limited、Goodness Management Limited均由楊仁先生全資擁有，而Goodideal Industrial Limited由楊仁先生擁有87%。Eav An Unit Trust為全權信託，楊仁先生為該信託之創立人，受益人包括楊仁先生、其妻子及彼等之子女。

除本文披露者外，於二零零八年三月三十一日，並無董事或本公司之主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中，擁有按照證券及期貨條例第352條須記錄於本公司所存置之登記冊內或根據標準守則須知會本公司及聯交所之任何權益或淡倉。



DIRECTORS' REPORT

董事會報告

DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

SHARE OPTION SCHEME

On 20th September 2002, the shareholders of the Company approved the adoption of a new share option scheme (the "2002 Share Option Scheme"). Details of the 2002 Share Option Scheme and movement during the year ended 31st March 2008 are set out in Note 27 to the financial statements.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

As at 31st March 2008 there was no outstanding options granted by the Company under the 2002 Share Option Scheme to the directors to subscribe for shares of the Company, as recorded in the register required to be kept by the Company under Section 352 of the SFO.

Save as disclosed herein, at no time during the year, was the Company or any of its associated corporations a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate and none of the Directors or their spouses or children under 18 years of age was granted any right to subscribe for any shares in, or debentures of, the Company or any of its associated corporations.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year and up to the date of this report, no director is considered to have interests in the businesses which compete or are likely to compete with the businesses of the Group pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

CONVERTIBLE SECURITIES, OPTIONS, WARRANTS OR SIMILAR RIGHTS

Other than the 2002 Share Option Scheme as explained in Note 27 to the financial statements, the Company had no outstanding convertible securities, options, warrants or similar rights as at 31st March 2008 and there was no issue or exercise of any convertible securities, options, warrants or similar rights during the year.

董事於合約之權益

本公司各董事概無於本公司或其任何附屬公司參與訂立於本年度終結時或本年度內任何時間仍然有效之重要合約中直接或間接擁有重大權益。

購股權計劃

於二零零二年九月二十日，本公司之股東批准採納一項新購股權計劃（「二零零二年購股權計劃」）。該等二零零二年購股權計劃及其於截至二零零八年三月三十一日止年度之變動詳情列載於財務報表附註27。

董事購買股份或債券之權利

於二零零八年三月三十一日，根據證券及期貨條例第352條規定本公司須予存置之登記冊內記載，概無本公司根據二零零二年購股權計劃授予董事認購本公司股份之尚未行使之購股權。

除上文所述者外，本公司或其任何相聯法團於年度內概無訂立任何安排，致使董事可藉著購買本公司或任何其他法人團體之股份或債券而獲取利益，且並無任何董事或其配偶或其年齡在十八歲以下之子女獲授予任何權利以認購本公司或其任何相聯法團之任何股份或債券。

董事於競爭的業務之權益

於本年度內及至本報告日止，並無董事被認為根據香港聯合交易所有限公司證券上市規則與本集團之業務競爭或有機會構成競爭之業務擁有權益。

可換股證券、購股權、認股權證或類似權利

除財務報表附註27說明二零零二年購股權計劃外，本公司於二零零八年三月三十一日概無任何未行使之可換股證券、購股權、認股權證或類似權利，於年內亦概無發行或行使任何可換股證券、購股權、認股權證或類似權利。

DIRECTORS' REPORT

董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at 31st March 2008, so far as is known to any Director and chief executive of the Company, the following persons (other than the Directors or chief executive of the Company) had an interest or short position in the shares and underlying shares of the Company which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of the Part XV of the SFO, or which were recorded in the register kept by the Company or required to be notified under Section 336 of the SFO:

Name of shareholder 股東名稱		Notes 附註	Number of ordinary shares beneficial held 實益持有 普通股數目	Approximate percentage of issued share capital 佔已發行股本 概約百分比 %
Mdm. Lam Kim Phung	林金鳳女士	1	346,764,261	57.73
Century Hero International Limited	世雄國際有限公司	2	253,633,692	42.22
Chanchhaya Trustee Holding Corporation	Chanchhaya Trustee Holding Corporation	3	59,176,800	9.85
Covenhills Limited	Covenhills Limited	4	97,020,972	16.15

Notes:

- These shares include 804,600 shares held by Mdm. Lam Kim Phung and the remaining 345,959,661 shares represent the interest held by Mr. Eav Yin, the spouse of Mdm. Lam Kim Phung, whose interests are disclosed in the above section headed "Directors' and Chief Executive's Interests in Shares, Underlying Shares and Debentures".
- Century Hero International Limited is wholly owned by Mr. Eav Yin who is also a director of this company.
- Chanchhaya Trustee Holding Corporation is the trustee of Eav An Unit Trust, a discretionary trust, the beneficiaries of which include Mr. Eav Yin, his wife and their children.
- Covenhills Limited is owned equally by Mr. Leong Lou Teck, Mr. Leong Lum Thye, Miss Leong Yoke Kheng and Mr. Leong Siew Khuen.

All the interests disclosed above represent long positions in shares of the Company.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

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

股本中之重大權益

於二零零八年三月三十一日，據任何本公司董事及主要行政人員所知，下列人士（董事或主要行政人員除外）於本公司之股份及相關股份中擁有按照證券及期貨條例第XV部第2及3分部之條文須向本公司披露，或記錄於本公司所存置之登記冊或按照證券及期貨條例第336條須予知會之權益或淡倉：

Name of shareholder 股東名稱		Notes 附註	Number of ordinary shares beneficial held 實益持有 普通股數目	Approximate percentage of issued share capital 佔已發行股本 概約百分比 %
Mdm. Lam Kim Phung	林金鳳女士	1	346,764,261	57.73
Century Hero International Limited	世雄國際有限公司	2	253,633,692	42.22
Chanchhaya Trustee Holding Corporation	Chanchhaya Trustee Holding Corporation	3	59,176,800	9.85
Covenhills Limited	Covenhills Limited	4	97,020,972	16.15

附註：

- 此等股份中804,600股股份由林金鳳女士所持有，而餘下345,959,661股股份由楊仁先生（林金鳳女士之配偶）持有權益，楊仁先生之權益披露於上文「董事及主要行政人員於股份、相關股份及債券之權益」內。
- 世雄國際有限公司由楊仁先生所全資擁有，楊仁先生亦為本公司之董事。
- Chanchhaya Trustee Holding Corporation為全權信託Eav An Unit Trust之受託人，該信託之受益人包括楊仁先生、其妻子及彼等之子女。
- Covenhills Limited由梁留德先生、Leong Lum Thye先生、Leong Yoke Kheng小姐及Leong Siew Khuen先生均等擁有。

上文所披露之所有權益均為本公司股份之好倉。

購買、出售或贖回本公司上市證券

本公司或其任何附屬公司於年內概無購買、出售或贖回本公司任何上市證券。



DIRECTORS' REPORT

董事會報告

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-Laws although there is no restriction against such right under Bermuda law.

EMPLOYEES AND REMUNERATION POLICY

There were 513 employees in the Group as at 31st March 2008. The Group offers competitive remuneration packages to employees in line with market trends. Incentives such as discretionary bonuses and staff share options are offered to motivate employees.

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the directors of the Company are decided by the Remuneration Committee, having regard to the Company's operating results, individual performance and comparable market statistics.

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 annual report, the Company has maintained the prescribed public float under the Listing Rules.

AUDITOR

The financial statements for the year ended 31st March 2008 were audited by CCIF CPA Limited. A resolution will be submitted at the Annual General Meeting of the Company to re-appoint CCIF CPA Limited as auditor of the Company.

EXPRESSION OF GRATITUDE

The Board would like to take this opportunity to express its gratitude to all staff members, shareholders, bankers, customers, suppliers and professional advisors for the sincere support to the Group.

By Order of the Board

Eav Yin
Chairman

Hong Kong, 3rd July 2008

優先購買權

本公司之公司細則並無有關優先購買權之規定，而百慕達法例亦無對該項權利施加限制。

僱員及薪酬政策

於二零零八年三月三十一日，本集團共聘用513名僱員。本集團按市場趨勢向僱員提供具競爭力之薪酬組合。並提供獎勵（如酌情花紅及員工購股權計劃），以激勵僱員。

本集團僱員之薪酬政策乃由薪酬委員會設立，根據僱員之能力、資格及專長釐定薪酬。

本公司董事之酬金由薪酬委員會經考慮本公司經營業績、個人表現及可比較市場統計數據釐定。

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，於本年報日，本公司已根據上市規則維持規定之公眾持股量。

核數師

截至二零零八年三月三十一日止之財務報表，乃由陳葉馮會計師事務所有限公司審核。於本公司股東週年大會上將提呈決議案，續聘陳葉馮會計師事務所有限公司為本公司核數師。

致謝

董事會謹借此機會就所有員工、股東、往來銀行、客戶、供應商及專業顧問一直以來對本集團之親切支持致以深切之感謝。

承董事會命

楊仁
主席

香港，二零零八年七月三日

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintain a high standard of corporate governance practices by emphasising a quality board of directors, sound internal control, transparency and accountability to all the shareholders of the Company.

The Company has complied with all the code provisions set out in the Code on Corporate Governance Practices (the “Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited throughout the year ended 31st March 2008 except for the deviation from code provisions E.1.2 and A.4.1 and those discussed below:

The Company was incorporated in Bermuda and enacted by private act, the Asia Commercial Holdings Limited Company Act, 1989 of Bermuda (the “1989 Act”). Pursuant to section 3(e) of the 1989 Act, director holding office as executive chairman or managing director shall not be subject to retirement by rotation at each annual general meeting as provided in the Bye-Laws.

As the Company is bounded by the provisions of the 1989 Act, at this time, the Bye-Laws cannot be amended to fully reflect the requirements of the Code. As such, a special resolution was passed at the special general meeting held on 28th March 2007 to amend the Bye-Laws of the Company so that, inter alia, (i) every director (save for a director holding office as Chairman or Managing Director) of the Company shall be subject to retirement by rotation at least once every three years (ii) a director may be removed by an ordinary resolution in general meeting instead of a special resolution; (iii) any director appointed by the Board to fill a casual vacancy or as an additional director shall hold office until the next following general meeting, instead of the next annual general meeting.

To enhance good corporate governance practice, Mr. Eav Yin, the Chairman of the Board has confirmed to the Board that he will voluntarily retire from his directorship at annual general meeting of the Company at least once every three years in order for the Company to comply with the Code, provided that being eligible for re-election, he may offer himself for re-election at the annual general meeting.

The Board will continuously review and improve the corporate governance practices and standards of the Company to ensure that business activities and decision making processes are regulated in a proper and prudent manner.

企業管治常規

本公司致力透過高質素的董事會、有效的內部監控、對本公全體股東之透明度及問責性維持高水平之企業管治常規。

於截至二零零八年三月三十一日止年度內，本公司已遵守香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十四企業管治常規守則(「守則」)所載的所有條文，惟對守則條文E.1.2條及A.4.1條及以下之偏離者除外：

本公司於百慕達註冊成立及實施冠亞商業集團有限公司之私人法案，百慕達1989年公司法案(「1989年法案」)。根據1989年法案第3(e)條，擔任執行主席或董事總經理的董事毋須根據公司細則在每次股東週年大會上輪值退任。

由於本公司受1989年法案之條文約束，現時無法修訂公司細則，以完全反映守則之規定。故此，本公司二零零七年三月二十八日舉行之股東特別大會上通過一項特別決議案修訂本公司之公司細則，從而令(其中包括)：(i)每名本公司董事(不包括擔任主席或董事總經理之董事)最少每三年輪值退任一次；(ii)可於股東大會上藉普通決議案而非特別決議案罷免董事；(iii)獲委任填補臨時空缺或作為董事會新增成員的董事，須於獲委任後首屆股東大會而非獲委任後的下一屆股東週年大會上經股東重選。

為提升良好企業管治常規，董事會主席楊仁先生已向董事會確認彼將自願最少每三年一次於本公司日後之股東週年大會上按照守則之規定退任董事職務，惟倘符合資格，彼可於股東週年大會上膺選連任。

董事會將不斷檢討及改善本公司之企業管治常規及標準，以確保業務活動及決策過程受到適當及審慎的規管。



CORPORATE GOVERNANCE REPORT

企業管治報告

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code for securities transactions by Directors of the Company (the "Code of Conduct") on terms no less exacting than the required standard of the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules.

Having made enquiry with all the Directors of the Company, all of them confirmed that they have complied with the required standards set out in the Model Code and the Code of Conduct during the year ended 31st March 2008.

BOARD OF DIRECTORS

The Board is responsible for the leadership and control of the Company and oversees the Group's business, strategic decisions and financial performance. The management of the Group is responsible for the day-to-day management and operation of the respective individual business unit.

The Board comprises three executive directors and three independent non-executive directors. The biographical details of the directors are set out on page 4 of this Annual Report.

The Board possesses a balance of skill and experience which are appropriate for the requirements of the business of the Company. The opinions raised by the independent non-executive directors of the Company in the Board meetings facilitate the maintenance of good corporate governance practices. One of the independent non-executive directors has the appropriate professional accounting experience and expertise as required by Rule 3.10(2) of the Listing Rules. A balanced composition of executive and non-executive directors also generates a strong independent element on the Board, which allows independent and objective decision making process for the best interests of the Company.

The Company has received from each independent non-executive director an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules and the Company considers all of them to be independent.

董事之證券交易

本公司已採納有關本公司董事進行證券交易之守則（「操守準則」），該準則之條款之嚴格程序不遜於上市規則附錄十所載之上市發行人董事進行證券交易之標準守則（「標準守則」）之規定準則。

全體董事確認彼等於截至二零零八年三月三十一日止年度已遵守標準守則及操守準則所載之準則。

董事會

董事會負責領導及控制本公司以及監察本集團業務、策略性決策及財務表現。本集團管理層負責各業務部門日常管理及營運。

董事會由三名執行董事及三名獨立非執行董事所組成。董事履歷載於本年報第4頁。

董事會成員具備經營本公司業務所需之各種技能及經驗。本公司之獨立非執行董事於董事會會議上提出之意見有助維持良好之企業管治常規。其中一名獨立非執行董事擁有上市規則第3.10(2)條訂明之適當專業會計經驗及相關專業知識。執行董事及非執行董事之均衡組成比例亦大大提升董事會之獨立性，可有效發揮獨立判斷及客觀地為本公司之最佳利益制訂決策。

本公司已接獲每名獨立非執行董事根據上市規則第3.13條就其獨立身份而發出之年度確認聲明，而本公司認為所有獨立非執行董事均屬獨立人士。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board meets regularly to review the financial and operating performance of the Group. During the year, five board meetings, two Audit Committee meetings and one Remuneration Committee meeting were held and the individual attendance of directors are set out below:

董事會定期開會，以檢討本集團之財務及業務表現。本年度曾舉行五次董事會會議、兩次審核委員會會議及一次薪酬委員會會議，各董事出席次數載列如下：

Name of Director 董事姓名		Board meetings 董事會會議	Audit Committee meetings 審核委員會會議	Remuneration Committee meetings 薪酬委員會會議
Executive Directors 執行董事				
Eav Yin	楊仁	3/5	N/A 不適用	1/1
Eav Ming Keong, Kinson	楊明強	4/5	N/A 不適用	N/A 不適用
Au Shiu Leung, Alex	區肇良	5/5	N/A 不適用	N/A 不適用
Independent Non-executive Directors 獨立非執行董事				
Lai Si Ming	賴思明	5/5	1/2	1/1
Wong Wing Yue, Rosaline	王穎妤	3/5	2/2	1/1
Lee Tat Cheung, Vincent	李達祥	5/5	2/2	1/1

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Chairman is Mr. Eav Yin while the function of the chief executive officer is divided between the remaining executive directors.

主席及行政總裁

主席為楊仁先生，而行政總裁之功能由餘下之執行董事分擔。

Code provision E.1.2 of the Code provides that the Chairman of the Board should attend the annual general meeting. The Chairman of the Board had not attended the annual general meeting of the Company held on 28th September 2007 due to other business commitment. The Chairman of the Board will endeavor to attend all future annual general meetings of the Company.

守則條文E.1.2條規定，董事會主席應出席股東週年大會。董事會主席因公務而無出席本公司於二零零七年九月二十八日舉行之股東週年大會。董事會主席將盡量出席本公司日後舉行之所有股東週年大會。

NON-EXECUTIVE DIRECTORS

Codes provision A.4.1 of the Code provides that non-executive director should be appointed for a specific term, subject to re-election.

非執行董事

守則條文A.4.1條規定，非執行董事應有指定任期，並須輪值退任。

During the year, the non-executive directors of the Company are not appointed for a specific term but are subject to retirement by rotation at least once every three years and re-election at annual general meeting in accordance with the Company's Bye-Laws. As such, the Company considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are not less exacting than those in the Code.

於本年度，本公司之非執行董事並無指定任期，但須根據本公司之公司細則最少每三年輪值退任一次及須於股東週年大會上重選。因此，本公司認為已採取充足措施以確保本公司之企業管治常規並不比守則所定者寬鬆。



CORPORATE GOVERNANCE REPORT

企業管治報告

NOMINATION OF DIRECTORS

The Board has not set up a nomination committee. Pursuant to the Company's Bye-Laws, the Board is empowered to appoint any person as a director either to fill a casual vacancy or as an additional member of the Board. The selection criteria are mainly based on the professional qualification and experience of the candidate. Newly appointed directors will be given an induction and a manual on the duties and responsibilities as a director of a listed company both under the Listing Rules and applicable laws. A newly appointed director must retire and be re-elected at the first general meeting after his first appointment. At each annual general meeting, one-third of the directors, save for a director holding office as Chairman or managing director, (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office by rotation. A retiring director shall be eligible for re-election.

Pursuant to section 3(e) of the 1989 Act, director holding office as executive chairman or managing director shall not be subject to retirement by rotation at each annual general meeting. As the Company is bounded by the provision of such Act, at this time, the Bye-Laws cannot be amended to fully reflect the requirements of the Code. Therefore, in spirit of good corporate governance practice, the Chairman of the Board of the Company has confirmed to the Board on 12th July 2007 that he will voluntarily retire from his directorship at forthcoming annual general meeting of the Company at least once every three years in order for the Company to comply with the Code, provide that being eligible for re-election, he may offer himself for re-election at the annual general meeting.

The name of the directors who served during the year are set out in the section headed "Directors and Directors' Service Contracts" set out on page 14 of this annual report. There was no change of directors during the year.

REMUNERATION OF DIRECTORS

The Board set up the Remuneration Committee on 15th July 2005 with specific written terms of reference which clearly deal with its authority and duties. The Remuneration Committee's role is to make recommendation to the Board on the remuneration policy and structure for directors and senior management and to ensure that they are fairly rewarded for their individual contribution to the Group's overall performance, having regard to the interests of shareholders. The principal duties of the Remuneration Committee include determining the specific remuneration packages of all directors and senior management as well as reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time.

The Remuneration Committee comprises one executive director, namely Mr. Eav Yin and three independent non-executive directors, namely Mr. Lai Si Ming, Ms. Wong Wing Yue, Rosaline and Mr. Lee Tat Cheung, Vincent. The Remuneration Committee is chaired by Mr. Eav Yin.

董事提名

董事會並無成立提名委員會。董事會根據本公司之公司細則獲授權委任任何人士擔任董事，以填補董事會之空缺或作為新增之董事會成員。甄選準則主要視乎候選人之專業資格及經驗而定。新委任之董事將接受入職培訓並獲發一份刊載上市規則及適用法律規定上市公司董事之職責及責任之手冊。新委任之董事必須於獲委任後之首次股東大會上退任及重選連任。於每屆股東週年大會上，三分之一的董事（不包括擔任主席或董事總經理之董事）（或倘人數並非三之倍數，則為最接近但不多於三分之一之數）須輪值退任。退任董事符合資格重選連任。

根據1989年法案第3(e)條，擔任執行主席或董事總經理之董事無須於每屆股東週年大會上輪值退任。由於本公司受到該法案之條文約束，現時無法修訂公司細則，以完全反映守則之規定。因此，為符合良好企業管治常規，本公司之董事會主席已於二零零七年七月十二日向董事會確認彼將自願於本公司應屆股東週年大會上按照守則之規定最少每三年退任董事職務，惟彼符合資格於股東週年大會上重選連任。

於本年度提供服務之董事姓名載列於本年報第14頁所載「董事及董事之服務合約」一節。年內並無任何董事變更。

董事薪酬

董事會於二零零五年七月十五日成立薪酬委員會，書面職權範圍已闡明其授權與職責。薪酬委員會之角色為就董事及高層管理人員之酬金政策及架構向董事會提出建議，以及已考慮到股東利益之情況下，確保彼等已按各自對本集團之整體貢獻得到公平回報。薪酬委員會之主要職責包括釐定全體執行董事及高層管理人員之酬金待遇，以及參考董事會不時議決之企業目標及宗旨，審閱及批准按表現訂定之酬金。

薪酬委員會由一位執行董事楊仁先生及三位獨立非執行董事賴思明先生、王穎好小姐及李達祥先生組成。楊仁先生為薪酬委員會之主席。

During the year, a Remuneration Committee meeting was held on 30th March 2008, advising the Board on the Group's overall policy and structure of the remuneration of the directors and senior management. No director or any of his/her associates may be involved in any decisions as to his/her own remuneration. Based on the review and discussion at the Meeting, the Remuneration Committee recommended to the Board to approve the Group's overall policy and structure of the remuneration of the directors and senior management.

AUDITORS' REMUNERATION

For the year ended 31st March 2008, the total remuneration of the Company's auditor for statutory audit services and other services is HK\$883,000 (2007: HK\$590,000) and HK\$190,000 (2007: HK\$185,000) respectively.

AUDIT COMMITTEE

The Board set up the Audit Committee in 1st January 1999 with specific written terms of reference which clearly deal with its authority and duties. The Audit Committee's role is to review the Group's financial reporting, internal controls and corporate governance issues and to make relevant recommendations to the Board.

The Audit Committee currently comprises three independent non-executive directors namely Mr. Lai Si Ming, Ms. Wong Wing Yue, Rosaline and Mr. Lee Tat Cheung, Vincent. The Audit Committee is chaired by Mr. Lai Si Ming.

Under its terms of reference, which were prepared and adopted with reference to the Code and "A Guide for the Formation of an Audit Committee" published by the Hong Kong Institute of Certified Public Accountants, the Audit Committee is required, among other things, to oversee the relationship with the external auditors, to review the Group's interim and annual results, to review the scope, extent and effectiveness of internal control of the Group, to review accounting policies and practices adopted by the Group, to engage independent legal or other advisers as it determines is necessary and to perform investigations.

The Audit Committee held two meetings during the year to review, among other things, the interim and annual financial statements. Based on the review and discussion at the meetings, the Audit Committee recommended to the Board, among other things, to approve the interim and annual financial statements of the Group.

FINANCIAL REPORTING

The Board acknowledges its responsibilities for preparing the financial statements where were prepared in accordance with statutory requirements and applicable accounting standards. A statement by the auditor about their reporting responsibilities is set out on pages 25 to 26 of this Annual Report. As far as the Board aware, there are no material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

年內，薪酬委員會於二零零八年三月三十日召開了一次會議，就集團董事及高層管理人員的整體薪酬政策及結構作出建議。並無董事或其任何聯繫人士涉及其個人薪酬之任何決定。薪酬委員會根據會議所檢討及商議，向董事會提出建議通過本集團董事及高層管理人員之整體薪酬政策及架構。

核數師酬金

截至二零零八年三月三十一日止年度，本公司核數師的法定核數服務及其他服務的酬金總額分別為883,000港元（二零零七年：590,000港元）及190,000港元（二零零七年：185,000港元）。

審核委員會

董事會於一九九九年一月一日成立審核委員會，書面職權範圍已闡明其授權與職責。審核委員會負責審閱本集團之財務報告、內部監控及企業管治事宜，並向董事會提出相關建議。

審核委員會現時由三名獨立非執行董事賴思明先生、王穎好小姐及李達祥先生組成。賴思明先生為審核委員會之主席。

根據參考守則及香港會計師公會發出之「成立審核委員會之指引」而編製及採納的職權範圍，審核委員會的職責包括監察與外聘核數師的關係、審閱集團的中期業績與年度業績、檢討集團內部控制的範疇、規限與有效性，審閱集團所採用的會計政策及常規，在認為有需要時委聘獨立的法律或其他顧問，以及進行調查。

審核委員會於年內曾舉行兩次會議，以檢討（其中包括）中期及年度財務報表。根據於會上所進行之審閱及討論，審核委員會建議（其中包括）董事會批准本集團之中期及全年業績。

財務報告

董事會明白其編製本公司財務報表之責任，此財務報表乃根據法定要求及適用之會計準則編製。核數師就其報告責任作出之聲明載於本年報第25頁至26頁。就董事會所知，並無任何涉及可能會對本公司持續經營的能力構成疑問之事件或狀況之重大不明朗因素。



CORPORATE GOVERNANCE REPORT

企業管治報告

INTERNAL CONTROL

During the year, the Board, with the establishment of internal audit department, had reviewed the effectiveness of the system of internal control of the Group including material controls over financial, operational and compliance controls and risk management functions.

SHAREHOLDER COMMUNICATION

The objective of shareholder communication is to provide our shareholders with detailed information about the Company so that they can exercise their rights as shareholders in an informed manner.

The Company uses a range of communication tools to ensure its shareholders are kept well informed of key business imperatives. These include general meetings, interim and annual reports, announcements and circulars. Procedure for voting by poll has been included in the circulars of the Company accompanying notice convening special and annual general meetings and has been read out by the chairman at the general meetings.

At the 2007 annual general meeting, a separate resolution was proposed by the chairman in respect of each separate issue, including re-election of directors.

內部監控

董事會已設立一個內部審核部門，對本集團之內部監控系統（包括對財務、營運及合規控制及風險管理職能）的成效作出檢討。

與股東聯繫

與股東聯繫之目標乃為本公司股東提供有關本公司之詳細資料，讓股東可於知情之情況下行使其股東權利。

本公司採用多種溝通途徑，確保其股東知悉重要業務發展，該等途徑包括股東大會、中期報告及年報、公佈及通函。投票表決之程序已載於隨附召開股東特別大會及股東週年大會通告之本公司通函，並已由主席於舉行之股東大會上宣讀。

於二零零七年股東週年大會上，主席就每項獨立事項提呈獨立決議案，包括重選董事。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



CCIF

CCIF CPA LIMITED
陳葉馮會計師事務所有限公司

20/F, Sunning Plaza
10 Hysan Avenue
Causeway Bay, Hong Kong
香港 銅鑼灣 希慎道10號
新寧大廈20樓

**TO THE SHAREHOLDERS OF
ASIA COMMERCIAL HOLDINGS LIMITED**
(Incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Asia Commercial Holdings Limited (the "Company") set out on pages 27 to 102, which comprise the consolidated and Company balance sheets as at 31st March 2008, and the consolidated income statement, the consolidated statement of changes in equity and consolidated cash flow statement for the year then ended, and a summary of significant accounting principles 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 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 financial statements based on our audit. This report is made 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.

致冠亞商業集團有限公司股東
(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27頁至102頁冠亞商業集團有限公司(「貴公司」)的綜合財務報表,其中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、截止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和其他附註解釋。

董事就財務報表須承擔的責任

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披露規定,編製及真實公平地列報該等財務報表。這責任包括設計、實施及維護與編製及真實公平地列報財務報表相關的內部控制,以確保財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述;選擇並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財務報表發表意見。本報告乃按照百慕達一九八一年公司法第90條規定編製,僅向全體股東作出報告,除此之外,本報告別無其他目的。本核數師不會就本報告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報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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31st March 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.

CCIF CPA Limited

Certified Public Accountants

Hong Kong, 3rd July 2008

Yau Hok Hung

Practising Certificate Number P04911

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制及真實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式，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，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之財政狀況及 貴集團截至該日止年度之溢利和現金流量，並已按照香港公司條例之披露規定妥善編製。

陳葉馮會計師事務所有限公司

執業會計師

香港，二零零八年七月三日

邱學雄

執業證書編號P04911

CONSOLIDATED INCOME STATEMENT

綜合收益表

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

		Notes 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Turnover	營業額	5	475,289	369,376
Cost of sales	銷售成本		(277,198)	(233,521)
Gross profit	毛利		198,091	135,855
Valuation gains on investment properties	投資物業之估值收益		2,004	-
Other revenue	其他收益	5	16,819	15,001
Distribution costs	分銷成本		(119,437)	(107,933)
Administrative expenses	行政費用		(29,314)	(24,350)
Other operating expenses, net	其他經營費用，淨額		(764)	(54,574)
Profit/(loss) from operations	經營溢利／(虧損)		67,399	(36,001)
Finance costs	財務成本	7(a)	(913)	(1,347)
Other expenses, net	其他費用，淨額	8	(488)	(9,933)
Share of results of an associate	應佔一間聯營公司業績		-	(2)
Profit/(loss) before taxation	除稅前溢利／(虧損)	7	65,998	(47,283)
Income tax	所得稅	10	(4,689)	(2,511)
Profit/(loss) for the year	本年度溢利／(虧損)		61,309	(49,794)
Attributable to	歸於			
Equity shareholders of the Company	本公司股份持有人		61,309	(49,543)
Minority interests	少數股東權益		-	(251)
Profit/(loss) for the year	本年度溢利／(虧損)		61,309	(49,794)
Dividends	股息	12		
Interim declared and paid during the year	本年度已宣佈及派發之中期股息		6,007	-
Final proposed after the balance sheet date	結算日後擬派發之末期股息		6,007	-
			12,014	-
Earnings/(loss) per share (2007: restated)	每股盈利／(虧損) (二零零七年：經重列)	13		
Basic (HK cents)	基本(港仙)		11.36	(10.43)
Diluted (HK cents)	攤薄(港仙)		N/A	N/A

The notes on pages 32 to 102 form part of these financial statements.

第32頁至第102頁之附註構成此財務報表之整體部份。



CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 31st March 2008 於二零零八年三月三十一日

		Notes 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、機器及設備	14	23,801	23,035
Prepaid lease payments	租賃預付款項	15	4,583	8,728
Investment properties	投資物業	16	60,579	14,005
Available-for-sale investments	可出售之投資	19	2,180	430
			91,143	46,198
Current assets	流動資產			
Inventories	存貨	20	201,313	70,081
Prepaid lease payments	租賃預付款項	15	71	110
Trade receivables, other receivables, deposits and prepayments	貿易應收賬款、其他應收 賬款、按金及預付款項	21	50,909	37,393
Cash and cash equivalents	現金及現金等值物	22	94,496	118,202
			346,789	225,786
Current liabilities	流動負債			
Trade payables, other payables and accrued charges	貿易應付賬款、其他應付 賬款及應計費用	23	103,905	75,430
Income tax payable	應繳所得稅	24	1,500	1,078
Loan notes	貸款票據	25	-	73,025
			105,405	149,533
Net current assets	流動資產淨額		241,384	76,253
Total assets less current liabilities	總資產減流動負債		332,527	122,451
Non-current liabilities	非流動負債			
Loan notes	貸款票據	25	2,910	-
Rental received in advance	預收租金		2,493	2,568
			5,403	2,568
Net assets	資產淨額		327,124	119,883
Capital and reserves	股本及儲備			
Share capital	股本	26	60,070	33,372
Reserves	儲備	28	267,054	86,511
Total equity attributable to equity shareholders of the Company	本公司股份持有人應佔 總權益		327,124	119,883

Approved and authorised for issue by the Board of Directors on 3rd July 2008 and signed on its behalf by:

於二零零八年七月三日獲董事會通過及授權刊發，並由下列董事代表簽署：

Au Shiu Leung, Alex
區肇良
Director
董事

Eav Ming Keong, Kinson
楊明強
Director
董事

The notes on pages 32 to 102 form part of these financial statements.

第32頁至第102頁之附註構成此財務報表之整體部份。

BALANCE SHEET

資產負債表

於二零零八年三月三十一日 As at 31st March 2008

		Notes 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Non-current assets	非流動資產			
Interest in subsidiaries	於附屬公司之權益	17	-	-
Current assets	流動資產			
Other receivables, deposits and prepayments	其他應收賬款、按金及預付款項	21	110	148
Amounts due from subsidiaries	應收附屬公司款項	18	285,604	139,836
Cash and cash equivalents	現金及現金等值物	22	17,510	2,221
			303,224	142,205
Current liabilities	流動負債			
Other payables and accrued charges	其他應付賬款及應計費用	23	2,278	3,150
Amounts due to subsidiaries	應付附屬公司款項	18	96	15,050
Loan notes	貸款票據	25	-	73,025
			2,374	91,225
Net current assets	流動資產淨額		300,850	50,980
Total assets less current liabilities	總資產減流動負債		300,850	50,980
Non-current liabilities	非流動負債			
Loan notes	貸款票據	25	2,910	-
			2,910	-
Net assets	資產淨額		297,940	50,980
Capital and reserves	股本及儲備			
Share capital	股本	26	60,070	33,372
Reserves	儲備	28	237,870	17,608
Total equity	總權益		297,940	50,980

Approved and authorised for issue by the Board of Directors on 3rd July 2008 and signed on its behalf by:

於二零零八年七月三日獲董事會通過及授權刊發，並由下列董事代表簽署：

Au Shiu Leung, Alex

區肇良

Director

董事

Eav Ming Keong, Kinson

楊明強

Director

董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

		Attributable to equity shareholders of the Company 歸屬於本公司股份持有人									
		Share capital	Share premium	Revaluation reserve	Exchange reserve	Capital reserve	Contributed surplus	Accumulated losses	Total	Minority interest	Total
		股本	股份溢價	重估儲備	匯兌儲備	資本儲備	繳入盈餘	累積虧損	總額	少數股東權益	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Balance at 1st April 2006	於二零零六年四月一日結餘	333,719	84	242	568	252,381	-	(417,345)	169,649	321	169,970
Exchange differences on translation of financial statements of overseas subsidiaries	海外附屬公司財務報表之匯兌差額	-	-	-	94	-	-	-	94	(70)	24
Disposal of subsidiaries	出售附屬公司	-	-	-	(317)	-	-	-	(317)	-	(317)
Loss for the year	本年度虧損	-	-	-	-	-	-	(49,543)	(49,543)	(251)	(49,794)
Total income and expenses recognised for the year	本年已確認之收入及開支總額	-	-	-	(223)	-	-	(49,543)	(49,766)	(321)	(50,087)
Capital reduction	削減股本	(300,347)	-	-	-	-	300,347	-	-	-	-
Set off against accumulated losses	撇銷累計虧損	-	-	-	-	-	(282,823)	282,823	-	-	-
Balance at 31st March 2007	於二零零七年三月三十一日結餘	33,372	84	242	345	252,381	17,524	(184,065)	119,883	-	119,883
Balance at 1st April 2007	於二零零七年四月一日結餘	33,372	84	242	345	252,381	17,524	(184,065)	119,883	-	119,883
Exchange differences on translation of financial statements of overseas subsidiaries	海外附屬公司財務報表換算之匯兌差額	-	-	-	16,014	-	-	-	16,014	-	16,014
Profit for the year	本年度溢利	-	-	-	-	-	-	61,309	61,309	-	61,309
Total income and expense recognised for the year	本年已確認之收入及開支總額	-	-	-	16,014	-	-	61,309	77,323	-	77,323
Dividend paid	已付股息	-	-	-	-	-	-	(6,007)	(6,007)	-	(6,007)
Issue of shares (Note 26)	發行股份 (附註26)	26,698	80,092	-	-	-	-	-	106,790	-	106,790
Revaluation on properties (Note 16(b))	重估物業 (附註16(b))	-	-	31,320	-	-	-	-	31,320	-	31,320
Share issue expenses	股份發行之費用	-	(2,185)	-	-	-	-	-	(2,185)	-	(2,185)
Balance at 31st March 2008	於二零零八年三月三十一日結餘	60,070	77,991	31,562	16,359	252,381	17,524	(128,763)	327,124	-	327,124

The notes on pages 32 to 102 form part of these financial statements.

第32頁至第102頁之附註構成此財務報表之整體部份。

CONSOLIDATED CASH FLOW STATEMENT

綜合現金流量表

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

		Note 附註	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
NET CASH (USED IN)/GENERATED FROM OPERATING ACTIVITIES	(動用)／產生於經營業務之現金淨額	29	(35,175)	659
INVESTING ACTIVITIES	投資業務			
Purchases of properties, plant and equipment	添置物業、機器及設備		(13,699)	(7,491)
Purchases of available-for-sale investments	購買可供出售投資		(1,750)	-
Interest received from short-term bank deposits	已收短期銀行存款利息		3,294	2,851
Other interest income received	已收其他利息收入		972	906
Disposal of interest in subsidiaries	出售附屬公司權益		-	(181)
NET CASH USED IN INVESTMENT ACTIVITIES	已動用於投資業務之現金淨額		(11,183)	(3,915)
FINANCING ACTIVITIES	融資活動			
Net proceeds from issue of shares by way of open offer	以公開發售方式發行股份所得款項淨額		104,605	-
Interest and premium paid on loan notes	已付貸款票據利息及溢價		(11,298)	(542)
Redemption of loan notes	贖回貸款票據		(59,027)	-
Dividend paid	已付股息		(6,007)	-
NET CASH GENERATED FROM/(USED IN) IN FINANCING ACTIVITIES	產生／(動用)於融資活動現金淨額		28,273	(542)
DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值物減少		(18,085)	(3,798)
CASH AND CASH EQUIVALENT AT BEGINNING OF THE YEAR	年初現金及現金等值物		118,202	117,242
EXCHANGE DIFFERENCES ON CASH AND CASH EQUIVALENTS	現金及現金等值物匯兌差額		(5,621)	4,758
CASH AND CASH EQUIVALENT AT THE END OF THE YEAR	年終現金及現金等值物		94,496	118,202
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值物結餘分析			
Short-term bank deposits	短期銀行存款		36,208	62,304
Cash at bank and on hand	銀行存款及手頭現金		58,288	55,898
			94,496	118,202

The notes on pages 32 to 102 form part of these financial statements

第32頁至第102頁之附註構成此財務報表之整體部份。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

1. GENERAL

Asia Commercial Holdings Limited (the “Company”) is an investment holding company. Its subsidiaries are principally engaged in trading and retailing of watches and property leasing.

The Company is a limited liability company incorporated in Bermuda and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information to the annual report.

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

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

The financial statements of the Company have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations, issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong, and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities (“Listing Rules”) on the Stock Exchange. The financial statements have been prepared under the historical cost convention, as modified by the revaluation of buildings, available-for-sale financial assets, financial assets and financial liabilities (including derivative instruments) at fair value through profit and loss and investment properties.

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise their judgment in the process of applying the Company’s accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements as disclosed in Note 3.

1. 一般事項

冠亞商業集團有限公司(「本公司」)為一間投資控股公司。本公司之主要附屬公司主要從事鐘錶貿易及零售以及物業租賃。

本公司為一間在百慕達註冊成立之股份有限公司，其股份於香港聯合交易所有限公司(「聯交所」)上市。本公司之註冊辦事處為及主要營業地點於本年報公司資料內披露。

除非另外說明，否則本財務報表乃以千港元(「千港元」)呈列。本財務報表已於二零零八年七月三日由董事會批准發佈。

2. 主要會計政策

(a) 合規聲明

本財務報表乃根據所有適用香港財務報告準則(「香港財務報告準則」)，包括香港會計師公會(「香港會計師公會」)頒佈之所有適用之個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋，香港公認之會計原則、香港公司條例規定之披露要求，以及香港聯合交易所有限公司證券上市規則之適用披露規定而妥為編製。財務報表乃根據歷史成本法編製，並就樓宇重估、可供出售金融資產、以公允值釐定損益之金融資產及負債(包括衍生工具)及投資物業予以修訂。

在按照香港財務報告準則編製財務報表需採用若干關鍵會計估計。管理層會在應用本集團之會計政策過程中作出判斷。涉及較複雜判斷或複雜性之範疇或假設及估計對綜合財務報表而言屬重要之範疇載於附註3。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Statement of compliance (Continued)

In the current year, the Group has adopted, for the first time, the following new standards, amendments to existing standards and interpretations issued by the HKICPA, which are effective for the Group's financial year beginning on 1st April 2007.

HKAS 1 (Amendment)	Capital Disclosures
HKFRS 7	Financial Instruments: Disclosures
HK(IFRIC) – INT 7	Applying the Restatement Approach under HKAS 29 Financial Reporting in Hyperinflationary Economies
HK(IFRIC) – INT 8	Scope of HKFRS 2
HK(IFRIC) – INT 9	Reassessment of Embedded Derivatives
HK(IFRIC) – INT 11	HKFRS 2 – Group and Treasury Share Transactions

The adoption of these new standards, amendments to existing standards and interpretations had no material effect on the results and financial position for the current or prior accounting years. Accordingly, no prior period adjustment is required.

As a result of the adoption of HKFRS 7, the financial statements include expanded disclosure about the significance of the Group's financial instruments and the nature and extent of risks arising from those instruments, compared with the information previously required to be disclosed by HKAS 32, Financial instruments: Disclosure and presentation. These disclosures are provided throughout these financial statements, in particular in Note 4.

The amendment to HKAS 1 introduces additional disclosure requirements to provide information about the level of capital and the Group's and the Company's objectives, policies and processes for managing capital. These new disclosures are set out in Note 4(b).

2. 主要會計政策(續)

(a) 合規聲明(續)

於本年度，本集團首次採納香港會計師公會所頒佈下列之新準則、現有準則之修訂及詮釋，該等準則、修訂及詮釋對本集團於二零零七年四月一日開始之財政年度生效。

香港會計準則第1號 (修訂)	股本披露
香港財務報告準則第7號	金融工具：披露
香港(國際財務報告詮釋委員會)–詮釋第7號	根據香港會計準則第29號「惡性通貨膨脹經濟中之財務報表採用重列法」
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號之範疇
香港(國際財務報告詮釋委員會)–詮釋第9號	內含衍生工具之重新估價
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 –集團及庫存股票交易

採納新準則、現有準則之修訂及詮釋並無對本會計年度或過往會計年度之業績及財務狀況構成任何重大影響，故無須作出前期調整。

因採納香港財務報告準則第7號，與香港會計準則第32條「金融工具：披露及呈列」原先規定須予以披露之資料相比，財務報表會加強披露包括有關本集團金融工具之重要性及該等工具之性質以及產生風險之程度之事項。該等披露事項貫穿於該等財務報表，尤其是附註4。

香港會計準則第1號(修訂)之額外披露規定要求提供股本水平以及本集團及本公司管理股本之目標、政策及過程。該等新披露載於附註4(b)。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Statement of compliance (Continued)

The Group and the Company have not early adopted the following new standards, amendments to existing standards and interpretations that have been issued but not yet effective for the financial year ended 31st March 2008.

HKAS 1 (Revised)	Presentation of Financial Statements ¹
HKAS 23 (Revised)	Borrowing Cost ¹
HKAS 27 (Revised)	Consolidated and Separate Financial Statements ⁴
HKFRS 2 (Amendment)	Vesting Conditions and Cancellations ¹
HKFRS 3 (Revised)	Business Combinations ⁴
HKFRS 8	Operating Segment ¹
HK(IFRIC) – INT 12	Service Concession Arrangements ²
HK(IFRIC) – INT 13	Customer Loyalty Programmes ³
HK(IFRIC) – INT 14	HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction ²

¹ Effective for annual periods beginning on or after 1st January 2009.

² Effective for annual periods beginning on or after 1st January 2008.

³ Effective for annual periods beginning on or after 1st July 2008.

⁴ Effective for annual periods beginning on or after 1st July 2009.

The directors of the Company anticipate that the application of these standards or interpretations will have no material impact on the results and the financial position of the Group and the Company.

2. 主要會計政策(續)

(a) 合規聲明(續)

本集團及本公司並無提早採用下列已頒佈但於截至二零零八年三月三十一日止財政年度止未正式生效之新準則、現有準則之修訂及詮釋。

香港會計準則第1號 (經修訂)	財務報表之呈列 ¹
香港會計準則第23號 (經修訂)	借貸成本 ¹
香港會計準則第27號 (經修訂)	綜合及獨立財務報表 ⁴
香港財務報告準則第2號 (修訂)	以股份為基礎的付款 — 歸屬條件及註銷 ¹
香港財務報告準則第3號 (經修訂)	企業合併 ⁴
香港財務報告準則第8號	經營分部 ¹
香港(國際財務報告詮釋 委員會)– 詮釋第12號	服務特許安排 ²
香港(國際財務報告詮釋 委員會)– 詮釋第13號	客戶忠誠計劃 ³
香港(國際財務報告詮釋 委員會)– 詮釋第14號	香港財務報告準則第19號 — 界定福利資產的限制、最低 資金要求及相互的關係 ²

¹ 於二零零九年一月一日或其後開始之年度期間生效。

² 於二零零八年一月一日或其後開始之年度期間生效。

³ 於二零零八年七月一日或其後開始之年度期間生效。

⁴ 於二零零九年七月一日或其後開始之年度期間生效。

本公司董事預計，應用該等準則或詮釋不會對本集團及本公司之業績及財務狀況構成重大影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31st March 2008 comprise the Company and its subsidiaries.

(i) Subsidiaries

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases.

Intra-group balances and transactions and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Minority interests represent the portion of the net assets of subsidiaries attributable to equity interests that are not owned by the Company, whether directly or indirectly through subsidiaries, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. Minority interests are presented in the consolidated balance sheet within equity, separately from equity attributable to the equity shareholders of the Company. Minority interests in the results of the Group are presented on the face of the consolidated income statement as an allocation of the total profit or loss for the year between minority interests and the equity shareholders of the Company.

Where losses applicable to the minority exceed the minority's interest in the equity of a subsidiary, the excess, and any further losses applicable to the minority, are charged against the Group's interest except to the extent that the minority has a binding obligation to, and is able to, make additional investment to cover the losses. If the subsidiary subsequently reports profits, the Group's interest is allocated all such profits until the minority's share of losses previously absorbed by the Group has been recovered.

2. 主要會計政策(續)

(b) 編製財務報表基準

截至二零零八年三月三十一日止年度之綜合財務報表包括本公司及其附屬公司。

(i) 附屬公司

附屬公司乃本集團所控制之公司。倘本集團有權管理公司之財務及經營政策，從其業務中獲益，則該附屬公司被視為受控制。在評估該附屬公司是否受控制時，計及現時可予行使之潛在投票權。

於受控制附屬公司的投資由控制開始當日至控制終止當日在綜合財務報表中綜合計算。

集團內部往來的結餘和交易，以及集團內部交易所產生的任何未變現溢利，會在編製綜合財務報表時全數抵銷。集團內部交易所引致未變現虧損的抵銷方法與未變現收益相同，但抵銷額只限於沒有證據顯示已出現減值的部分。

少數股東權益是指，無論是直接或間接透過附屬公司，非由公司擁有的應佔附屬公司淨資產的權益部分，而集團未與該權益持有者達成任何附加協議，致令集團整體上對該等權益產生符合金融負債定義的法定義務。少數股東權益在綜合資產負債表內的股東權益列示，但與公司股東應佔權益分開。少數股東權益佔集團年度內總盈利或虧損在綜合收益表賬面以分配為少數股東權益及公司股東應佔權益形式呈報。

倘少數股東應佔虧損超出少數股東於附屬公司應佔權益，超出的部份及該等少數股東權益應佔的任何進一步虧損將在本集團的權益中扣除，除非少數股東有具約束力的責任及有能力增加投資彌補虧損則作別論。倘該附屬公司之後錄得溢利，全部此等溢利均撥歸本集團，直至本集團之前承擔之少數股東權益虧損已悉數收回為止。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Basis of preparation of the financial statements (Continued)

(i) Subsidiaries (Continued)

In the Company's balance sheet, an investment in a subsidiary is stated at cost less impairment losses, unless the investment is classified as held for sale.

(ii) Associates

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

An investment in an associate is accounted for in the consolidated financial statements under the equity method and is initially recorded at cost and adjusted thereafter for the post acquisition change in the Group's share of the associate's net assets, unless it is classified as held for sale. The consolidated income statement includes the Group's share of the post-acquisition, post-tax results of the associates for the year, including any impairment loss on goodwill relating to the investment in associates recognised for the year.

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal and constructive obligations or made payments on behalf of the associate. For this purpose, the Group's interest in the associate is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associate except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

2. 主要會計政策(續)

(b) 編製財務報表基準(續)

(i) 附屬公司(續)

於本公司之資產負債表，附屬公司之投資以成本扣除減值虧損入賬，惟投資歸類為持作出售之情況例外。

(ii) 聯營公司

聯營公司乃本集團或本公司對其有重大影響之公司，但並未控制或共同控制其管理，包括參與其財務或經營政策決策。

於聯營公司之投資乃按權益法於綜合財務報表內初步按成本入賬，之後按於收購後本集團應佔該聯營公司淨資產之變化而作調整，除非該項投資被歸類為持作出售。綜合收益表包括本集團收購聯營公司後應佔其年內之除稅後業績，包括於年內就該等投資確認之任何商譽減值虧損。

倘本集團應佔之虧損超過其於該聯營公司之權益，則本集團之權益將扣減至零並停止再確認進一步虧損，除非本集團有法律或推定責任，或須代表該聯營公司付款才須確認該等進一步之虧損。就此而言，本集團於聯營公司之權益乃按權益法就該等投資釐定之賬面值，並實際計入構成本集團於該等聯營公司之淨投資中之長期權益。

本集團與其聯營公司之間之交易產生之未實現利潤或虧損，以本集團於該等聯營公司之權益為限作對銷，除非未實現虧損提供有關被轉讓資產減值之證據，在此情況下，未實現盈虧即時於損益確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Basis of preparation of the financial statements (Continued)

(iii) Goodwill

Goodwill represents the excess of the cost of a business combination or an investment in an associate over the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities.

Goodwill is stated at cost less accumulated impairment losses. Goodwill is allocated to cash-generating units and is tested annually for impairment (see note 2(g)). In respect of associates, the carrying amount of goodwill is included in the carrying amount of the interest in the associates.

Any excess of the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of a business combination or an investment in an associate is recognised immediately in profit or loss.

On disposal of a cash-generating unit or an associate during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

(c) Other investments in equity securities

The Group's and the Company's policies for investments in equity securities, other than investments in subsidiaries and associates, are as follows:

Investments in equity securities are initially stated as cost, which is their transaction price unless fair value can be more reliably estimated using valuation techniques whose variables include only data from observable markets. Cost includes attributable transaction costs, except where indicated otherwise below. These investments are subsequently accounted for as follows, depending on their classification:

- Investments in equity securities that do not have a listed market price in an active market and whose fair value cannot be reliably measured are recognised in the balance sheet at cost less impairment losses.

2. 主要會計政策(續)

(b) 編製財務報表基準(續)

(iii) 商譽

商譽指業務合併成本或於聯營公司之投資超過本集團於被收購者可識別資產、負債及或然負債之公允淨值內之權益。

商譽按成本減累計減值虧損列賬。商譽分配至現金產生單位，並每年進行減值測試(見附註2(g))。就聯營公司而言，商譽之賬面值已計入聯營公司權益之賬面值內。

任何本集團於被收購人可識別資產、負債及或然負債之公允淨值內之權益超出業務合併成本或於聯營公司之投資之金額須即時於損益確認。

年內出售現金產生單位或聯營公司時，任何所購商譽之應佔款項須計入出售損益之計算。

(c) 其他於股本證券之投資

本集團及本公司於股本證券投資之政策(於附屬公司及聯營公司之投資除外)如下：

股本證券投資初次按成本列賬，此乃其交易價格，除非公允值可使用更可靠之估值技術(其變量僅包括來自可觀察市場之數據)。除下文所指外，成本包括應佔交易成本。該等投資其後按彼等之分類入賬如下：

- 股本證券投資於活躍市場並無上市市場價格，而其公允值不能可靠計量，則於資產負債表內按成本減減值虧損入賬。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Other investments in equity securities (Continued)

- Other investments in securities which are not held for trading are classified as available-for-sale equity securities. At each balance sheet date the fair value is remeasured, with any resultant gain or loss being recognised directly in equity. Dividend income from these investments is recognised in profit or loss in accordance with the policy set out in Note 2(o). When these investments are derecognised or impaired (see Note 2(g)), the cumulative gain or loss previously recognised directly in equity is recognised in profit or loss.

Investments are recognised/derecognised on the date the Group and/or the Company commits to purchase/sell the investments or when they expire.

(d) Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest (see Note 2(f)) to earn rental income and/or for capital appreciation.

Investment properties are stated in the balance sheet at fair value. Any gain or loss arising from a change in fair value or from the retirement or disposal of an investment property is recognised in profit or loss. Rental income from investment properties is accounted for as described in Note 2(o).

When the Group holds a property interest under an operating lease to earn rental income and/or for capital appreciation, the interest is classified and accounted for as an investment property on a property-by-property basis. Any such property interest which has been classified as an investment property is accounted for as if it were held under a finance lease (see Note 2(f)), and the same accounting policies are applied to that interest as are applied to other investment properties leased under finance leases. Lease payments are accrued for as described in Note 2(f).

(e) Other property, plant and equipment

The following items of property, plant and equipment are stated in the balance sheet at cost less accumulated depreciation and impairment losses:

- buildings held for own use which are situated on leasehold land, where the fair value of the building could be measured separately from the fair value of the leasehold land at the inception of lease (see Note 2(f));
- freehold land; and
- other items of plant and equipment.

2. 主要會計政策(續)

(c) 其他於股本證券之投資(續)

- 其他於證券非持有作出售用途之投資，分類為可供出售股本證券。於各結算日，公允值須重新計量，任何產生之損益直接於權益中確認。該等投資之股息收入根據附註2(o)所載之政策於損益內確認。倘該等投資終止確認或減值(見附註2(g))，則先前直接於權益中確認之累積收益或虧損須於損益內入賬。

於本集團及／或本公司承諾購買或出售投資或投資期限屆滿時，投資須確認或終止確認。

(d) 投資物業

投資物業乃擁有或以租賃權益(見附註2(f))持有作為賺取租金收入及或資本升值之土地及樓宇。

投資物業按公允值於資產負債表內入賬。任何因公允值變動或因報廢或出售某項投資物業所產生之收益或虧損均於損益內確認。投資物業的租金收入按附註2(o)所述入賬。

倘本集團以經營租賃持有物業權益以賺取租金收入或為資本增值，有關權益會按每項物業基準劃歸為投資物業。劃歸為投資物業之任何物業權益之入賬方式與以融資租賃(見附註2(f))持有之權益相同，且其適用之會計政策也與以融資租賃出租之其他投資物業相同。租賃款項如附註2(f)內所述計入。

(e) 其他物業、機器及設備

下列物業、機器及設備之項目乃按成本值減累計折舊及減值虧損於資產負債表中呈列：

- 位於租賃土地之持有作自用之樓宇，於建立租賃時(見附註2(f))，樓宇之公允值可與租賃土地之公允值分開計算；
- 永久業權土地；及
- 其他機器及設備項目。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(e) Other property, plant and equipment (Continued)

If an item of property becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in revaluation reserve. On the subsequent sale or retirement of the asset, the relevant revaluation reserve will be transferred directly to retained profits.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal. Any related revaluation surplus is transferred from the revaluation reserve to retained profits.

(f) Leased assets

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

(i) Classification of assets held by the Group

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

- property held under operating leases that would otherwise meet the definition of an investment property is classified as an investment property on a property-by-property basis and, if classified as an investment property, is accounted for as if held under a finance lease (see Note 2(d)); and
- land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease. For these purposes, the inception of the lease is the time that the lease was first entered into by the Group, or taken over from the previous lessee.

2. 主要會計政策(續)

(e) 其他物業、機器及設備(續)

倘物業因使用狀況有變(即不再由業主自用)而列為投資物業,則該項目賬面值與於轉讓日期之公允值之差額於重估儲備中確認。其後當該資產出售或停用時,有關重估儲備將直接轉撥至保留溢利。

報廢或出售物業、機器及設備項目所產生之盈虧釐定為出售所得款項淨額與項目賬面值間之差額,並於報廢或出售當日於損益內確認。任何相關重估盈餘自重估儲備轉撥至保留溢利。

(f) 租賃資產

倘本集團決定於協定期內將特定資產使用權讓以換取一筆或一連串款項之安排,包括一項交易或一連串交易之該項安排屬於或包括一項租賃。該項決定乃基於安排內容之實質評估而作出,而不論該項安排是否採取租賃之法律形式。

(i) 本集團持有資產之分類

對於本集團以租賃方式持有之資產,如租賃使擁有權之絕大部分風險及回報已轉移至本集團,有關之資產便會分類為以融資租賃持有;如租賃不會使擁有權之絕大部分風險和回報轉移至本集團,則分類為經營租賃,惟例外情況如下:

- 經營租賃項下持有之物業,倘符合投資物業之定義,則按個別物業之基準分類為投資物業,倘被分類為投資物業,則按融資租約項下持有之物業入賬(見附註2(d));及
- 土地以經營租賃持作自用,但無法在租賃開始時將其公允價值與建於其上的建築物的公允價值分開計量的土地是按融資租賃持有方式入賬;但清晰地以經營租賃持有的建築物除外。就此而言,租賃的開始時間是指本集團首次訂立租約時,或自前承租人接收建築物時。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Leased assets (Continued)

(ii) Assets acquired under finance leases

Where the Group acquires the use of assets under finance leases, the amounts representing the fair value of the leased asset, or if lower, the present value of the minimum lease payments, of such assets are included in fixed assets and the corresponding liabilities, net of finance charges, are recorded as obligations under finance leases. Depreciation is provided at rates which write off the cost or valuation of the assets over the term of the relevant lease or, where it is likely the Group will obtain ownership of the asset, the life of the asset, as set out in Note 14(b). Impairment losses are accounted for in accordance with the accounting policy as set out in Note 2(g). Finance charges implicit in the lease payments are charged to profit or loss over the period of the leases so as to produce an approximately constant periodic rate of charge on the remaining balance of the obligations for each accounting period. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

(iii) Operating lease charges

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

The cost of acquiring land held under an operating lease is amortised on a straight-line basis over the period of the lease term except where the property is classified as an investment property (see Note 2(d)).

2. 主要會計政策(續)

(f) 租賃資產(續)

(ii) 以融資租賃收購之資產

若本集團以融資租賃收購資產使用權，租賃資產之公允值數額或最低租賃金額之現值之較低者，將列入固定資產及相關負債(扣除融資費用)並列作融資租賃責任。折舊為於相關租賃有效期間或資產可用期限之期間(若本公司或本集團將取得資產所有權)，按撇銷資產成本或估值之比率計算(見附註14(b))。減值虧損按附註2(g)所載之會計政策計算。租賃金額所包含之融資費用將於租賃期間計入損益，使各會計期間對責任結餘以相若之固定期間比率扣減。或然租金於其產生之會計期間內自損益扣除。

(iii) 經營租賃費

倘本集團根據經營租賃使用資產，則根據租賃作出的付款將於租賃期所涵蓋的會計期間內以等額分期於損益中支銷；除非有其他基準能更反映租賃資產所產生之收益模式則除外。已收租賃下的獎賞在損益中確認為租賃淨付款總額的組成部份。或有租金在其產生的會計期間內報銷為開支。

以經營租賃持有土地的收購成本是按直線法在租賃期內攤銷，但劃歸為投資物業的物業除外(見附註2(d))。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Impairment of assets

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

Investments in equity securities (other than investments in subsidiaries and associates (see Note 2(g)(ii)) and other current and non-current receivables that are stated at cost or amortised cost or are classified as available-for-sale equity securities are reviewed at each balance sheet date to determine whether there is objective evidence of impairment. Objective evidence of impairment includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtors;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

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

- For unlisted equity securities carried at cost, impairment loss is measured as the difference between the carrying amount of the financial asset and the estimated future cash flows, discounted at the current market rate of return for a similar financial asset where the effect of discounting is material. Impairment losses for equity securities are not reversed.

2. 主要會計政策(續)

(g) 資產減值

(i) 股本證券投資及其他應收賬款減值

股本證券投資(除投資於附屬公司及聯營人士外)(見附註2(g)(ii))及其他流動及非流動應收賬款以成本或攤銷成本列賬或分類為可供出售股本證券投資於每個結算日作出檢討以釐定是否有減值之客觀證據。減值之客觀證據包括有下列一項或多項虧損事項引起本集團關注之客觀數據:

- 債務人之重大財政困難;
- 違約,如逾期支付或拖欠利息或本金還款;
- 債務人有可能破產或進行財務重組;
- 技術、市場、經濟或法律環境之重大變動對債務人產生不利影響;及
- 於股本工具投資之公允值出現顯著及持續下降並低於其成本。

如存在任何證據,減值虧損釐定及確認如下:

- 就非上市之股本證券按成本列賬,減值虧損乃根據金融資產之賬面值及以相類同金融資產按現時市場之回報率折現預期未來現金流量的現值(當折現之影響為重大時)之差異計算。股本證券之減值虧損不可撥回。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Impairment of assets (Continued)

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

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

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

- For available-for-sale equity securities, the cumulative loss that has been recognised directly in equity is removed from equity and is recognised in profit or loss. The amount of the cumulative loss that is recognised in profit or loss is the difference between the acquisition cost (net of any principal repayment and amortisation) and current fair value, less any impairment loss on that asset previously recognised in profit or loss.

Impairment losses recognised in profit or loss in respect of available-for-sale equity securities are not reversed through profit or loss. Any subsequent increase in the fair value of such assets is recognised directly in equity.

2. 主要會計政策(續)

(g) 資產減值(續)

(i) 股本證券投資及其他應收賬款減值(續)

- 貿易應收賬款及其他金融資產以攤銷成本列賬，減值虧損乃根據資產之賬面值及金融資產原實際之利率(即該等資產於首次確認時計算之實際利率)折現預期未來現金流量現值(當折現之影響為重大時)之差異計算。按攤銷成本列賬之金融資產具備類似之風險特徵(例如類似之逾期情況及並未單獨被評估為出現減值)，此等資產會一併進行評估。金融資產之未來現金流量現值與該組被評估資產具根據有類似信貸風險特徵資產之過往虧損情況一同減值。

倘於其後減值虧損金額有所減少，而客觀上與確認減值虧損後發生之事件有關，有關減值虧損會撥回損益。減值虧損之撥回不應導致資產之賬面值超過其在過去年度沒有確認任何減值虧損而應已釐定之金額。

- 就可供出售股本證券而言，直接於權益確認之累計虧損將會從權益內撥回，並於損益內確認。於損益內確認之累計虧損乃收購成本(扣除任何本金還款及攤銷)與即期公平值之間之差額，減去該資產先前於損益內確認的減值虧損。

已於損益內確認之可供出售股本證券減值虧損並不能撥回損益。其後該資產公平值之任何增加須直接在權益內確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Impairment of assets (Continued)

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

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

(ii) Impairment of other assets

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

- property, plant and equipment;
- prepaid lease payments;
- investments in subsidiaries and associates (except for those classified as being held for sale); and
- goodwill.

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill, the recoverable amount is estimated annually whether or not there is any indication of impairment.

- Calculation of recoverable amount

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

2. 主要會計政策(續)

(g) 資產減值(續)

(i) 股本證券投資及其他應收賬款減值(續)

減值虧損直接於相應之資產撇銷，惟就貿易應付賬款(於貿易應收賬款及其他應付賬款內列值)確認之減值虧損除外，其金額之可收回性視為保留但並非不可能。在此情況下，呆賬之減值虧損使用撥備賬記錄。倘本集團認為收回金額可能性甚微，視為不可收回之金額會於貿易應付賬款及其他應付賬款中直接對銷，而撥備賬內關於該債務之任何金額會獲撥回。過去於撥備賬入賬之金額尚在其後收回，會於撥備賬內撥回。撥備賬之其他變動及先前直接撇銷之金額於其後收回，均於損益中確認。

(ii) 其他資產減值

於每個結算日均對內部及外間資訊進行檢討，以識別下列資產是否已出現減值虧損或，除商譽外之前已確認之減值虧損是否已不存在或減少：

- 物業、機器及設備；
- 租賃預付費用；
- 投資於附屬公司及聯營公司(歸類為持作出售除外)；及
- 商譽。

倘出現任何減值虧損跡象，則須估計有關資產之可收回金額。此外，就商譽而言，每年估計可收回金額是否存在任何減值跡象。

- 計算可收回金額

資產的可收回金額為其銷售淨價及其使用價值兩者中之較高者。評估使用價值時是以除稅前之折扣率計算預計未來之現金流量的現值，而該折扣率反映當時市場對金錢價值之評估及該項資產的特有風險。如某類資產產生之現金流入不能獨立於其他資產所產生之現金流量，可收回金額按最細資產組合(即現金產生單位)所產生之獨立現金流量計算。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Impairment of assets (Continued)

(ii) Impairment of other assets (Continued)

- Recognition of impairment losses

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

- Reversals of impairment losses

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

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

(iii) Interim financial reporting and impairment

Under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the Group is required to prepare an interim financial report in compliance with HKAS 34, "Interim financial reporting", in respect of the first six months of the financial year. At the end of the interim period, the Group applies the same impairment testing, recognition, and reversal criteria as it would at the end of the financial year.

Impairment losses recognised in an interim period in respect of goodwill, available-for-sale equity securities and unquoted equity securities carried at cost are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

2. 主要會計政策(續)

(g) 資產減值(續)

(ii) 其他資產減值(續)

- 確認減值虧損

倘某項資產或其所屬之現金產生單位之賬面值超過其可收回金額，便於收益內確認減值虧損。以現金產生單位確認之減值虧損，首先減少已分配至該現金產生單位之任何商譽之賬面值，然後按比例減少該單位(或該組單位)內資產之賬面值，惟資產之賬面值不得減少至低於其個別公允值減出售成本，或使用價值(倘可釐定)。

- 撥回減值虧損

對除商譽以外之資產，若用以釐定可收回金額之評估因素產生有利變動，減值虧損將予撥回。有關商譽之減值虧損不予撥回。

撥回之減值虧損以假設並無於過往年度確認減值虧損而應已釐定之資產賬面值為限。撥回之減值虧損於確認撥回之年度內計入損益。

(iii) 中期財務報告及減值

根據香港聯合交易所有限公司證券上市規則，本集團須遵照香港會計準則第34號「中期財務報告」編製有關財政年度首六個月之中期財務報告。於中期期末，本集團採用等同年底之減值測試、確認、及撥回標準。

於中期期間就按成本值入賬之商譽、可供出售股本證券投資及非上市證券投資確認之減值虧損未有於下一期轉回。假設有關於中期期間之減值評估於該財政年度終結時進行，即使並無確認虧損，或虧損屬輕微，皆採用以上相同處理方法。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Inventories

Inventories are carried at the lower of cost and net realisable value. Cost is determined on a first-in, first-out basis.

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

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

(i) Financial instruments

Financial assets and financial liabilities are recognised on the balance sheet when the Group becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

2. 主要會計政策(續)

(h) 存貨

存貨以成本及可變現淨值之較低者列賬。成本以先進先出法計算。

可變現淨值指正常業務過程中估計售價減估計完成成本及估計銷售成本。

於出售存貨時，此等存貨之賬面值即於相關收入確認之期間確認為開支。任何存貨撇減至可變現淨值及所有存貨虧損均將於撇減或虧損產生期間確認為開支。由於可變現淨值增加導致存貨撇減之任何撥回之金額乃於撥回產生期間在存貨確認之開支金額內確認為一項扣減。

(i) 金融工具

當集團公司成為工具合約條文之訂約方時，則於資產負債表內確認金融資產及金融負債。金融資產及金融負債最初以公允值入賬。收購或發行金融資產及金融負債(透過損益按公允值處理之金融資產及金融負債除外)直接應佔之交易成本，將於初步確認時自金融資產及金融負債之公允值內扣減。

透過損益按公允值處理之金融資產或金融負債直接應佔之交易成本乃即時於損益內確認。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Financial instruments (Continued)

Financial assets

The Group's financial assets are classified as financial assets at fair value through profit or loss, loans and receivables and available-for-sale financial assets. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place. The accounting policies adopted in respect of each category of financial assets are set out below.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss has two subcategories, including financial assets held-for-trading and those designated at fair value through profit or loss on initial recognition. At each balance sheet date subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised directly in profit or loss in the period in which they arise.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At each balance sheet date subsequent to initial recognition, loans and receivables (including trade and other receivables, loan receivables and bank deposits) are carried at amortised cost using the effective interest method, less any identified impairment losses (see Note 2(g)(i)).

2. 主要會計政策(續)

(i) 金融工具(續)

金融資產

本集團之金融資產歸類為透過損益按公允價值處理之金融資產、貸款及應收賬款以及可出售之金融資產。所有以正常購買方式購入之金融資產均按交易日基準確認或終止確認。正常購買或銷售乃指須按市場規定或慣例設定之時間段內交付之金融資產買賣。就每類金融資產所採用之會計政策刊載如下。

透過損益按公允價值處理之金融資產

透過損益按公允價值處理之金融資產包括持作交易用途之金融資產。於首次確認後每個結算日，透過損益按公允價值處理之金融資產乃以公允價值計量，而公允價值之變化則在其發生期間之損益中直接予以確認。

貸款及應收賬款

貸款及應收賬款為並無於活躍市場報價的固定或可釐定付款之非衍生金融資產。於首次確認後每個結算日，貸款及應收賬款(包括貿易及其他應收賬款、應收貸款及銀行存款)採用實際利率法按攤銷成本呈列，並扣減任何已辨認減值虧損(見附註2(g)(i))。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Financial instruments (Continued)

Available-for-sale financial assets

Non-derivative financial assets which do not fall into any of the above categories are classified as available-for-sale financial assets and are initially recognised at fair value plus transaction costs. At each balance sheet date, the fair value is remeasured, with any resultant gain or loss being recognised directly in equity, except for impairment losses. When these financial assets are derecognised or impaired, the cumulative gain or loss previously recognised directly in equity is recognised in the profit or loss.

For available-for-sale equity financial assets, an impairment loss is not reversed through the income statement. Any subsequent increase in the fair value of such assets is recognised directly in equity.

For available-for-sale debt financial assets, reversal of an impairment loss is recognised in the profit or loss.

Financial liabilities and equity

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

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

Other financial liabilities

Other financial liabilities including borrowings, other payables and balances with group companies are initially recognised at fair value and are subsequently measured at amortised cost, using the effective interest rate method.

2. 主要會計政策(續)

(i) 金融工具(續)

可出售之金融資產

不屬於任何上述類別之非衍生金融資產分類的可供出售金融資產，初步按公允值加交易成本確認。於各結算日，公允值須重新計量，任何損益直接於權益中確認，惟減值虧損除外。當該等金融資產在取消確認或減值時，過往直接於權益中確認之累計收益或虧損將於損益內確認。

就可供出售股本金融資產而言，減值虧損不會透過收益表撥回。任何該等資產公允值其後之增加直接於權益中確認。

就可供出售債務金融資產而言，減值虧損之撥回直接於損益內確認。

金融負債及股本

本集團所發行之金融負債及股本工具按所定立合約安排之實際內容及金融負債與股本工具之定義分類。

股本工具

股本工具為本集團經扣除所有其負債後其資產中所剩餘權益之任何合約。本公司所發行之股本工具乃按已收取之所得款項扣除直接發行成本入賬。

其他金融負債

其他金融負債包括與集團公司之借貸、其他應付賬款及結餘，乃最初按公允值確認，其後採用實際利率法按攤銷成本計算。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(i) Financial instruments (Continued)

Derecognition

Financial assets are derecognised when the rights to receive cash flows from the assets expire or, the financial assets are transferred and the Group has transferred substantially all the risks and rewards of ownership of the financial assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and the cumulative gain or loss that had been recognised directly in equity is recognised in profit or loss.

For financial liabilities, they are removed from the Group's balance sheet when, and only when, it is extinguished (i.e. when the obligation specified in the relevant contract is discharged, cancelled or expires). The difference between the carrying amount of the financial liability derecognised and the consideration paid or payable is recognised in profit or loss.

(j) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions; and short-term, highly liquid investments 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.

(k) Employee benefits

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

(l) Termination benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

2. 主要會計政策(續)

(i) 金融工具(續)

終止確認

倘自金融資產收取現金流量之權利屆滿，或該金融資產已轉讓且本集團已實際轉讓該金融資產所有權之全部風險及回報，即終止確認金融資產。於終止確認金融資產時，資產之賬面值與已收代價及已直接於權益內確認之累積收益或虧損總和之間之差額於損益內確認。

當有關合約所訂明的責任已被履行、取消或屆滿時，金融負債將被終止確認。終止確認金融負債之賬面值與已支付代價或應付賬款之差額於損益中確認。

(j) 現金及現金等值物

現金及現金等值物包括存於銀行及手頭之現金、銀行及其它財務機構之即期存款，及短期而高流動性之投資，即於購入時三個月內到期而在沒有涉及重大價值轉變之風險下可以隨時轉換為已預知金額現金之投資。就綜合現金流量表而言，現金及現金等值物亦包括須按要價償還及為本集團現金管理中之銀行透支。

(k) 僱員福利

薪金、年終花紅、有薪年假、對定額供款退休計劃之供款及非金錢福利費用於僱員提供相關服務的年度計提。倘遞延付款或結算，且影響重大，則按現值將該等款項入賬。

(l) 終止福利

僅當本集團透過已制訂詳細之正式計劃(並無撤回之實質可能性)，明確表示終止聘用或由於自願離職而提供福利時，方會確認終止福利。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(m) Income tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax base used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group as a parent is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

2. 主要會計政策(續)

(m) 所得稅

所得稅開支指當期應付稅項及遞延所得稅項總和。

當期應付稅項乃按本年度應課稅溢利計算。應課稅溢利與收益表中所報溢利淨額不同，由於前者不包括在其他期間應課稅收入或可扣稅開支，並且不包括損益內不需課稅及不能扣稅之項目。本集團本期稅項乃按現行稅率或結算日時實際確立之稅率計算。

遞延稅項為就財務報表資產及負債賬面值及計算應課稅溢利相應稅基差額而須確認之稅項，並以資產負債表負債法處理。遞延稅項負債通常會就所有應課稅暫時性差額確認，而遞延稅項資產乃按可能出現可利用暫時性差額扣稅之應課稅溢利時確認。於並不影響應課稅溢利或會計溢利之交易中，倘暫時性差額由初步確認其他資產及負債(業務合併除外)產生，則不會確認該等資產及負債。

遞延所得稅就附屬公司、聯營公司及共同控制實體投資產生之暫時差異而準備，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不可能撥回則除外。

遞延稅項資產之賬面值於各結算日作檢討，並於不再可能有足夠之應課稅溢利可供扣減全部或部分資產時作調減。

遞延稅項乃按預期於負債清償或資產變現期間適用之稅率計算。遞延稅項於損益扣除或計入，惟倘其與直接於權益扣除或計入之項目有關則除外，在此情況下，遞延稅項亦於權益處理。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Financial guarantees issued, provisions and contingent liabilities

(i) Financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the "holder") for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of the debt instrument.

Where the Group issues a financial guarantee, the fair value of the guarantee (being the transaction price, unless the fair value can otherwise be reliably estimated) is initially recognised as deferred income within trade and other payables. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised in accordance with Note 2(n)(ii) if and when (i) it becomes probable that the holder of the guarantee will call upon the Group under the guarantee, and (ii) the amount of that claim on the Group is expected to exceed the amount currently carried in trade and other payables in respect of that guarantee i.e. the amount initially recognised, less accumulated amortisation.

2. 主要會計政策(續)

(n) 發出財務擔保，撥備和或然負債

(i) 所發出的財務擔保

財務擔保乃要求發行人(即擔保人)就擔保受益人(「持有人」)因特定債務人未能根據債務工具之條款於到期時付款而蒙受之虧損，而向持有人支付特定款項之合約。

當本集團發出財務擔保，該擔保之公允價值(即交易價格，除非該公允價值能確實估計)最初確認為應付貿易及其它賬項內之遞延收入。倘在發行該擔保時收取或可收取代價，該代價則根據適用於該類資產之本集團政策而予確認。倘並無有已收取或應予收取之代價，則於最初確認任何遞延收入時，即時於損益內確認開支。

最初確認為遞延收入之擔保款額按擔保年期於損益內攤銷為發出財務擔保收入。此外，倘(i)擔保持有人有可能根據擔保向集團追索；及(ii)該集團之申索款額預期超過現時列於應付貿易及其它賬款內之擔保金額(即最初確認的金額減累計攤銷)，則按附註2(n)(ii)確認有關撥備。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Financial guarantees issued, provisions and contingent liabilities (Continued)

(ii) Other provisions and contingent liabilities

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

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

(o) Revenue recognition

Sales of goods are recognised when goods are delivered and title has been passed.

Revenue from provision of services is recognised when services are provided.

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

Rental income, including rental invoiced in advance from letting of properties under operating leases, is recognised on a straight-line basis over the period of the respective leases.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

2. 主要會計政策(續)

(n) 發出財務擔保，撥備和或然負債(續)

(ii) 其它撥備和或然負債

倘本集團或本公司須就已發生事件承擔法律或推定責任，因而預期會導致含有經濟效益之資源外流，於可作出可靠估計時，本集團或本公司便會就該時間或數額不定之其它負債計提準備。倘貨幣時間值重大，則按預計所需支出之現值計提撥備。

倘含有經濟效益之資源外流之可能性較低，或無法對有關數額作出可靠估計，便則將該責任披露為或有負債，但資源外流可能性極低者則除外。倘本集團之責任須視乎某宗或多宗未來事件是否發生才能確定是否存在，亦會披露為或有負債，但資源外流可能性極低者則除外。

(o) 收入確認

銷售貨品於貨品送達及物權轉移時確認。

提供服務之收入乃於提供服務時確認。

金融資產之利息收入乃按時間基準，參考未償還本金及適用之實際利率計算，該利率為確實地將金融資產之預計可用年期內之估計未來現金收入貼現至該資產之賬面淨值之折現率。

租金收入(包括根據經營租約項下之物業預先開出發票之租金)，按有關租約期間以直線基準確認。

投資之股息收入於股東收取付款之權利確定時予以確認。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(p) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the balance sheet date. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was determined.

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Balance sheet items are translated into Hong Kong dollars at the foreign exchange rates ruling at the balance sheet date. The resulting exchange differences are recognised directly in a separate component of equity.

On disposal of a foreign operation, the cumulative amount of the exchange differences recognised in equity which relate to that foreign operation is included in the calculation of the profit or loss on disposal.

(q) Related parties

For the purposes of these financial statements, a party is considered to be related to the Group if:

- (i) the party has the ability, directly or indirectly through one or more intermediaries, to control the Group or exercise significant influence over the Group in making financial and operating policy decisions, or has joint control over the Group;
- (ii) the Group and the party are subject to common control;
- (iii) the party is an associate of the Group or a joint venture in which the Group is a venturer;
- (iv) the party is a member of key management personnel of the Group or the Group's parent, or a close family member of such an individual, or is an entity under the control, joint control or significant influence or such individuals;

2. 主要會計政策(續)

(p) 外幣換算

年內之外幣交易均按交易日之適用匯率換算。於結算日，以外幣為單位之貨幣資產及負債均按結算日之適用匯率換算。匯兌盈虧均於損益內確認。

按歷史成本計值之外幣非貨幣資產及負債乃以交易日適用之匯率換算。按公允值計值之外幣非貨幣資產及負債乃以公允值釐定日之適用匯率換算。

海外業務之業績乃按接近交易日外幣匯率的兌換率換算為港元。資產負債表項目，均以結算日之適用匯率換算為港元。產生之匯兌差額直接於權益內獨立確認。

出售海外業務時，已在權益中確認並與該海外業務有關之累計匯兌差額會包括在計算出售項目之損益。

(q) 關連人士

就此財務報表而言，與本集團連繫之人士指：

- (i) 該人士有能力直接或間接透過一個或多個中介人控制，或可發揮重大影響集團的財務及經營決策，或共同控制本集團；
- (ii) 集團及該人士均受共同控制；
- (iii) 該人士屬集團的聯營公司或本集團作為合營方之合營企業；
- (iv) 該人士屬集團或其母公司之主要管理人員的成員、或屬個人的近親家庭成員、受該等個人人士控制、或共同控制或重大影響的實體；

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(q) Related parties (Continued)

- (v) the party is a close family member of a party referred to in (i) or is an entity under the control, joint control or significant influence of such individuals; or
- (vi) the party is a post-employment benefit plan which is for the benefit of employees of the Group or of any entity that is a related party of the Group.

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

(r) Segment reporting

A segment is a distinguishable component of the Group that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

In accordance with the Group's internal financial reporting system, the Group has chosen business segment information as the primary reporting format and geographical segment information as the secondary reporting format for the purposes of these financial statements.

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. For example, segment assets may include inventories, trade receivables and property, plant and equipment. Segment revenue, expenses, assets, and liabilities are determined before intra-group balances and intra-group transactions are eliminated as part of the consolidation process, except to the extent that such intra-group balances and transactions are between group entities within a single segment. Inter-segment pricing is based on similar terms as those available to other external parties.

Segment capital expenditure is the total cost incurred during the period to acquire segment assets (both tangible and intangible) that are expected to be used for more than one period.

Unallocated items mainly comprise financial and corporate assets, interest-bearing loan, borrowings, tax balances, corporate and financing expenses.

2. 主要會計政策(續)

(q) 關連人士(續)

- (v) 該人士如屬(i)所指的近親家庭成員或受該等個人人士控制、或共同控制或重大影響的實體；或
- (vi) 屬提供福利予集團或與集團關連的實體的僱員離職後福利計劃。

一名人士之近親乃預期在處理有關公司時可影響該人士或受該人士影響之家庭成員。

(r) 分部報告

分部指本集團內從事於供應產品或提供服務(業務分部)，或者在一特定的經濟環境內供應產品或提供服務(地區分部)的可分辨部份，而各分部所承受的風險及獲得的回報並不相同。

按照本集團的內部財務報告制度，就此財務報表而言，本集團已選定將業務分部資料作為主要報告形式，而地區分部資料則以次要報告形式呈列。

分部收益、支出、業績、資產及負債包括能直接歸類於某一分部及那些能夠按合理標準分配到各分部的項目。例如，分部資產可括存貨、貿易應收賬款及物業、機器及設備。分部收益、支出、資產及負債均在綜合賬項須予抵銷之結餘及交易之前列示，除非該等結餘及交易之抵銷乃在集團實體中之單一分部。分部間之定價是以供予其他外部人士之類似條款定價。

分部資本開支是指在期內購入預計可於超過一個會計期間使用的分部資產(包括有形和無形資產)所產生的成本總額。

未分配項目主要包括金融及公司資產、計息貸款、借貸、稅項結餘、公司及融資支出。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

3. CRITICAL ACCOUNTING JUDGMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In preparing these financial statements, management is required to exercise significant judgments in the selection and application of accounting principles, including making estimates and assumptions. The following is a review of the more significant accounting policies that are impacted by judgments and uncertainties and for which different amounts may be reported under a different set of conditions or using different assumptions.

(i) Write-downs of inventories

Inventories are written down to net realisable value based on an assessment of the realisability of inventories. Write-downs on inventories are recorded where events or changes in circumstances indicate that the balances may not be realised. The identification of write-downs requires the use of judgments and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of inventories and write-downs of inventories in the periods in which such estimate has been changed.

(ii) Property, plant and equipment

The Group assesses annually whether property, plant and equipment have any indication of impairment. The recoverable amounts of property, plant and equipment have been determined based on value-in-use calculations. These calculations require the use of judgments and estimates.

(iii) Impairment loss on trade and other receivables

The policy for impairment losses is based on an assessment of the recoverability of trade receivable and other receivables and interest in subsidiaries. Impairments are applied to trade receivables and other receivables and interest in subsidiaries where events or changes in circumstances indicate that the balances may be uncollectible. The identification of impairment loss requires the use of judgment and estimates. Where the expectation is different from original estimates, such difference will impact the carrying value of receivables and impairment loss expenses in the period in which such estimate has been changed.

3. 關鍵會計判斷及主要估計不確定性原因

於編製此等財務報表時，管理層於選擇及實施會計原則時須作出重要判斷，包括作出估計及假設。以下評估將受判斷及不確定性影響之較重要會計政策，且該等政策可於不同條件或者採用不同假設時錄入不同數額。

(i) 撇減存貨

存貨根據可變現性之評估撇減至可變現淨值。一旦事件發生或情況改變顯示存貨結餘可能未能變現時將被記錄為存貨撇減。識別撇減需要作出判斷及估計。當預期與原定估計有差異時，則該差異將會於估計已改變之期間內，影響存貨之賬面值及存貨之撇減。

(ii) 物業、機器及設備

本集團每年均評估物業、機器及設備有否出現減值跡象。物業、機器及設備之可收回金額按照使用價值釐定。計算過程中須作出判斷及估計。

(iii) 貿易及其他應收賬款減值虧損

減值虧損之政策乃基於對貿易應收賬款及其他應收賬款以及於附屬公司之權益之評估之可收回性。一旦事件發生或情況改變顯示該餘額有可能不能收回時，則會就貿易應收賬款及其他應收賬款及於附屬公司之權益作出減值。識別減值虧損需要作出判斷和估計。倘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，分別影響應收賬款之賬面值及期間的減值虧損開支。

4. FINANCIAL RISK MANAGEMENT

(a) Financial risk factors

The Group's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including foreign currency risk and interest rate risk). These risks are limited by the Group's financial management policies and practices described below.

(i) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and the Group's credit risk is primarily to cash at banks, bank deposits, trade and other receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

Cash at banks and bank deposits are placed with licensed financial institutions with high credit ratings. The Group monitors the exposure to each single financial institution.

For trade and other receivables, credit checks are part of the normal operating process and stringent monitoring procedures are in place to deal with overdue debts. In addition, the Group reviews the recoverable amounts of trade and other receivables at each balance sheet date to ensure that adequate impairment losses are made for irrecoverable amounts.

The Group has no significant concentrations of credit risk with exposure spread over a number of counterparties and customers. The maximum exposure to credit risk without taking account of any collateral held is represented by the carrying amount of each financial asset in the balance sheet after deducting any impairment allowance.

Further quantitative disclosure in respect of the Group's exposure to credit risk arising from trade and other receivables are set out in Note 21.

(ii) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's policy is to regularly monitor its current and expected liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

4. 財務風險管理

(a) 財務風險因素

本集團之業務面對不同之財務風險包括信貸風險、流動資金風險及市場風險(包括外匯風險及利率風險)。該等風險受下文所述之本集團財務管理政策及慣例所緩和。

(i) 信貸風險

信貸風險乃本集團若客戶或金融工具之交易對手未能履行其合約責任，而承受財務虧損之風險，而本集團之信貸風險主要涉及銀行現金、銀行存款、貿易及其他應收賬款。管理層已採用適當之信貸政策，且持續監察該等信貸風險。

銀行現金及銀行存款存放於高信貸評級之持牌金融機構。本集團會監察各單一財務機構之風險。

就貿易及其他應收賬款而言，信貸檢查乃正常營運過程之一部分，且有適當之嚴格檢查程序處理過期債項。此外，本集團於各個結算日評估貿易及其他應收賬款之可收回金額，以確保就無法收回之款項作出足夠減值虧損撥備。

本集團並無任何重大之集中信貸風險，而風險分散於大量之對手及客戶。若無計及所持有之任何抵押品，則最高之信貸風險為於扣除任何減值撥備後於各個結算日各項金融資產之賬面值。

有關本集團由貿易及其他應收賬款所產生之信貸風險之詳細披露載於附註21。

(ii) 流動資金風險

流動資金風險為本集團將無法履行到期之財務責任之風險。本集團之政策為定期監察其現時及預期流動資金需求及遵守放貸契約之情況，以確保其維持足夠現金儲備及獲主要金融機構承諾提供足夠之資金，以應付其短期及較長期之流動資金需求。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4. FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Liquidity risk (Continued)

The following table details the remaining contractual maturities at the balance sheet date of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the balance sheet date) and the earliest date the Group and the Company can be required to pay:

The Group

		2008 二零零八年			
		Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years
		賬面值	合約未折現現金流量總額	於一年內或按要求	超過一年但少於兩年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Trade payables, other payables and accrued charges	貿易應付賬款、其他應付賬款及應計費用	103,905	103,905	103,905	-
Loan notes	貸款票據	2,910	2,935	25	2,910
		106,815	106,840	103,930	2,910
		2007 二零零七年			
		Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	More than 1 year but less than 2 years
		賬面值	合約未折現現金流量總額	於一年內或按要求	超過一年但少於兩年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Trade payables, other payables and accrued charges	貿易應付賬款、其他應付賬款及應計費用	75,430	75,430	75,430	-
Loan notes	貸款票據	73,025	73,025	73,025	-
		148,455	148,455	148,455	-

4. 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 流動資金風險 (續)

下表詳述本集團金融負債於結算日之餘下合約到期日 (包括在結算日以合約利率計算之利息如浮動，於結算日之利率計算未折現現金流量) 及本集團與本公司可能需要支付之最早日期計算：

本集團

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4. FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Liquidity risk (Continued)

The Company

		2008 二零零八年			
		Total contractual undiscounted cash flow 合約未折現 現金流量總額 HK\$'000 千港元	Within 1 year or on demand 於一年內或 按要求 HK\$'000 千港元	More than 1 year but less than 2 years 超過一年 但少於兩年 HK\$'000 千港元	
Trade payables, other payables and accrued charges	貿易應付賬款、其他應付賬款及應計費用	2,278	2,278	2,278	-
Amounts due to subsidiaries	應付附屬公司款項	96	96	96	-
Loan notes	貸款票據	2,910	2,935	25	2,910
		5,284	5,309	2,399	2,910
		2007 二零零七年			
		Total contractual undiscounted cash flow 合約未折現 現金流量總額 HK\$'000 千港元	Within 1 year or on demand 於一年內或 按要求 HK\$'000 千港元	More than 1 year but less than 2 years 超過一年 但少於兩年 HK\$'000 千港元	
Trade payables, other payables and accrued charges	貿易應付賬款、其他應付賬款及應計費用	3,150	3,150	3,150	-
Amounts due to subsidiaries	應付附屬公司款項	15,050	15,050	15,050	-
Loan notes	貸款票據	73,025	73,025	73,025	-
		91,225	91,225	91,225	-



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4. FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(iii) Foreign currency risk

The majority of the subsidiaries of the Group operate in the People's Republic of China (the "PRC") with most of transactions denominated in Renminbi ("RMB"). The Group is exposed to foreign currency risk arising from the exposure of RMB against the Hong Kong dollars.

The Group had certain investments in foreign operations in RMB, whose net assets were exposed to foreign currency risk. Fluctuation in such currency would be reflected in the movement of the exchange reserve.

The Group had no material foreign currency exposure on the net monetary position of each group entity against its respective functional currency.

In addition, the conversion of RMB into foreign currencies is subject to the rules and regulations of the foreign exchange control promulgated by the PRC government.

(iv) Interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates and the Group has no significant interest-bearing assets except for cash and cash equivalents details of which have been disclosed in Note 22.

The Group's fair value interest rate risk relates primarily to fixed-rate loan notes which details have been disclosed in Note 25 to the financial statements. The Group will continue to review the market trend, as well as its business operation needs and its financial position in order to identify the most effective tools for interest risk management.

4. 財務風險管理 (續)

(a) 財務風險因素 (續)

(iii) 外幣風險

本集團大部份附屬公司在中華人民共和國(「中國」)經營業務，大多數交易以人民幣(「人民幣」)定值。本集團面對人民幣兌港元風險之外幣風險。

本集團持有若干以人民幣定值之海外業務投資，其資產淨值面對外幣風險。有關貨幣之匯值波動將反映於匯兌儲備之波動。

本集團並無各集團實體淨貨幣狀況比對各自功能貨幣之重大外匯風險。

此外，人民幣對換為外幣須遵守中國政府所制定之外匯監控規則及法規。

(iv) 利率風險

本集團之收入及營運現金流量大多數獨立於市場利率風險之變動，除現金及現金等值物(有關詳情於附註22披露)外，本集團並無重大附息資產。

本集團之公允值利率風險主要與固定利率貸款票據(有關詳情已披露於財務報表附註25)有關。本集團將繼續監察市場趨勢、其業務營運需求及其財務狀況，以物色最有效工具，用作利率風險管理。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4. FINANCIAL RISK MANAGEMENT (Continued)

(b) Capital risk management

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

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholders returns that might be possible with higher level of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure on the basis of a net debt-to-adjusted capital ratio. For this purpose the Group defines net debt as total debt (which includes loan notes and other financial liabilities) less bank deposits and cash. Adjusted capital comprises all components of equity less unaccrued proposed dividends.

During the year ended 31st March 2008, the Group's strategy, which remains unchanged from 2007, was to maintain the net debt-to-adjusted capital ratio as low as feasible. In order to maintain or adjust the ratio, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. As at 31st March 2008 and 2007, the Group did not have net debt.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

(c) Fair value

The carrying value less impairment provision of trade receivables and payables are a reasonable approximation of their fair value. 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.

4. 財務風險管理 (續)

(b) 資本風險管理

本集團管理資本之主要目標為保障持續基準營運之能力，以致其能夠為股東帶來回報及為其他證券持有人帶來利益，並維持最理想之資本結構，以減少資本成本。

本集團積極及定期檢討及管理其資本結構，以維持具有較高水平借貸、較高股東回報與健全資本狀況所帶來之優勢及安全間之平衡，並依據經濟狀況之變動對資本結構作出調整。

本集團按淨負債經調整資本比率之基準監察其資本結構。就此而言，本集團將淨負債界定為債務總額（包括貸款票據及其他金融負債）減銀行存款及現金。經調整資本包括所有成份之資本減未計之建議股息。

截至二零零八年三月三十一日止年度內，本集團之策略（自二零零七年起維持不變）為維持淨負債經調整資本比率於可能之低水平。為維持或調整該比率，本集團可調整支付予股東之股息金額、退還資本予股東、發行新股份或出售資產以減少債務。於二零零八年及二零零七年三月三十一日，本集團並無淨負債。

本公司及其任何附屬公司並無須遵守外界施加之資本規定。

(c) 公允值

貿易應收賬款及應付賬款賬面值扣除減值撥備，為其公允值之合理概約數額。作披露用途的金融負債公允值，乃以本集團所知類似金融工具以當時市場利率折現未來合約現金流量現值估計得出。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

5. TURNOVER AND OTHER REVENUE

Turnover represents the gross proceeds received and receivable derived from the sale of watches and property leasing and is summarised as follows:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Turnover	營業額		
Sales of watches	鐘錶銷售	473,791	367,708
Gross rental income from investment properties	來自投資物業之租金 毛收入	1,498	687
Provision of programming services	提供程式設計服務	-	981
		475,289	369,376
Other revenue	其他收益		
Interest income from short-term bank deposits	短期銀行存款 利息收入	3,294	2,639
Other interest income	其他利息收入	972	906
Total interest income on financial assets not fair value through profit or loss	非透過損益按公允值處理的金融 資產所產生的利息收入總額	4,266	3,545
Customer services income and others	顧客服務收入及其他	12,553	11,456
		16,819	15,001
		492,108	384,377

5. 營業額及其他收益

營業額即鐘錶銷售及物業出租之已收及應收之總款項，摘要如下：

6. SEGMENT INFORMATION

The Group has determined that business segments are its primary reporting format and geographical segments are its secondary reporting format. The Group's major operating business organised and managed is sale of watches.

6. 分部資料

本集團決定報告形式以業務分部為主而地區分部為次。本集團主要經營及管理之業務為鐘錶銷售。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

6. SEGMENT INFORMATION (Continued)

(i) Business Segment

Details of the segment information by business segments are as follows:

6. 分部資料(續)

(i) 業務分部

按業務分部之分部資料詳情如下：

		2008 二零零八年			
		Sales of watches 鐘錶銷售 HK\$'000 千港元	Others* 其他* HK\$'000 千港元	Elimination 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Turnover	營業額				
External sales	對外銷售	473,791	1,498	-	475,289
Inter-segment sales	分部間銷售	-	-	-	-
		473,791	1,498	-	475,289
Segment results	分部業績	77,702	198	-	77,900
Unallocated operating expenses	未經分配經營費用				(16,771)
Operating profit	經營溢利				61,129
Valuation gains on investment properties	投資物業之估值收益	-	2,004	-	2,004
Interest income	利息收入				4,266
Finance costs	財務成本				(913)
Other expenses, net	其他費用，淨額				
- allocated	—已分配	(126)	-	-	(126)
- unallocated	—未經分配				(362)
					(488)
Profit before taxation	除稅前溢利				65,998
Income tax	所得稅				(4,689)
Profit for the year	本年度溢利				61,309
ASSETS	資產				
Segment assets	分部資產	346,495	70,803	-	417,298
Unallocated corporate assets	未經分配公司資產				20,634
Consolidated total assets	綜合總資產				437,932
LIABILITIES	負債				
Segment liabilities	分部負債	99,052	4,408	-	103,460
Unallocated corporate liabilities	未經分配公司負債				7,348
Consolidated total liabilities	綜合總負債				110,808
INFORMATION	資料				
Capital expenditure – allocated	資本開支—已分配	13,697	2	-	13,699
Depreciation – allocated	折舊—已分配	6,981	542	-	7,523
Depreciation – unallocated	折舊—未經分配				48
					7,571
Amortisation of prepaid lease payments	租賃預付款項攤銷	-	111	-	111
Non-cash expenses other than depreciation and amortisation	折舊及攤銷以外之非現金開支				
Loss on liquidation of subsidiaries	附屬公司之清盤虧損	335	13	-	348
Bad debts written off	撇銷壞帳	763	-	-	763
Write-back of impairment on inventories	存貨之減值撥回	(22,535)	-	-	(22,535)
Write-off of property, plant and equipment	物業、機器及設備撇銷	70	-	-	70

* Others included property leasing income.

* 其他包括物業租賃收入。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

6. SEGMENT INFORMATION (Continued)

(i) Business Segment (Continued)

6. 分部資料 (續)

(i) 業務分部 (續)

		2007 二零零七年			
		Sales of watches 鐘錶銷售 HK\$'000 千港元	Others* 其他* HK\$'000 千港元	Elimination 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Turnover	營業額				
External sales	對外銷售	367,708	1,668	-	369,376
Inter-segment sales	分部間銷售	-	631	(631)	-
		<u>367,708</u>	<u>2,299</u>	<u>(631)</u>	<u>369,376</u>
Segment results	分部業績	<u>(27,034)</u>	<u>(1,897)</u>	<u>-</u>	<u>(28,931)</u>
Unallocated operating expenses	未經分配經營費用				(10,615)
Operating loss	經營虧損				(39,546)
Interest income	利息收入				3,545
Finance costs	財務成本				(1,347)
Other expenses, net	其他費用，淨額				
- allocated	- 已分配	(2,369)	(5,483)	-	(7,852)
- unallocated	- 未經分配				(2,081)
					<u>(9,933)</u>
Share of results of an associate	應佔一間聯營公司業績	-	(2)	-	(2)
Loss before taxation	除稅前虧損				(47,283)
Income tax	所得稅				(2,511)
Loss for the year	本年度虧損				<u>(49,794)</u>
ASSETS	資產				
Segment assets	分部資產	184,082	22,519	-	206,601
Unallocated corporate assets	未經分配公司資產				65,383
Consolidated total assets	綜合總資產				<u>271,984</u>
LIABILITIES	負債				
Segment liabilities	分部負債	70,006	4,012	-	74,018
Unallocated corporate liabilities	未經分配公司負債				78,083
Consolidated total liabilities	綜合總負債				<u>152,101</u>
INFORMATION	資料				
Capital expenditure - allocated	資本開支 - 已分配	7,073	371	-	7,444
Capital expenditure - unallocated	資本開支 - 未經分配				47
					<u>7,491</u>
Depreciation - allocated	折舊 - 已分配	5,613	871	-	6,484
Depreciation - unallocated	折舊 - 未經分配				59
					<u>6,543</u>
Amortisation of prepaid lease payments	租賃預付款項攤銷	-	111	-	111
Non-cash expenses other than depreciation and amortisation	折舊及攤銷以外之非現金開支				
Impairment loss	減值虧損				
Trade and other receivables - allocated	貿易及其他應收賬款 - 已分配	889	1,833	-	2,722
Trade and other receivables - unallocated	貿易及其他應收賬款 - 未經分配				1,571
					<u>4,293</u>
Property, plant and equipment	物業、機器及設備	1,497	1,000	-	2,497
Goodwill	商譽	-	2,081	-	2,081
Interest in associate	於聯營公司之權益	-	1,144	-	1,144
Bad debts written off	撇銷壞帳	12	36	-	48
Write-down of slow-moving inventories	撇減滯銷存貨	63,302	-	-	63,302
Write-off of property, plant and equipment	撇銷物業、機器及設備	325	-	-	325

* Others included property leasing and programming service income.

* 其他包括物業租賃及提供程式設計服務收入。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

6. SEGMENT INFORMATION (Continued)

(ii) Geographical Segment

The Group's business operates in three main geographical areas. The Group has properties invested in all these geographical areas. The People's Republic of China, excluding Hong Kong, is a major market for the segment of sales of watches.

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers, segment assets and capital expenditure are based on the geographical location of the assets.

Details of the segment information by geographical segments are as follows:

6. 分部資料(續)

(ii) 地區分部

本集團之業務主要於三個地區經營。本集團於該等地區均有投資物業。中華人民共和國(不包括香港)乃鐘錶銷售分部之主要市場。

按地區分部呈列資料時，分部收益乃以客戶之地區所在，分部資產及資本開支則以該等資產之地區所在為準。

按地區分部之分部資料詳情如下：

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Segment revenue	分部收益		
The People's Republic of China, excluding Hong Kong	中華人民共和國， 不包括香港	468,863	364,143
Hong Kong	香港	5,602	4,041
Switzerland	瑞士	438	617
Others*	其他*	386	575
		475,289	369,376

		2008 二零零八年		2007 二零零七年	
		Carrying amount of segment assets	Capital expenditure	Carrying amount of segment assets	Capital expenditure
		分部資產的 賬面值 HK\$'000 千港元	資本開支 HK\$'000 千港元	分部資產的 賬面值 HK\$'000 千港元	資本開支 HK\$'000 千港元
The People's Republic of China, excluding Hong Kong	中華人民共和國， 不包括香港	342,956	12,842	150,221	6,209
Hong Kong	香港	44,608	2	90,035	1,258
Switzerland	瑞士	50,368	855	31,477	24
Others*	其他*	-	-	251	-
		437,932	13,699	271,984	7,491

* Others included U.S.A. and Taiwan.

* 其他包括美國及台灣。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

7. PROFIT/(LOSS) BEFORE TAXATION

Profit/(loss) before taxation is arrived at after charging/(crediting):

(a) Finance costs

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Loan notes:	貸款票據：		
Interest payable	應付利息	37	375
Amortisation of premium	攤銷贖回溢價	876	972
Total interest expense on financial liabilities not at fair value through profit or loss	非透過損益按公允值處理的金融負債所產生的財務成本總額	913	1,347

(b) Staff costs

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Salaries, wages and other benefits (including directors' fee and emoluments (Note 9))	薪金、工資及其他福利 (包括董事袍金及酬金 (附註9))	59,849	51,176
Retirement benefits scheme contribution, net of forfeited contribution of HK\$Nil (2007: HK\$Nil)	退休福利計劃供款已扣除沒收之供款零港元 (二零零七年：零港元)	369	669
		60,218	51,845

7. 除稅前溢利／(虧損)

除稅前溢利／(虧損)已扣除及(計入)以下各項：

(a) 財務成本

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Loan notes:	貸款票據：		
Interest payable	應付利息	37	375
Amortisation of premium	攤銷贖回溢價	876	972
Total interest expense on financial liabilities not at fair value through profit or loss	非透過損益按公允值處理的金融負債所產生的財務成本總額	913	1,347

(b) 員工成本

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Salaries, wages and other benefits (including directors' fee and emoluments (Note 9))	薪金、工資及其他福利 (包括董事袍金及酬金 (附註9))	59,849	51,176
Retirement benefits scheme contribution, net of forfeited contribution of HK\$Nil (2007: HK\$Nil)	退休福利計劃供款已扣除沒收之供款零港元 (二零零七年：零港元)	369	669
		60,218	51,845

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

7. PROFIT/(LOSS) BEFORE TAXATION (Continued)

7. 除稅前溢利／(虧損) (續)

(c) Other items

(c) 其他項目

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Rental receivable from investment properties less direct outgoings of HK\$119,000 (2007: HK\$9,000)	投資物業應收租金扣除直接支出119,000港元(二零零七年：9,000港元)	(1,340)	(678)
Net exchange loss/(gain)	匯兌虧損／(收益)淨額	1,240	(5,275)
Auditor's remuneration	核數師酬金		
Audit services	核數服務	883	827
Other services	其他服務	448	275
Depreciation	折舊	7,571	6,543
Amortisation for prepaid lease payments	租賃預付款項攤銷	111	111
Bad debt written off (Write-back)/write-down of inventories *	撇銷壞賬 存貨(撥回)／撇減*	763	48
Operating lease rentals in respect of rented premises: minimum lease payments	租賃物業之經營租賃租金：最低租賃款項	(22,535)	63,302
Cost of inventories recognised as expenses	確認為費用之存貨成本	37,734	25,161
		277,198	233,521

* The write-back of inventories made for the year arose due to the sale of the obsolete stock during the year ended 31st March 2008. The selling price of the obsolete stock is greater than the estimated net realisable value in previous years. Therefore, write-back of inventories HK\$22,535,000 was made during the year.

For the year ended 31st March 2007, the Group reassessed the carrying amount of inventories as at 31st March 2007 based on historical sales experience. Due to poor performance, several subsidiaries were streamlined and the Group charged HK\$63,302,000 as write-down of slow-moving inventories to the consolidated income statement.

These amounts were included in the cost of sales.

* 因於截至二零零八年三月三十一日止年度內出售滯銷存貨，故於產生年度撥回存貨撥備。滯銷存貨之售價高於過往年度之估計可變現淨值。於本年度撥回存貨撥備22,535,000港元。

於截至二零零七年三月三十一日止年度，本集團根據過往銷售經驗重估存貨於二零零七年三月三十一日之賬面值。由於營運表現欠佳，本公司精簡若干附屬公司，且因存貨滯銷於綜合收益表中撇減63,302,000港元。

該等款項包含於銷售成本。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

8. OTHER EXPENSES, NET

8. 其他費用，淨額

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Loss on liquidation of subsidiaries	附屬公司清盤之虧損	348	-
Profit on disposal of subsidiaries	出售附屬公司之溢利	-	(407)
Impairment loss	減值虧損		
Goodwill (Note (a))	商譽(附註(a))	-	2,081
Interest in an associates (Note (b))	於聯營公司之權益(附註(b))	-	1,144
Property, plant and equipment (Note (c))	物業、機器及設備(附註(c))	-	2,497
Trade receivables	貿易應收賬款	-	4,293
Write-off of property, plant and equipment	撇銷物業、機器及設備	70	325
Others	其他	70	-
		488	9,933

Notes:

- (a) During the year ended 31st March 2007, the Group performed an impairment review for goodwill, which is allocated to the Group's provision of programming services ("PPS"). After considering the poor operating performance of the PPS, the directors were of the view that the recoverable amount was determined based on the value in use which was lower than the carrying amount of the PPS and the Group has disposed of the PPS and accordingly, an additional impairment loss of HK\$2,081,000 was considered necessary and the goodwill was fully written off.
- (b) The Group acquired a 21% equity interest of Shanghai Forward KBQuest Inc., which was established in the People's Republic of China (the "PRC"), in the year ended 31st March 2002. After considering the poor operating performance of this associate, the directors were of the view that the associate would not have any value to the Group and accordingly, a full impairment loss of HK\$1,144,000 was made and the investment was fully written off during the year ended 31st March 2007.
- (c) During the year ended 31st March 2007, the Group had streamlined those unsatisfactory operations. As a result, the Group assessed the recoverable amount of those assets. Based on this assessment, the carrying amount of the assets was written down by HK\$2,497,000. The estimates of recoverable amount was based on the assets' fair values less cost to sell, determined by reference to the recent observable market prices for similar assets within the same industry.

附註：

- (a) 於截至二零零七年三月三十一日止年度，本集團對本集團程式設計服務（「程式設計服務」）之商譽進行減值檢討。於考慮程式設計服務之營運表現欠佳後，董事認為可收回款額其為使用價值低於程式設計服務之賬面值，且本集團已出售程式設計服務，因此，認為有必要作出額外減值虧損撥備2,081,000港元並悉數撇銷有關商譽。
- (b) 於截至二零零二年三月三十一日止年度，本集團收購上海復華知識庫軟件有限公司之21%股權，該公司於中華人民共和國（「中國」）成立。但考慮該聯營公司之經營表現欠佳後，董事認為該聯營公司將不會為本集團帶來價值，因此，該投資於截至二零零七年三月三十一日止年度予以悉數撇銷及作出全數減值虧損1,144,000港元。
- (c) 於截至二零零七年三月三十一日止年度，本集團已簡化該等業績欠佳之業務。本集團為該等資產評估可收回金額，根據該評估，為該資產之賬面值撇減2,497,000港元。可收回金額之估計乃基於該等資產之公允值減出售成本，並參考同行業類似資產現時可見市價予以釐定。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

9. DIRECTORS' REMUNERATION AND INDIVIDUALS WITH HIGHEST EMOLUMENTS

(i) Directors' remuneration

Directors' remuneration disclosed pursuant to section 161 of the Hong Kong Companies Ordinance is as follows:

9. 董事酬金及最高酬金人士

(i) 董事酬金

根據香港公司條例第161節所披露之董事酬金如下：

		2008 二零零八年				Total
		Directors' fees	Basic salaries	Allowances and other benefits	Employer's contribution to pension scheme	Total
		董事袍金	基本薪金	津貼及其他福利	退休計劃之僱主供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
		(Note)				
		附註				
Executive Directors	執行董事					
Eav Yin ¹	楊仁 ¹	210	1,813	2,505	-	4,528
Eav Ming Keong, Kinson ¹	楊明強 ¹	210	936	1,433	12	2,591
Au Shiu Leung, Alex ²	區肇良 ²	210	1,964	266	12	2,452
Independent Non-Executive Directors	獨立非執行董事					
Lai Si Ming	賴思明	210	-	-	-	210
Wong Wing Yue, Rosaline ³	王穎嫻 ³	210	-	-	-	210
Lee Tat Cheung, Vincent ³	李達祥 ³	210	-	-	-	210
		1,260	4,713	4,204	24	10,201



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

9. DIRECTORS' REMUNERATION AND INDIVIDUALS WITH HIGHEST EMOLUMENTS (Continued)

9. 董事酬金及最高酬金人士(續)

(i) Directors' remuneration (Continued)

(i) 董事酬金(續)

		2007 二零零七年						
		Directors' fees	Basic salaries	Allowances and other benefits	Employer's contribution to pension scheme	Total		
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	
		(Note)						
		附註						
Executive Directors	執行董事							
Eav Yin ¹	楊仁 ¹	74	537	542	-	1,153		
Eav Ming Keong, Kinson ¹	楊明強 ¹	74	279	288	6	647		
Au Shiu Leung, Alex ²	區肇良 ²	45	400	5	3	453		
Leung Chung Ping, Owen ⁴	梁仲平 ⁴	158	90	-	5	253		
Sum Pui Ying, Adrian ⁴	沈培英 ⁴	158	1,135	364	28	1,685		
Non Executive Director	非執行董事							
Leung Miu King, Marina ⁵	梁妙瑋 ⁵	158	-	-	-	158		
Independent Non-Executive Directors	獨立非執行董事							
Lai Si Ming	賴思明	210	-	-	-	210		
Wong Wing Yue, Rosaline ³	王穎好 ³	61	-	-	-	61		
Lee Tat Cheung, Vincent ³	李達祥 ³	61	-	-	-	61		
Sit Kien Ping, Peter ⁶	薛建平 ⁶	158	-	-	-	158		
Frank H. Miu ⁶	繆希 ⁶	158	-	-	-	158		
		1,315	2,441	1,199	42	4,997		

¹ Mr. Eav Yin, and Mr. Eav Ming Keong, Kinson were appointed as executive directors on 22nd November 2006.

² Mr. Au Shiu Leung, Alex was appointed as executive director on 11th January 2007.

³ Ms. Wong Wing Yue, Rosaline and Mr. Lee Tat Cheung, Vincent were appointed as independent non-executive directors on 16th December 2006.

⁴ Mr. Leung Chung Ping, Owen and Mr. Sum Pui Ying, Adrian resigned as executive directors on 16th December 2006.

⁵ Ms. Leung Miu King, Marina resigned as non-executive director on 16th December 2006.

⁶ Mr. Sit Kien Ping, Peter and Mr. Frank H. Miu resigned as independent non-executive directors on 16th December 2006.

¹ 楊仁先生及楊明強先生於二零零六年十一月二十二日獲委任為執行董事。

² 區肇良先生於二零零七年一月十一日獲委任為執行董事。

³ 王穎好小姐及李達祥先生於二零零六年十二月十六日獲委任為獨立非執行董事。

⁴ 梁仲平先生及沈培英先生於二零零六年十二月十六日辭任執行董事。

⁵ 梁妙瑋小姐於二零零六年十二月十六日辭任非執行董事。

⁶ 薛建平先生及繆希先生於二零零六年十二月十六日辭任獨立非執行董事。

Note: During the year, the Company paid HK\$2,280,000 (2007: HK\$305,000) for directors' accommodation which is included in allowances and other benefits.

附註：年內，本公司為董事住所支付2,280,000港元(二零零七年：305,000港元)，於津貼及其他福利內列值。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

9. DIRECTORS' REMUNERATION AND INDIVIDUALS WITH HIGHEST EMOLUMENTS (Continued)

(ii) Individuals with highest emoluments

Of the five individuals with the highest emoluments, three (2007: one) are directors whose emoluments are disclosed in Note 9(i). The aggregate of the emoluments in respect of the other two (2007: four) individuals are as follows:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Basic salaries, allowance and other benefits	基本薪金、津貼及其他福利	2,185	4,116
Performance related incentive payments	表現獎勵款項	2,330	3,961
Employer's contribution to pension scheme	退休福利計劃僱主供款	22	33
Compensation for loss of office	離職補償	231	721
		4,768	8,831

The emoluments of the two (2007: four) individuals with the highest emoluments are within the following bands:

		Number of individuals 人數	
		2008 二零零八年	2007 二零零七年
HK\$1,000,001 – HK\$1,500,000	1,000,001港元 – 1,500,000港元	–	1
HK\$1,500,001 – HK\$2,000,000	1,500,001港元 – 2,000,000港元	1	–
HK\$2,000,001 – HK\$2,500,000	2,000,001港元 – 2,500,000港元	–	1
HK\$2,500,001 – HK\$3,000,000	2,500,001港元 – 3,000,000港元	–	2
HK\$3,000,001 – HK\$3,500,000	3,000,001港元 – 3,500,000港元	1	–
		2	4

9. 董事酬金及最高酬金人士(續)

(ii) 最高酬金人士

五位最高薪人士中，三位(二零零七年：一位)董事之酬金於附註9(i)披露。其他兩位(二零零七年：四位)人士年內之酬金總額如下：

	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Basic salaries, allowance and other benefits	2,185	4,116
Performance related incentive payments	2,330	3,961
Employer's contribution to pension scheme	22	33
Compensation for loss of office	231	721
	4,768	8,831

該兩位(二零零七年：四位)人士之酬金介乎下列範圍：

		Number of individuals 人數	
		2008 二零零八年	2007 二零零七年
HK\$1,000,001 – HK\$1,500,000	1,000,001港元 – 1,500,000港元	–	1
HK\$1,500,001 – HK\$2,000,000	1,500,001港元 – 2,000,000港元	1	–
HK\$2,000,001 – HK\$2,500,000	2,000,001港元 – 2,500,000港元	–	1
HK\$2,500,001 – HK\$3,000,000	2,500,001港元 – 3,000,000港元	–	2
HK\$3,000,001 – HK\$3,500,000	3,000,001港元 – 3,500,000港元	1	–
		2	4



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

10. INCOME TAX

10. 所得稅

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Current:	即期：		
Hong Kong	香港	-	-
Outside Hong Kong	香港以外地區	4,689	2,511
		4,689	2,511

Hong Kong profits tax is calculated at a rate of 17.5% (2007: 17.5%) of the estimated assessable profit for the year. No Hong Kong profits tax is provided because the assessable profits generated during the year are set off by the accumulated tax losses brought forward from previous years.

香港利得稅乃以本年度之估計應課稅溢利按17.5% (二零零七年：17.5%) 計算。由於本年度的應課稅溢利與以往年度累計虧損抵銷，故並無為香港利得稅作出撥備。

Taxation for overseas subsidiary companies is provided at the appropriate current rates of taxation ruling in the relevant countries.

海外附屬公司之稅項以有關國家現時適用之稅率撥備。

On 16th March 2007, the Fifth Plenary Session of the Tenth National People's Congress passed the Corporate Income Tax Law of the PRC ("New Tax Law") which took effect on 1st January 2008. The PRC income tax rate is unified to 25% for all enterprises.

於二零零七年三月十六日，第十屆全國人民代表大會第五次全會通過中國企業所得稅法（「新稅法」），新稅法於二零零八年一月一日生效。所有企業之中國所得稅率統一為25%。

The enactment of the New Tax Law is not expected to have any financial effect on the amounts accrued in the consolidated balance sheet in respect of current tax payable.

新稅法制定預期不會對綜合資產負債表內已計入之有關本期應付稅項之款項產生任何財務影響。

Further under the New Tax Law, from 1st January 2008, non-resident enterprises without an establishment or place of business in the PRC or which have an establishment or place of business in the PRC but whose relevant income is not effectively connected with the establishment or a place of business in the PRC, will be subject to withholding tax at the rate of 10% (unless reduced by treaty) on various types of passive income such as dividends derived from sources within the PRC. As all of the Group's foreign-invested enterprises are directly held by a Hong Kong incorporated subsidiary, a rate of 5% is applicable to the calculation of this withholding tax. The Group has already assessed the impact of the New Tax Law regarding this withholding tax and considered that the New Tax Law would not have a significant impact on the results of operations and financial position of the Group as at 31st March 2008.

此外，根據新稅法，自二零零八年一月一日起，於中國並無成立或營業地點或於中國擁有成立或營業地點，但其相關收入實際上與中國成立或營業地點無關之非常駐企業，將須按稅率10%（除非按契約減少）就各種類型之可能收入（例如源自中國境內公司之股息）繳納預扣所得稅。由於所有本集團外資企業乃由香港註冊成立之附屬公司直接持有，因此，5%稅率適用於此預扣所得稅之計算。本集團已評估新稅法有關此預扣所得稅之影響，並認為新稅法將不會對本集團於二零零八年三月三十一日之經營業績及財務狀況產生重大影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

10. INCOME TAX (Continued)

According to the notice Caishui [2008] No. 1 released by the Ministry of Finance and the State Administration of Taxation, distributions of the pre-2008 retained profits of a foreign-invested enterprise to a foreign investor in 2008 or after are exempt from corporate income tax. Accordingly, the retained profits as at 31st December 2007 in the Group's foreign-invested enterprise's books and accounts will not be subject to 5% or 10% withholding tax on future distributions.

The charge for the year can be reconciled to the profit/(loss) in the consolidated income statement as follows:

10. 所得稅(續)

根據財政部及國家稅務總局頒佈之通知財稅[2008]第1號，於二零零八年或之後，向外商投資者分派之二零零八年前外資企業保留溢利，將豁免繳納企業所得稅。因此，於二零零七年十二月三十一日，本集團外資企業賬簿及賬目內之保留溢利將無需就未來分派繳納5%或10%之預扣所得稅。

本年度稅項支出與列賬於綜合收益表的溢利／(虧損)對賬如下：

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Profit/(loss) before taxation	除稅前溢利／(虧損)	65,998	(47,283)
Notional tax on profit/(loss) before taxation, calculated at the tax rate applicable to profits in the countries concerned	按所在國家的有關溢利的適用稅率計算的除稅前溢利／(虧損)之稅項	21,430	(13,376)
Tax effect of non-deductible expenses	在稅務上不能扣減之支出之稅務影響	(9,454)	21,581
Tax effect of non-taxable income	在稅務上不需課稅之收入之稅務影響	(55,993)	(10,346)
Tax effect of unused tax losses not recognised	未被確認之未使用稅項虧損之稅務影響	48,923	5,001
Tax effect of utilisation of previously unrecognised tax losses	運用先前未確認的稅項虧損之稅務影響	(36)	(1,221)
Others	其他	(181)	872
Actual tax expenses	實際稅項支出	4,689	2,511



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

11. PROFIT/(LOSS) ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The consolidated profit/(loss) attributable to the equity holders of the Company includes a loss of HK\$109,206,000 (2007: HK\$172,816,000) which has been dealt with in the financial statements of the Company.

Reconciliation of the above amount to the Company's profit for the year:

11. 歸屬於本公司股份持有人的溢利／(虧損)

歸屬於本公司股份持有人的綜合溢利／(虧損)中包括一項已撥入本公司財務報表之109,206,000港元之虧損(二零零七年：172,816,000港元)。

上述款項與本公司年內之溢利對賬：

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Amount of consolidated loss attributable to equity shareholders dealt with in the Company's financial statements	於本公司財務報表處理之股份持有人綜合虧損之款項	(109,206)	(172,816)
Final dividends from subsidiaries attributable to the profits of the previous financial year, approved and paid during the year	年內批准及派發來自附屬公司之末期股息(乃由於過往財政年度錄得溢利)	257,568	-
Company's profit/(loss) for the year (Note 28)	本公司年內之溢利／(虧損)(附註28)	148,362	(172,816)

12. DIVIDENDS

12. 股息

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Interim, paid of 1 HK cent per share (2007: Nil HK cent per share)	已派發中期股息每股1港仙(二零零七年：每股零港仙)	6,007	-
Final, proposed of 1 HK cent per share (2007: Nil HK cent per share)	擬派發末期股息每股1港仙(二零零七年：每股零港仙)	6,007	-
		12,014	-

At a board meeting held on 3rd July 2008, the directors proposed a final dividend of 1 HK cent per share for the year ended 31st March 2008. This proposed dividend is not reflected as a dividend payable in these financial statements, but will be reflected as an appropriation of retained earnings for the year ending 31st March 2009.

於二零零八年七月三日舉行之董事會上，各董事擬派發截至二零零八年三月三十一日止年度之每股1港仙之末期股息。該擬派股息不會在該等財務報表之應付股息中反映，但將會在截至二零零九年三月三十一日止年度之保留盈利內扣除。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

13. EARNINGS/(LOSS) PER SHARE

(a) Basic earnings/(loss) per share

The calculation of basic earnings/(loss) per share attributable to equity shareholders of the Company is based on the following data:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Profit/(loss) for the year attributable to the equity shareholders of the Company for the purpose of basic earnings/(loss) per share	就每股基本盈利／(虧損)而言 年內歸屬於本公司股份持有 人之溢利／(虧損)	61,309	(49,543)
		Number of shares 股份數目	
		2008 二零零八年	2007 二零零七年 (Restated) (經重列)
Weighted average number of ordinary shares for the purpose of basic earnings/(loss) per share	就每股基本盈利／(虧損)而言 普通股加權平均數	539,837,497	474,853,925

The weighted average number of ordinary shares for the purpose of calculating basic earnings per share for the year ended 31st March 2008 has accounted for the effect of issuance of new shares pursuant to the open offer which was completed in September 2007. The corresponding weighted average number of ordinary shares of 2007 has been retrospectively adjusted to reflect the said open offer.

計算截至二零零八年三月三十一日止年度之每股基本盈利之普通股加權平均數已計入於二零零七年九月完成公開發售之影響。二零零七年普通股之相應加權平均數已經追溯調整以反映上述之公開發售。

(b) Diluted earnings/(loss) per share

No disclosure of the diluted earnings/(loss) per share for the year under review and the corresponding previous period as there is no dilutive potential ordinary shares.

(b) 每股攤薄盈利／(虧損)

由於並無攤薄潛在普通股，故於回顧年內及去年同期並無披露每股攤薄盈利／(虧損)。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、機器及設備

(a) The Group

(a) 本集團

		Buildings 樓宇 HK\$'000 千港元	Land and buildings 土地及樓宇 HK\$'000 千港元	Furniture fixtures and fittings 傢具、設備 及裝置 HK\$'000 千港元	Leasehold improve- ments 租賃物業 裝修 HK\$'000 千港元	Machinery and equipment 機器及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1st April 2006	於二零零六年四月一日							
Cost	成本值	17,196	4,668	1,190	15,758	9,608	308	48,728
Accumulated depreciation	累計折舊	(5,094)	(240)	(542)	(11,438)	(6,910)	(113)	(24,337)
Net book value	賬面淨值	12,102	4,428	648	4,320	2,698	195	24,391
Year ended 31st March 2007	截至二零零七年 三月三十一日止年度							
Opening net book value	期初賬面淨值	12,102	4,428	648	4,320	2,698	195	24,391
Translation differences	換算差額	-	348	(11)	162	113	-	612
Additions	添置	-	-	160	5,482	1,849	-	7,491
Disposal of subsidiaries	出售附屬公司	-	-	(33)	-	(61)	-	(94)
Write-off	撇銷	-	-	-	(310)	(15)	-	(325)
Impairment loss	減值虧損	-	-	(542)	(799)	(992)	(164)	(2,497)
Depreciation charge	折舊支出	(589)	-	(123)	(4,167)	(1,633)	(31)	(6,543)
Closing net book value	期末賬面淨值	11,513	4,776	99	4,688	1,959	-	23,035
As at 31st March 2007	於二零零七年 三月三十一日							
Cost	成本值	17,196	5,034	1,148	18,667	10,974	308	53,327
Accumulated depreciation	累計折舊	(5,683)	(258)	(1,049)	(13,979)	(9,015)	(308)	(30,292)
Net book value	賬面淨值	11,513	4,776	99	4,688	1,959	-	23,035
Year ended 31st March 2008	截至二零零八年 三月三十一日止年度							
Opening net book value	期初賬面淨值	11,513	4,776	99	4,688	1,959	-	23,035
Translation differences	換算差額	-	979	4	180	146	-	1,309
Additions	添置	-	-	374	10,022	3,303	-	13,699
Release on liquidation of subsidiaries	於附屬公司清盤撇銷	-	-	-	-	(44)	-	(44)
Write-off	撇銷	-	-	(16)	(28)	(26)	-	(70)
Reclassification to investment properties (Note 16)	重新分類至投資物業 (附註16)	(6,557)	-	-	-	-	-	(6,557)
Depreciation charge	折舊支出	(588)	(197)	(64)	(5,296)	(1,426)	-	(7,571)
Closing net book value	期末賬面淨值	4,368	5,558	397	9,566	3,912	-	23,801
As at 31st March 2008	於二零零八年 三月三十一日							
Cost	成本值	8,967	6,095	1,505	27,972	14,244	308	59,091
Accumulated depreciation	累計折舊	(4,599)	(537)	(1,108)	(18,406)	(10,332)	(308)	(35,290)
Net book value	賬面淨值	4,368	5,558	397	9,566	3,912	-	23,801

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

14. PROPERTY, PLANT AND EQUIPMENT (Continued)

- (b) Property, plant and equipment are depreciated on a straight-line basis at the following rates per annum:

Leasehold land	2% or over the remaining terms of the leases, if shorter
Buildings	2 – 4%
Furniture, fixtures and fittings	15 – 20%
Leasehold improvements	5 – 50%
Machinery and equipment	20 – 50%
Motor vehicles	20%

- (c) The Group's properties outside Hong Kong with carrying value of HK\$91,000 (2007: HK\$92,000) are registered under the name of other persons in trust for the Group.

- (d) During the year ended 31st March 2008, certain buildings have been reclassified as investment properties. The reclassification was a result of the commencement of leases of properties.

- (e) The analysis of the net book value of land and buildings is as follows:

14. 物業、機器及設備 (續)

- (b) 物業、機器及設備以直線法按下列年率計算折舊：

租賃土地	2%或按租約餘下年期(以較短者為準)
樓宇	2 – 4%
傢具、設備及裝置	15 – 20%
租賃物業裝修	5 – 50%
機器及設備	20 – 50%
汽車	20%

- (c) 本集團位於香港以外地區賬面值91,000港元(二零零七年：92,000港元)之物業乃由出任本集團信託人之其他人士名下登記。

- (d) 於二零零八年三月三十一日止年度內，若干持作樓宇已重新分類為投資物業。重新分類乃因物業開始出租所致。

- (e) 土地及樓宇之賬面淨值分析如下：

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Buildings	樓宇		
In Hong Kong	於香港		
Long-term leases	長期租賃	1,308	8,398
Outside Hong Kong	香港以外		
Long-term leases	長期租賃	3,060	3,115
		4,368	11,513
Land and Buildings	土地及樓宇		
Outside Hong Kong	香港以外		
Freehold	永久業權	5,558	4,776
		9,926	16,289



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

15. PREPAID LEASE PAYMENTS

15. 租賃預付款項

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Balance at 1st April	於四月一日之結餘	8,838	8,949
Reclassified to investment properties (Note 16)	重新分類至投資物業(附註16)	(4,073)	-
Amortisation	攤銷	(111)	(111)
Balance at 31st March	於三月三十一日之結餘	4,654	8,838

The Group's prepaid lease payments comprise:

本集團之租賃預付款項包括：

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Long-term leases in Hong Kong	於香港之長期租賃	1,105	5,223
Long-term land use rights in PRC	於中國之長期土地使用權	3,549	3,615
		4,654	8,838
Analysis for reporting purposes as:	出於報告目的之分析：		
Current portion	流動部份	71	110
Non-current portion	非流動部份	4,583	8,728
		4,654	8,838

During the year ended 31st March 2008, some prepaid lease payments amounting to HK\$4,073,000 had been reclassified as investment properties. The reclassification was a result of the commencement of lease of properties.

於二零零八年三月三十一日止年度內，若干租賃預付款項4,073,000港元已重新分類為投資物業。重新分類乃因物業開始出租所致。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

16. INVESTMENT PROPERTIES

16. 投資物業

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
At valuation	估值例值		
Balance at 1st April	於四月一日之結餘	14,005	13,133
Translation differences	換算差額	2,620	872
Reclassification from property, plant and equipment (Note 14)	重新分類自物業、機器及設備 (附註14)	6,557	-
Reclassification from prepaid lease payments (Note 15)	重新分類自租賃預付款項 (附註15)	4,073	-
Increase in fair value during the year	於年內增加之公允值	33,324	-
Balance at 31st March	於三月三十一日之結餘	60,579	14,005

The carrying amount of investment properties held by the Group at 31st March 2008 and 2007 comprises:

本集團於二零零八年及二零零七年三月三十一日之投資物業之賬面值包括：

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
In Hong Kong under long-term leases	在香港按長期租賃	45,150	1,335
Outside Hong Kong:	在香港以外：		
Medium-term leases	中期租賃	973	730
Freehold	永久業權	14,456	11,940
		60,579	14,005

Notes:

- (a) During the year ended 31st March 2008, some buildings and prepaid lease payments have been reclassified as investment properties. The reclassification was a result of the commencement of lease of properties.
- (b) The Group's investment properties are held for rental purposes under operating leases were revalued by DTZ Debenham Tie Leung Limited, a firm of independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of property being revalued at 31st March 2008 on an open market basis calculated by reference to net rental income allowing for reversionary income potential.

附註：

- (a) 於二零零八年三月三十一日止年度內，若干樓宇以及租賃預付款項已重新分類為投資物業。重新分類乃因物業開始出租所致。
- (b) 本集團之投資物業乃持作經營租賃之出租用途，並由持有認證及相關專業資格以及擁有物業地點及類別經驗之獨立專業估值行DTZ戴德梁行有限公司於二零零八年三月三十一日依據淨租金收入及收入潛力之公開市價計算並按公開市場基準重估。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

16. INVESTMENT PROPERTIES (Continued)

For the year ended 31st March 2008, up to the date when the buildings and prepaid lease payments become investment properties, the difference at that date between the carrying amount of the properties and their fair value of amount approximately HK\$31,320,000 is credited directly to equity in revaluation reserve. As at 31st March 2008, the valuation gains on investment properties amounting to HK\$2,004,000 are credited to the consolidated income statement.

As at 31st March 2007 the carrying amount of investment properties approximated their fair value, no revaluation surplus is credited to the profit or loss.

17. INTEREST IN SUBSIDIARIES

Unlisted shares, at cost
Impairment loss recognised

非上市股份，按成本
已確認減值虧損

The amounts due from/(to) subsidiaries are unsecured, interest-free and have no fixed terms of repayment.

In prior years, due to the poor operating performance of the relevant subsidiaries, the carrying amount had been written down by approximately HK\$320,837,000 through the recognition of impairment losses. After considering the poor operating performance of the relevant subsidiaries, the directors are of the opinion that investment cost of a subsidiary would not have any value to the Group and such amount is fully written off, and impairment losses of approximately HK\$320,837,000 should not be reversed.

16. 投資物業(續)

截至二零零八年三月三十一日止年度，直至樓宇及租賃預付費用成為投資物業之日，物業之賬面值與彼等之公允值於該日之差額31,320,000港元直接計入權益內的重估儲備。於二零零八年三月三十一日，投資物業之估值收益2,004,000港元計入綜合收益表。

於二零零七年三月三十一日，投資物業之賬面值與公允值相若，並無重估盈餘計入損益。

17. 於附屬公司之權益

		The Company	
		本公司	
		2008	2007
		二零零八年	二零零七年
		HK\$'000	HK\$'000
		千港元	千港元
Unlisted shares, at cost	非上市股份，按成本	320,837	320,837
Impairment loss recognised	已確認減值虧損	(320,837)	(320,837)
		-	-

應收／(應付)附屬公司之款項為無抵押、免息及無固定還款日期。

於過往年度，因有關附屬公司經營欠佳，已就其賬面值確認減值虧損減約320,837,000港元。考慮相關附屬公司經營表現欠佳後，董事認為，附屬公司之投資成本將不會為本集團帶來任何價值，該等款項被全數撇銷，減值虧損約320,837,000港元將不被撥回。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

17. INTEREST IN SUBSIDIARIES (Continued)

Particulars of the Company's principal subsidiaries as at 31st March 2008 are as follows:

17. 於附屬公司之權益(續)

本公司於二零零八年三月三十一日之主要附屬公司詳情如下:

Name of subsidiary 附屬公司名稱	Place of incorporation or establishment or registration/ operation 註冊或成立地點/ 經營地點	Paid up issued ordinary share capital/ registered capital 實繳已發行 普通股本/ 註冊資本	Proportion of nominal value of issued share capital/ registered capital held by the Company 本公司所持已發行 股本/註冊資本面 值之百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
AC (Overseas) Limited	British Virgin Islands 英屬處女群島	HK\$10,000 10,000港元	100%	-	Investment holding 投資控股
			100%	-	
Asia Commercial Company, Limited 冠亞商業有限公司	Hong Kong 香港	HK\$10,000 10,000港元	-	100%	Investment holding & watch trading 投資控股及 鐘錶貿易
			-	100%	
Juvenia Montres S.A.	Switzerland 瑞士	SFr.1,875,000 1,875,000瑞士法郎	-	100%	Assembling and marketing of gold and jewellery watches 裝配及經銷 金錶及寶石錶
			-	100%	
冠亞名表城(上海)貿易有限公司	People's Republic of China* 中華人民共和國*	HK\$35,000,000 35,000,000港元	-	100%	Watch trading 鐘錶貿易
			-	100%	
Time City (Hong Kong) Limited 名表城(香港)有限公司	Hong Kong 香港	HK\$3,000,000 3,000,000港元	-	100%	Watch trading 鐘錶貿易
			-	100%	
Juvenia (Hong Kong) Company Limited 尊皇(香港)有限公司	Hong Kong 香港	HK\$5,000,000 5,000,000港元	-	100%	Brand development & watch trading 品牌發展及 鐘錶貿易
			-	100%	
Accord Watch & Jewellery (International) Limited 艾卓鐘錶珠寶(國際)有限公司	Hong Kong 香港	HK\$3,500,100 3,500,100港元	-	100%	Brand development & watch trading 品牌發展及 鐘錶貿易
			-	100%	
Asia Commercial Property Holdings Limited	British Virgin Islands/ Hong Kong 英屬處女群島/ 香港	US\$1 1美元	100%	-	Property holding and investment 物業持有及投資
			100%	-	



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

17. INTEREST IN SUBSIDIARIES (Continued)

Name of subsidiary 附屬公司名稱	Place of incorporation or establishment or registration/ operation 註冊或成立地點/ 經營地點	Paid up issued ordinary share capital/ registered capital 實繳已發行 普通股本/ 註冊資本	Proportion of nominal value of issued share capital/ registered capital held by the Company 本公司所持已發行 股本/註冊資本面值 之百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
上海冠亞鐘表有限公司	People's Republic of China*	RMB600,000	-	100%	Watch retailing and trading
	中華人民共和國*	人民幣600,000元	-	100%	鐘錶零售 及貿易
Ming Biao Cheng Corporation	British Virgin Islands	US\$1	-	100%	Watch retailing and trading
	英屬處女群島	1美元	-	100%	鐘錶零售 及貿易

* Registered under the laws of The People's Republic of China as a limited liability company.

* 根據中華人民共和國法律註冊為有限責任公司。

The above list includes the subsidiaries of the Company which, in the opinion of the directors, materially affected the results of the year or net assets of the Group. To give details of all other subsidiaries would, in the opinion of the directors, result in providing particulars of excessive length.

董事認為，上列附屬公司乃主要影響本年度業績或本集團資產淨值，倘將所有其他附屬公司之詳情一併列出，則會流於冗長。

None of the subsidiaries had any loan capital outstanding at the end of the year or at any time during the year.

於年終或年內任何時間，各附屬公司概無任何尚未償還之借貸資本。

18. AMOUNTS DUE FROM/(TO) SUBSIDIARIES

		The Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Amounts due from subsidiaries	應收附屬公司款項	1,022,758	776,720
Impairment loss recognised	已確認之減值虧損	(737,154)	(636,884)
		285,604	139,836

17. 於附屬公司之權益(續)

18. 應收/(應付)附屬公司款項

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

18. AMOUNTS DUE FROM/(TO) SUBSIDIARIES (Continued)

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

The carrying amount of the amounts due from/(to) subsidiaries as at 31st March 2008 approximated the fair value.

As at 31st March 2008, the amounts due from subsidiaries were unsecured and repayable on demand. Except for an amount of to approximately HK\$19,545,000 (2007: HK\$18,565,000) with interest charged at prevailing prime rate less 2%, the remaining balance were non-interest bearing.

During the year, the carrying amount had been written down approximately HK\$737,154,000 (2007: HK\$636,884,000) through the recognition of impairment losses. After considering the poor to operating performance of the relevant subsidiaries, the directors are of the opinion that further impairment losses of approximately HK\$100,270,000 should be recognised and impairment losses recognised in previous years should not be reversed.

19. AVAILABLE-FOR-SALE INVESTMENTS

Investments in	投資於
Unlisted equity securities in Hong Kong	香港非上市股本證券
Club debentures	會所債券
Impairment loss recognised	已確認之減值虧損

The above investments in unlisted equity securities are measured at cost less impairment at each balance sheet date. In prior years, the carrying amounts of investments in unlisted equity securities had been written down to nil through the recognition of impairment losses. After considering the poor operating performance of these investee companies, the directors are of the view that no impairment should be reversed.

The club debentures are measured at fair value. Fair value of the investment has been determined by reference to the bid price quoted in an active market. No impairment is provided for the years ended 2008 and 2007.

18. 應收／(應付) 附屬公司款項(續)

應付附屬公司款項為無抵押、免息及須於要求時償還。

於二零零八年三月三十一日，應收／(應付) 附屬公司款項之賬面值與公允值相若。

於二零零八年三月三十一日，應收附屬公司款項為無抵押並須於要求時償還。除為數約 19,545,000 港元 (二零零七年：18,565,000 港元) 按當時最優惠利率減 2% 計算利息外，其餘款項為免息。

年內，賬面值已確認減值虧損約 737,154,000 港元 (二零零七年：636,884,000 港元)。考慮相關附屬公司之欠佳經營表現後，董事認為，將確認進一步減值虧損約 100,270,000 港元，而過往年度確認之減值虧損將不被撥回。

19. 可出售之投資

		The Group 本集團	
		2008 二零零八年	2007 二零零七年
		HK\$'000 千港元	HK\$'000 千港元
		3,785	3,785
		2,734	984
		(4,339)	(4,339)
		2,180	430

於各結算日，上述於非上市股本證券投資按成本扣減減值計量。於過往年度，非上市股本證券投資之賬面值已透過確認減值虧損撇減至零。考慮該等獲投資公司之欠佳經營表現後，董事認為，並無減值將被撥回。

會所債券按公允值計量。此投資之公允值乃參照市場上之報價而釐定。截至二零零八年及二零零七年度並無作出減值撥備。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

20. INVENTORIES

Inventories in the balance sheets comprise:

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Watches	鐘錶		
Raw material	原材料	34,013	10,632
Finished goods	製成品	167,300	59,449
		201,313	70,081

21. TRADE RECEIVABLES, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

The Group allows credit period of ranging from cash on delivery to 90 days to its trade receivables. The aging analysis of trade debtors of HK\$30,960,000 (2007: HK\$28,825,000) which are included in the Group's trade receivables at the balance sheet date is as follows:

20. 存貨

資產負債表內之存貨包括：

21. 貿易應收賬款、其他應收賬款、按金及預付款項

本集團給予貿易應收賬戶由到貨收款至90天之信貸期。於結算日，包括在本集團貿易應收賬款內之貿易應收賬款30,960,000港元(二零零七年：28,825,000港元)之賬齡分析如下：

		The Group 本集團		The Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Trade receivables	貿易應收賬款				
Up to 90 days	即期至90日	30,658	23,932	-	-
91 to 180 days	91至180日	55	565	-	-
Over 180 days	180日以上	247	4,328	-	-
		30,960	28,825	-	-
Allowance for doubtful debts	呆賬撥備	(8)	(4,261)	-	-
		30,952	24,564	-	-
Other receivables, deposits and prepayments	其他應收賬款、按金及預付款項	8,841	9,696	110	148
Rental and utility deposits	租金及公用事業按金	11,116	3,133	-	-
		50,909	37,393	110	148

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

21. TRADE RECEIVABLES, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

The carrying amounts of trade receivables, other receivables, deposits and prepayment at 31st March 2008 approximated their fair value.

The carrying amounts of 75% of the Group's trade receivables are denominated in Renminbi (2007: 71%).

(a) Impairment of trade debtors

Impairment losses in respect of trade debtors are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly (see Note 2(g)(i)).

The movement in the allowance for doubtful debts during the year, including both specific and collective loss components, is as follows:

21. 貿易應收賬款、其他應收賬款、按金及預付款項(續)

於二零零八年三月三十一日之貿易應收賬款、其他應收款項、按金及預付款項之賬面值與公允值相若。

本集團貿易應收賬款之75%之賬面值以人民幣列值(二零零七年: 71%)。

(a) 貿易應收賬款減值

應收賬款之減值虧損以撥備賬記錄，除非本集團有信心收回款額之可能性極微，在該情況下，減值虧損直接從貿易應收賬款撇銷(見附註2(g)(i))。

本年度呆帳撥備變動(包括特定及集體虧損部份)如下：

		The Group 本集團		The Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
At 1st April	於四月一日	4,261	2,535	-	-
Impairment loss recognised	確認之減值虧損	-	1,728	-	-
Uncollectible amounts written off	呆帳撇銷	(4,253)	(2)	-	-
At 31st March	於三月三十一日	8	4,261	-	-

At 31st March 2008, the Group's trade receivables of HK\$Nil (2007: HK\$1,728,000) were individually determined to be impaired. The individually impaired receivables related to customers that were in financial difficulties and management assessed that only a portion of the receivables is expected to be recovered. Consequently, specific allowances for doubtful debts of HK\$Nil (2007: HK\$1,728,000) were recognised. The Group does not hold any collateral over these balances.

於二零零八年三月三十一日，本集團之貿易應收賬款中零港元(二零零七年：1,728,000港元)個別被釐定為出現減值。該等賬款與有財政困難之客戶有關，而管理層評估預期僅可收回該應收賬款之一部份。因此，已確認之特定呆賬撥備為零港元(二零零七年：1,728,000港元)。本集團並無就此等結餘持有任何抵押品。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

21. TRADE RECEIVABLES, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

(b) Trade receivables that are not impaired

The aging analysis of trade receivables that are neither individually nor collectively considered to be impaired are as follows:

		The Group 本集團		The Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Neither past due nor impaired	並無逾期或減值	30,658	23,932	-	-
Less than 90 days past due	逾期少於90日	55	565	-	-
Over 90 days past due	逾期超過90日	239	67	-	-
		294	632	-	-
		30,952	24,564	-	-

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, management believes that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral over these balances.

21. 貿易應收賬款、其他應收賬款、按金及預付款項(續)

(b) 尚未減值之貿易應收賬款

就無個別或集體被視作減值之貿易應收賬款賬齡分析如下：

		The Group 本集團		The Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Neither past due nor impaired	並無逾期或減值	30,658	23,932	-	-
Less than 90 days past due	逾期少於90日	55	565	-	-
Over 90 days past due	逾期超過90日	239	67	-	-
		294	632	-	-
		30,952	24,564	-	-

概無逾期或減值之貿易應收賬款包括在眾多並無近期欠款記錄之客戶內。

逾期但無減值之貿易應收賬款與多名獨立客戶有關，該等客戶在本集團之信貸記錄良好。根據過往經驗，管理層認為，該等結餘毋須減值撥備，乃由於信貸質素並無重大變動，且結餘仍被視作可全數收回。本集團並無就此等結餘持有任何抵押品。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

22. CASH AND CASH EQUIVALENTS

22. 現金及現金等值物

		The Group		The Company	
		本集團		本公司	
		2008	2007	2008	2007
		二零零八年	二零零七年	二零零八年	二零零七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Cash at bank and on hand	銀行存款及手頭現金	58,288	55,898	16,014	2,221
Short-term bank deposits	短期銀行存款	36,208	62,304	1,496	-
Cash and cash equivalents in the consolidated balance sheet and the consolidated cash flow statement	於綜合資產負債表及綜合現金流量表列示的現金及現金等值物	94,496	118,202	17,510	2,221

		The Group		The Company	
		本集團		本公司	
		2008	2007	2008	2007
		二零零八年	二零零七年	二零零八年	二零零七年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Hong Kong dollars	港元	46,621	72,445	1,426	2,166
United States dollars	美元	16,014	-	16,054	-
Renminbi	人民幣	27,870	44,897	-	12
Others	其他	3,991	860	30	43
		94,496	118,202	17,510	2,221

The effective interest rate on short-term bank deposits ranged from 1.4% to 5.74% (2007: 3.2% to 5.2%); these deposits have an average maturity from overnight up to one month (2007: overnight up to one month).

短期銀行存款之實際利率為介乎1.4%至5.74% (二零零七年: 3.2%至5.2%) ; 該等存款之平均到期日為隔夜至一個月 (二零零七年: 為隔夜至一個月)。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

23. TRADE PAYABLES, OTHER PAYABLES AND ACCRUED CHARGES

Included in trade payables, other payable and accrued charges are trade payables of HK\$40,104,000 (2007: HK\$25,729,000), the aging analysis of which at the balance sheet date is as follows:

23. 貿易應付賬款、其他應付賬款及應計費用

於結算日，計入貿易應付賬款、其他應付賬款及應計費用內之貿易應付賬款40,104,000港元（二零零七年：25,729,000港元）之賬齡分析如下：

		The Group 本集團		The Company 本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Trade payables	貿易應付賬款				
Up to 90 days	即期至90日	39,791	25,393	-	-
91 to 180 days	91至180日	-	336	-	-
Over 180 days	180日以上	313	-	-	-
		40,104	25,729	-	-
Other payables and accrued charges	其他應付賬款及應計費用	22,888	21,417	2,278	3,150
Deposits received	已收按金	2,003	456	-	-
Other tax payables	其他應付稅項	38,910	27,828	-	-
		103,905	75,430	2,278	3,150

The fair value of the Group's trade and other payables, and accrued charges at 31st March 2008 approximated to their corresponding carrying amount.

The carrying amounts of trade payables of the Group are mainly denominated in Renminbi.

All of the other trade and other payables are expected to be settled or recognised as income within one year or are repayable on demand.

於二零零八年三月三十一日，本集團之貿易及其他應付賬款及應計費用之公允值與相應賬面值相若。

本集團之貿易應付賬款之賬面值主要以人民幣計值。

所有其他貿易及其他應付款項預計於一年內結算或確認為收入，或按要求償還。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

24. INCOME TAX PAYABLE IN THE CONSOLIDATED BALANCE SHEET

24. 綜合資產負債表內之應繳所得稅

(a) Income tax payable in the consolidated balance sheet represents:

(a) 綜合資產負債表之應繳所得稅代表：

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Balance at 1st April	於四月一日之結餘		
– PRC Enterprise Income tax	– 中國企業所得稅	1,078	–
Translation difference	換算差額	364	–
Provision for PRC Enterprise Income Tax for the year	本年度中國企業所得稅撥備	4,682	2,554
PRC Enterprise Income Tax paid	已付中國企業所得稅	(4,624)	(1,476)
Balance at 31st March	於三月三十一日之結餘	1,500	1,078

(b) Deferred tax assets not recognised

(b) 未確認之遞延稅項資產

The Group has allowable tax losses arising in Hong Kong of approximately HK\$335,000,000 (2007: HK\$323,000,000) which are mainly arisen prior to the capital restructuring in 1997, that are available for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses due to the unpredictability of future profit streams.

本集團自香港產生之可獲寬免稅務虧損約為335,000,000港元，主要於一九九七年資本重組前產生（二零零七年：323,000,000港元），可用於抵銷虧損產生的公司未來應課稅溢利。由於未來溢利不能作出預測，故並無就此等虧損確認遞延稅項資產。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

25. LOAN NOTES

25. 貸款票據

		The Group and the Company 本集團及本公司	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Swiss Francs 11,800,000 7/8% Loan Notes (the "Notes") due 2010, at par	瑞士法郎11,800,000份二零一零年到期年息7/8%貸款票據(「票據」)·按面值	62,636	61,912
Translation difference	換算差額	(702)	724
		61,934	62,636
Premium on redemption at 17.375% of principal amount	按17.375%贖回本金金額之溢價	10,757	9,881
Accrued interest	應計利息	821	1,050
Premium paid during the year	年內已付溢價	(10,757)	-
Interest payable write back during the year	年內撥回應付利息	(277)	-
Interest paid during the year	年內已付利息	(541)	(542)
Redeemed during the year	年內已贖回	(59,027)	-
		2,910	73,025

Pursuant to the original note agreement dated 31st January 1994, holders of the Notes had the right at any time on or before 8th February 2000 to convert all or some of the Notes into shares of the Company at the conversion price of HK\$8.6 per share, subject to adjustment. Interest on the Notes was waived for a period of five years with effect from 23rd February 1996 to and including 22nd February 2001. The rate at which interest is charged on the Notes is 0.875% per annum for a period of nine years with effect from 23rd February 2001. Interest is accrued over the revised duration of the Notes so as to produce a constant periodic rate of charge for each accounting period.

The Company has the right, having given not less than 30 days and not more than 60 days' notice to the financial adviser in respect of the Notes, to redeem all, but not some only, of the Notes at par, together with interest accrued up to the date of redemption if the closing price of the Company's shares listed on The Stock Exchange of Hong Kong Limited, converted into US\$ at the prevailing exchange rate, is at least 130% of the conversion price for 30 consecutive dealing days.

根據一九九四年一月三十一日之原來之票據協議，票據持有人有權於二零零零年二月八日或之前隨時按每股8.6港元之換股價(可予調整)將全部或部份票據轉換為本公司股份。票據自一九九六年二月二十三日起至二零零一年二月二十二日(包括該日)之五年內免付利息。票據之利率自二零零一年二月二十三日起計九年內之年息為0.875%。票據在修訂後之期間計提利息，以便在每個會計期間內，產生穩定之定期費用。

倘本公司股份在香港聯合交易所有限公司之收市價(按當時兌換率換算為美元後)連續三十個交易日均為換股價之130%或以上，則本公司有權在向票據之財務顧問發出不少於三十日但不多於六十日之通知之情況下，按面值(連同計至贖回當日之利息)贖回所有(而非僅部份)票據。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

25. LOAN NOTES (Continued)

There is also an option granted to the holders of the Notes to cause the Company to redeem in US\$ at a fixed exchange rate of SFr. 1.00 = US\$0.67933 any Notes on 23rd February 2008 at a redemption price of 117.375% of its principal amount together with interest accrued up to the date of redemption. The Company has redeemed Notes amounted to Swiss Francs 11,250,000 on 23rd February 2008. The remaining Notes amounted to Swiss Francs 550,000 will mature in year 2010 and have been re-classified from current liabilities to non-current liabilities.

The directors considered that the carrying amount of the Notes at 31st March 2008 approximated their fair value.

25. 貸款票據 (續)

票據持有人亦獲授一項選擇權，使本公司於二零零八年二月二十三日按票據本金額117.375%之贖回價連同計至贖回當日之利息，以按1.00瑞士法郎兌0.67933美元之固定匯率計算之美元贖回任何票據。本公司已於二零零八年二月二十三日贖回票面值11,250,000瑞士法郎票據，餘下550,000瑞士法郎票據會於二零一零年到期，故此票據已重新分類至非流動負債。

董事認為，於二零零八年三月三十一日，票據之賬面值與相應公允值相若。

26. SHARE CAPITAL

26. 股本

		The Group and the Company 本集團及本公司	
		Number of shares 股份數目	Value 價值
		'000 千股	HK\$'000 千港元
Ordinary shares of HK\$1.00 each and reduced to HK\$0.10 each on 28th March 2007	每股1.00港元之普通股及於二零零七年三月二十八日削減至每股0.10港元		
Authorised:	法定股本：		
At 1st April 2006	於二零零六年四月一日	400,000	400,000
Capital reduction (Note (a))	削減股本(附註(a))	-	(360,000)
Increase in authorised share capital (Note (b))	增加法定股本(附註(b))	600,000	60,000
At 31st March 2007	於二零零七年三月三十一日	1,000,000	100,000
At 1st April 2007 and 31st March 2008	於二零零七年四月一日及二零零八年三月三十一日	1,000,000	100,000
Issued and fully paid:	已發行及繳足股本：		
At 1st April 2006	於二零零六年四月一日	333,719	333,719
Capital reduction (Note (a))	削減股本(附註(a))	-	(300,347)
At 31st March 2007	於二零零七年三月三十一日	333,719	33,372
At 1st April 2007	於二零零七年四月一日	333,719	33,372
Issue of new shares under open offer (Note (c))	根據公開發售發行新股份(附註(c))	266,976	26,698
At 31st March 2008	於二零零八年三月三十一日	600,695	60,070



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

26. SHARE CAPITAL (Continued)

Notes:

(a) Capital reduction

Pursuant to the resolutions passed at the Special General Meeting held on 28th March 2007, the issued share capital of the Company was reduced by canceling the paid-up capital to the extent of HK\$1.00 to HK\$0.10 per share such that the authorised share capital of the Company is reduced from HK\$400,000,000 to HK\$40,000,000.

A credit of HK\$300,347,564 arose and was transferred to the contributed surplus account of which HK\$282,823,000 was applied to set off against the Company's accumulated losses. The remaining balance standing to the credit of the contributed surplus account may be utilised in the future in accordance with the Bye-Laws and the Companies Act, including distribution to the Shareholders subject to compliance with the relevant statutory requirements on making distributions in the Companies Act.

(b) Authorised share capital increase

Upon the capital reorganisation becoming effective and on the basis of the same number of shares in issue, the nominal value of the shares of the Company was adjusted from HK\$1.00 to HK\$0.10, and the authorised share capital of the Company was increased from the reduced amount of HK\$40,000,000 to HK\$100,000,000, by the creation of an additional 600,000,000 new shares to 1,000,000,000 shares, of which 333,719,516 shares were in issue then.

(c) On 25th September 2007, the Company allotted and issued a total of 266,975,612 new shares of HK\$0.10 each at a price of HK\$0.40 per offer share ("Offer Share") as a result of open offer on the basis of four Offer Shares for every five existing shares held by the qualifying shareholders of the Company. All the shares which were issued during the year rank pari passu with the then existing shares in all aspects.

26. 股本 (續)

附註：

(a) 削減股本

根據於二零零七年三月二十八日舉行之股東特別大會上通過之決議案，本公司已發行股本透過註銷繳足股本每股1.00港元至0.10港元予以削減，而本公司法定股本則由400,000,000港元削減至40,000,000港元。

所產生300,347,564港元之進賬額，並已轉撥至繳入盈餘賬，其中282,823,000港元用以抵銷本公司之累計虧損。繳入盈餘賬之進賬額結餘可於日後根據公司細則及公司法動用，包括向股東作出分派，惟於任何情況下須遵守公司法有關分派之法規定。

(b) 增加法定股本

於股本重組生效後，根據已發行股份之相同數目股份，本公司股份之面值已由1.00港元調整至0.10港元，透過增添600,000,000股新股份將股份數目增至1,000,000,000股份，本公司之法定股本已由已削減金額之40,000,000港元增至100,000,000港元，當中已包括已發行之333,719,516股。

(c) 於二零零七年九月二十五日，本公司按每股發售價0.40港元配發及發行總計266,975,612股新股份（「發售股份」）作為公開發售之結果，基準為本公司合資格股東每持有五股現有股份獲配發四股發售股份。年內所有發行股份與現有已發行股份在各方面均享有同等地位。

27. SHARE OPTION SCHEME**2002 Share Option Scheme**

On 20th September 2002, the shareholders of the Company approved the adoption of a new share option scheme (the “2002 Share Option Scheme”). The purpose of the 2002 Share Option Scheme is to encourage qualifying grantees to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. Qualifying grantees of the 2002 Share Option Scheme means (i) any employee including officer and director or any business-related consultant, agent, representative or adviser of the Company or any subsidiary or any affiliate; or (ii) any supplier, agent or consultant who provide goods or services to the Company or any subsidiary or any affiliate; or (iii) any customer of the Company or any subsidiary or any affiliate; or (iv) any business ally or joint venture partner of the Company or any subsidiary or any affiliate.

The maximum number of shares which may be issued upon exercise of all options to be granted under the 2002 Share Option Scheme (and under any other scheme of the Company) shall not in aggregate exceed 10 per cent. of the shares in issue as at the date of the adoption of the 2002 Share Option Scheme (the “Scheme Mandate Limit”) provided that the Company may at any time as the Board of Directors of the Company may think fit seek approval from its shareholders to refresh the Scheme Mandate Limit, save that the maximum number of shares which may be issued upon exercise of all options to be granted under the 2002 Share Option Scheme (and under any other scheme of the Company) shall not be exceed 10 per cent. of the shares in issue as at the date of approval by the shareholders of the Company. In general meeting whose such limit is refreshed options previously granted under the 2002 Share Option Scheme and any other scheme of the Company (including those outstanding, cancelled, and lapsed in accordance with the terms of the 2002 Share Option Scheme or any other scheme of the Company or exercised options under the said scheme) shall not be counted for the purpose of calculating the limit as refreshed. Notwithstanding aforesaid in this paragraph, the maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2002 Share Option Scheme (and under any other scheme of the Company) shall not exceed 30 per cent. of the Shares in issue from time to time. As at the date of the annual report, a total of 33,371,951 shares (representing approximately 5.6 per cent. of then existing issued share capital of the Company) are available for issue under the 2002 Share Option Scheme.

The total number of shares issued and to be issued upon exercise of the options granted to each individual under the 2002 Share Option Scheme and any other scheme (including both exercised and outstanding options) in any 12-month period must not exceed 1 per cent. of the total number of shares in issue.

27. 購股權計劃**二零零二年購股權計劃**

於二零零二年九月二十日，本公司股東批准採納新購股權計劃（「二零零二年購股權計劃」）。二零零二年購股權計劃之目的乃鼓勵合資格承授人致力為本公司及其股東整體之利益提升本公司及其股份之價值。二零零二年購股權計劃的合資格承授人指(i)本公司或任何附屬公司或任何聯屬公司的任何僱員，包括主管及董事或任何與業務有關之顧問、代理人、代表或顧問；或(ii)向本公司或任何附屬公司或任何聯屬公司提供貨物或服務之任何供應商、代理商或顧問；或(iii)本公司或任何附屬公司或任何聯屬公司之任何客戶；或(iv)本公司或任何附屬公司或任何聯屬公司之業務盟友或合資企業夥伴。

根據二零零二年購股權計劃（及本公司任何其他計劃）授出之所有購股權獲行使而可予發行之股份總數，最多不得超逾於二零零二年購股權計劃採納之日已發行股份之10%（「計劃授權上限」），惟本公司可於本公司董事會認為適當情況下尋求股東批准修訂計劃授權上限，因行使根據二零零二年購股權計劃（及本公司任何其他計劃）將予授出之所有購股權而可予發行之股份數目，最多不得超逾於本公司股東於股東大會上批准修訂該上限之日已發行股份之10%。之前根據二零零二年購股權計劃及本公司任何其他計劃授出之購股權（包括尚未行使、已作廢及根據二零零二年購股權計劃或本公司任何其他計劃之條款作註銷論或已根據上述計劃行使之購股權）將不會列入經修訂上限內。儘管本段前文所述者，根據二零零二年購股權計劃（及本公司任何其他計劃）而授出但尚未行使之購股權，因行使該批購股權後而發行之股份最高數目，不得超逾本公司在任何時候的已發行股本之30%。於年報日，根據二零零二年購股權計劃可予發行之股份為33,371,951股（佔本公司現有已發行股本約5.6%）。

根據二零零二年購股權計劃及任何其他購股權計劃，因獲授購股權者行使其購股權（包括已行使及未行使之購股權）所發行及將發行的股份總數於任何十二個月內，不得超逾本公司已發行股本之總數1%。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

27. SHARE OPTION SCHEME (Continued)

2002 Share Option Scheme (Continued)

The period within which an option may be exercised will be determined by the Board of Directors of the Company in its absolute discretion, save that no option may be exercised later than 10 years from the date on which the option is granted. Subject to the provisions of the 2002 Share Option Scheme, the Board may in its absolute discretion when offering the grant of an option impose any conditions in relation thereto in addition to those set forth in the 2002 Share Option Scheme as it may think fit (to be stated in the letter containing the offer or the grant of the option) including (without prejudice to the generality of the foregoing) continuing eligibility criteria conditions and the satisfactory performance. However the 2002 Share Option Scheme itself does not specify any minimum holding period for which an option must be held before it can be exercised.

The offer of grant of share options may be accepted within 14 days from the date of the offer, upon payment of a nominal value of HK\$1.00 in total by the grantee. The exercise period of the share options granted is determined by the Board of Directors, and shall not exceed a period of ten years after the date of grant.

The subscription price in respect of any particular option under the 2002 Share Option Scheme shall be such price as the Board may be its absolute discretion determine at the time of grant of the relevant option (and shall be stated in the letter containing the offer of the grant of the option) but the subscription price shall not be less than whichever is the highest of: (a) the nominal value of a share; (b) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of the Board resolution approving the grant of options; and (c) the average of the closing price of the shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of the Board resolution approving the grant of options.

The 2002 Share Option Scheme will expire on 19th September 2012.

As at 31st March 2008, there were no outstanding option granted under the 2002 Share Option Scheme and no option was granted, exercised, cancelled or lapsed during the year ended 31st March 2008.

27. 購股權計劃 (續)

二零零二年購股權計劃 (續)

購股權之可行使期為本公司董事會按其絕對酌情權釐定，惟購股權不可於其授出日期起計十年後行使。在二零零二年購股權計劃之條文規限下，董事會可在其適當情況下在提出授予購股權建議時絕對酌情規定二零零二年購股權計劃所載以外之任何有關條件（將於載有授出購股權建議之函件內述明）包括（在不影響上述者之一般性情況下）持續符合資格之標準條件及達至滿意表現。然而，二零零二年購股權計劃本身並無設立購股權行使前必須持有的最低期限。

購股權可於授出日期起計十四日內被接納，獲授人於接納時須支付名義代價合共1.00港元。購股權之行使期乃由董事會釐定，惟不得超過授出日期起計十年。

二零零二年購股權計劃之任何特定購股權所涉及之認購價，乃董事會於有關購股權授出時全權釐定之價格（須於載有授出購股權建議之函件內述明），惟認購價不得低於下列之較高者：(a) 股份之面值；(b) 於董事會通過決議案批准授出購股權之日於聯交所每日報價表所報股份之收市價；及(c) 於董事會通過決議案批准授出購股權之日前五個交易日於聯交所每日報價表所報股份之平均收市價。

二零零二年購股權計劃將於二零一二年九月十九日屆滿。

於二零零八年三月三十一日，並無根據二零零二年購股權計劃獲授出而尚未行使之購股權，截至二零零八年三月三十一日止年度期間，並無購股權獲授出、行使、註銷或失效。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

28. RESERVES

28. 儲備

The Group

本集團

		Share premium	Revaluation reserve	Exchange reserve	Capital reserve	Contributed surplus	Accumulated losses	Total
		股份溢價	重估儲備	匯兌儲備	股本儲備	繳入盈餘	累計虧損	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(Note (a))	(Note (b))	(Note (c))	(Note (d))	(Note (e))		
		(附註(a))	(附註(b))	(附註(c))	(附註(d))	(附註(e))		
Balance at 1st April 2006	於二零零六年 四月一日結餘	84	242	568	252,381	-	(417,345)	(164,070)
Exchange differences on translation of financial statements of overseas subsidiaries	海外附屬公司 財務報表換算之 匯兌差額	-	-	94	-	-	-	94
Disposal of subsidiaries	出售附屬公司	-	-	(317)	-	-	-	(317)
Loss for the year	本年度虧損	-	-	-	-	-	(49,543)	(49,543)
Capital reduction	削減股本	-	-	-	-	300,347	-	300,347
Set off against accumulated losses	抵銷累計虧損	-	-	-	-	(282,823)	282,823	-
Balance at 31st March 2007	於二零零七年 三月三十一日結餘	84	242	345	252,381	17,524	(184,065)	86,511
Balance at 1st April 2007	於二零零七年 四月一日結餘	84	242	345	252,381	17,524	(184,065)	86,511
Exchange differences on translation of financial statements of overseas subsidiaries	海外附屬公司 財務報表換算之 匯兌差額	-	-	16,014	-	-	-	16,014
Profit for the year	本年度溢利	-	-	-	-	-	61,309	61,309
Issue of shares (Note 26)	發行股份 (附註26)	80,092	-	-	-	-	-	80,092
Revaluation on properties (Note 16(b))	重估物業 (附註16(b))	-	31,320	-	-	-	-	31,320
Share issue expenses	股份發行之費用	(2,185)	-	-	-	-	-	(2,185)
Dividend paid	已付股息	-	-	-	-	-	(6,007)	(6,007)
Balance at 31st March 2008	於二零零八年 三月三十一日結餘	77,991	31,562	16,359	252,381	17,524	(128,763)	267,054



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

28. RESERVES (Continued)

28. 儲備 (續)

The Company

本公司

		Share premium	Contributed surplus	(Accumulated losses)/ Retained profits	Total
		股份溢價	繳入盈餘	(累計虧損)/ 保留溢利	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Note (a))	(Note (e))		
		(附註(a))	(附註(e))		
Balance at 1st April 2006	於二零零六年四月一日結餘	84	-	(110,007)	(109,923)
Loss for the year	本年度虧損	-	-	(172,816)	(172,816)
Capital reduction	削減股本	-	300,347	-	300,347
Transfer to set-off accumulated losses	轉撥以抵銷累計虧損	-	(282,823)	282,823	-
Balance at 31st March 2007	於二零零七年三月三十一日結餘	84	17,524	-	17,608
Balance at 1st April 2007	於二零零七年四月一日結餘	84	17,524	-	17,608
Share issue expenses	股份發行之費用	(2,185)	-	-	(2,185)
Profit for the year	本年度溢利	-	-	148,362	148,362
Issue of shares (Note 26)	發行股份(附註26)	80,092	-	-	80,092
Dividend paid	已付股息	-	-	(6,007)	(6,007)
Balance at 31st March 2008	於二零零八年三月三十一日結餘	77,991	17,524	142,355	237,870

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

28. RESERVES (Continued)

Notes:

(a) Share premium

The application of the share premium account is governed by Section 40 of the Companies Act 1981 of Bermuda (as amended) (the "Companies Act").

(b) Revaluation reserve

The revaluation reserve has been set up and is dealt with the revaluation on properties (Note 16(b)) reclassified to investment properties in accordance with the accounting policies adopted for land and buildings in Note 2(e).

(c) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in Note 2(p).

(d) Capital reserve

The Capital reserve was set up upon debt restructuring which will be used for the purpose of repurchase of issued and fully paid ordinary share capital.

(e) Contributed surplus

The contributed surplus of the Group represents the amount transferred from the capital account due to the capital reduction effective on 28th March 2007. The balance of contributed surplus account may be utilised in the future in accordance with the Bye-Laws and the Companies Act, including distribution to the shareholders subject to compliance with the relevant statutory requirements on making distributions in the Company Act.

(f) Distributability of reserves

In accordance with Section 40 of the Bermuda Companies Act 1981, the share premium account of the Company is distributable to the shareholders of the Company in the form of fully paid bonus shares.

At 31st March 2008, the aggregate amount of reserves available for distribution to equity holders of the Company was approximately HK\$237,870,000 (2007: HK\$17,608,000) subject to the restriction on the share premium account as stated above. During the year, the directors proposed a final dividend of 1 HK cent per share (2007: Nil HK cent), amounting to approximately HK\$6,007,000 (2007: HK\$ Nil). This dividend has not been recognised as a liability at the balance sheet date.

28. 儲備 (續)

附註：

(a) 股份溢價

股份溢價賬須根據一九八一年百慕達公司法第40條(經修訂)(「公司法」)應用。

(b) 重估儲備

重估儲備是為重分類至投資物業(附註16(b))的物業重新估值所產生，並根據附註2(e)項所載有關土地及樓宇的會計政策處理。

(c) 匯兌儲備

匯兌儲備包括換算海外業務財務報表所產生的所有匯兌差額。該儲備根據附註2(p)項所載的會計政策處理。

(d) 股本儲備

股本儲備於債務重組後設立，將用於購回已發行及繳足普通股股本。

(e) 繳入盈餘

本集團之繳入盈餘代表因削減股本於二零零七年三月二十八日生效而轉撥自股本賬之金額。繳入盈餘賬之結餘可於日後根據公司細則及公司法動用，包括向股東作出分派，惟於任何情況下須遵守公司法有關分派的法定規定。

(f) 可供分配儲備

根據百慕達1981年公司法第40條，本公司之股份溢價賬可以繳足紅利股份形式分配予本公司股東。

於二零零八年三月三十一日，受上文所列之股份溢價賬所限，可供分配予本公司權益持有人之儲備總額約為237,870,000港元(二零零七年：17,608,000港元)。年內，董事建議派發每股1港仙(二零零七年：零港仙)之末期股息約6,007,000港元(二零零七年：零港元)。於結算日，該股息未被確認為負債。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

29. RECONCILIATION OF PROFIT/(LOSS) BEFORE TAXATION TO NET CASH (USED IN)/GENERATED FROM OPERATING ACTIVITIES

29. 除稅前溢利／(虧損)與(動用)／產生於經營業務之現金淨額對賬

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Profit/(loss) before taxation	除稅前溢利／(虧損)	65,998	(47,283)
Adjustments for:	調整：		
Valuation gains on investment properties	投資物業之估值收益	(2,004)	-
(Write back)/write down of inventories	存貨(撥回)／撇減	(22,547)	63,302
Impairment loss on goodwill	商譽之減值虧損	-	2,081
Impairment loss on interest in an associate	一間聯營公司權益之減值虧損	-	1,144
Impairment loss on property, plant and equipment	物業、機器及設備之減值虧損	-	2,497
Impairment loss on trade and other receivables	貿易及其他應收賬款之減值虧損	-	4,293
Write off of property, plant and equipment	撇銷物業、機器及設備	70	325
Bad debts written off	撇銷壞賬	763	48
Profit on disposal of subsidiaries	出售附屬公司溢利	-	(407)
Loss on liquidation of subsidiaries	附屬公司清盤虧損	348	-
Amortisation of premium on redemption of loan notes	贖回貸款票據之溢價攤銷	876	972
Interest income from other than short-term bank deposits	來自短期銀行存款以外之利息收入	(972)	(906)
Interest income from short-term bank deposits	來自短期銀行存款之利息收入	(3,294)	(2,639)
Interest expenses	利息費用	37	375
Depreciation	折舊	7,571	6,543
Amortisation of prepaid lease payments	租賃預付款項攤銷	111	111
Share of results of an associate	應佔一間聯營公司業績	-	2
Operating profit before changes in working capital	營運資金變動前之經營溢利	46,957	30,458
Increase in inventories	存貨增加	(87,822)	(26,227)
Increase in trade receivables, other receivables, deposits and prepayments	貿易應收賬款、其他應收賬款、按金及預付款項增加	(11,297)	(7,909)
Increase in trade payables, other payables and accrued charges	貿易應付賬款、其他應付賬款及應計費用增加	21,686	6,791
Decrease in rental received in advance	預收租金減少	(75)	(75)
Cash (used in)/generated from operations	營運所(動用)／產生之現金	(30,551)	3,038
Overseas taxation paid	已繳之海外稅項	(4,624)	(2,379)
Net cash (used in)/generated from operating activities	(動用)／產生於經營業務之現金淨額	(35,175)	659

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

30. NET CASH FLOW FROM LIQUIDATION OF SUBSIDIARIES

During the year ended 31st March 2008, two subsidiaries incorporated in the PRC and one subsidiary incorporated in Taiwan were voluntarily wound up. The net assets of these subsidiaries at the date of liquidation were as follows:

30. 於附屬公司清盤時之現金流量淨額

於二零零八年三月三十一日止年度內，兩間於中國註冊成立及一間於台灣註冊成立之附屬公司已自願清盤。該等附屬公司於清盤日期之淨資產如下：

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Net assets disposed of:	出售之淨資產：		
Fixed assets	固定資產	44	-
Other receivable and deposits	其他應收款項及按金	283	-
Other payables and accrual	其他應付款項及應計費用	(18)	-
Exchange reserve	匯兌儲備	39	-
Loss on liquidation of subsidiaries	附屬公司清盤時所產生之虧損	348	-
Satisfied by:	支付方式：		
Cash consideration received	已收現金代價	-	-



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

31. NET CASH FLOW FROM DISPOSAL OF SUBSIDIARIES

The Group had equity interest of 54% in KBQuest Holdings Ltd. and its subsidiaries (collectively KBQuest Group). The principal activities of KBQuest Group was provision of programming services. During the year ended 31st March 2007, the Group had disposed its entire equity interest in KBQuest Holdings Limited to an independent third party. The net liabilities of KBQuest Group at the date of disposal were as follows:

31. 於出售附屬公司時之現金流量淨額

本集團於KBQuest Holdings Ltd及其附屬公司(統稱KBQuest集團)擁有54%股權。KBQuest集團之主要業務為提供程式設計服務。截至二零零七年三月三十一日止年度，本集團已出售KBQuest Holdings Ltd之全部股權予獨立第三方。KBQuest集團於出售日期之淨負債如下：

		The Group 本集團	
		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Net liabilities disposed of:	出售之淨負債：		
Plant and equipment	機器及設備	-	94
Trade and other receivables, deposits and prepayments	貿易及其他應收賬款、按金及預付款項	-	958
Cash and bank balances	現金及銀行結餘	-	281
Trade and other payables and accrued charges	貿易及其他應付賬款及應計費用	-	(1,323)
Amount due to group companies	應付集團公司款項	-	(5,352)
Exchange reserve	匯兌儲備	-	(317)
		-	(5,659)
Waiver of current account	往來賬戶豁免	-	5,352
Profit on disposal of subsidiaries	出售附屬公司溢利	-	407
		-	100
Satisfied by:	支付方式：		
Cash consideration received	已收現金代價	-	100
Analysis of the net outflow of cash and cash equivalents in respect of subsidiaries:	出售附屬公司時之現金及現金等值物流出淨額分析：		
Cash consideration received	已收現金代價	-	100
Cash and bank balances disposed of	出售現金及銀行結餘	-	(281)
		-	(181)

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

32. RELATED PARTY TRANSACTIONS AND BALANCES

The following is a summary of the significant transactions with related parties during the year under review and at year end.

(a) Summary of (income) and expense items

Underwriting fee for open offer paid to company beneficially owned by a substantial shareholder who is also a director of the Company (Note)	就公開發售向主要股東(亦為本公司之董事)實益擁有之公司支付包銷費用(附註)
Consultancy services rendered to a former substantial shareholder of the Company	顧問服務提供予本公司之前任主要股東

Note: The amount was paid during the year.

(b) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors and certain of highest paid individuals as disclosed in Note 9, is as follows:

Short-term employee benefits	短期僱員福利
Post-employment benefits	退休後福利
Termination benefits	離職福利

Total remuneration is included in "staff costs" (see Note 7(b)).

32. 有關連人士交易及結餘

下列摘要為於年內及於年終與有關連人士之重大交易及結餘。

(a) (收入)及費用項目的摘要

	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
	908	-
	-	(100)
	908	(100)

附註：該款項已於本年度支付。

(b) 主要管理人員薪酬

本集團主要管理人員薪酬，包括支付予本公司董事及若干最高薪人士(如附註9所披露)之款項如下：

	2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
	14,738	13,032
	-	75
	231	721
	14,969	13,828

酬金總額已計入「員工成本」(見附註7(b))。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

33. PLEDGE OF ASSETS

As at 31st March 2008, the Group's general banking facilities were secured by certain leasehold properties and prepaid lease payments with carrying value of HK\$1,283,000 (2007: HK\$7,923,000) and HK\$556,000 (2007: HK\$4,964,000) respectively as well as certain investment properties at valuation of HK\$14,800,000 (2007: HK\$1,335,000).

34. CONTINGENT LIABILITIES

So far as the Directors are aware, neither the Company nor any of its subsidiaries is engaged in any litigation or arbitration or claims which is, in the opinion of the Directors, of material importance and no litigation or claims which is, in the opinion of the directors, of material importance is known to the Directors to be pending or threatened by or against the Company or any of its subsidiaries.

35. OPERATING LEASE ARRANGEMENTS

As lessor

Property rental income earned during the year was HK\$1,498,000 (2007: HK\$687,000). At 31st March 2008, the properties held have committed tenants for lease terms from 0.5 year to 4 years, whose tenancy agreements includes paying security deposits.

The Group had total future minimum lease receivables under the non-cancellable operating leases with the tenants falling due as follows:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Within one year	於一年內	2,569	619
In the second to fifth years inclusive	於第二至第五年(包括首尾兩年)	5,253	16
		7,822	635

33. 資產抵押

於二零零八年三月三十一日，本集團所授予之一般銀行信貸以賬面值分別為1,283,000港元(二零零七年：7,923,000港元)及556,000港元(二零零七年：4,964,000港元)之若干租賃物業及租賃預付款項及若干估值14,800,000港元(二零零七年：1,335,000港元)之投資物業作擔保。

34. 或然負債

據董事所知，本公司或其任何附屬公司概無涉及彼等認為屬重大之任何訴訟、仲裁或索償，而就董事所知，本公司或其任何附屬公司亦無尚未完結或面臨威脅或被提出彼等認為屬重大之訴訟或索償。

35. 經營租賃安排

作為出租者

年內所得之物業租金收入為1,498,000港元(二零零七年：687,000港元)。於二零零八年三月三十一日，所持有之物業已有租客承諾介乎0.5年至4年之租約，其租賃協議包括支付擔保按金。

根據不可撤銷之經營租約，本集團在未來應收最低租約賬款之總額如下：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

35. OPERATING LEASE ARRANGEMENTS (Continued)

As lessee

The Group leases certain of its office properties and retail outlets under operating lease arrangements. Leases for properties are negotiated for terms ranging from 0.16 to 4.08 years (2007: 0.5 to 6.92 years). Certain rentals for the use of retail outlets are determined by reference to the revenue of the relevant outlets for the year and the rentals for certain retail outlets will be escalated by a fixed percentage per annum.

The operating lease rentals of certain retail outlets are based on the higher of a minimum guaranteed rental or sales level based rental. The minimum guaranteed rental has been used to arrive at the following commitments.

At the balance sheet date, the Group had total future minimum lease payments under the non-cancellable operating leases falling due as follows:

		2008 二零零八年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元
Within one year	於一年內	44,971	10,373
In the second to fifth years inclusive	於第二至第五年(包括首尾兩年)	114,614	13,555
		159,585	23,928

The Company had no operating lease arrangements at 31st March 2008 and 2007.

35. 經營租賃安排(續)

作為承租者

本集團根據經營租賃安排租賃若干辦公室物業及零售點。經磋商之物業租賃期限為0.16年至4.08年(二零零七年:0.5年至6.92年)。若干零售點的租金會以其該年度的收入來決定,並且若干零售點的租金會以固定的年率遞增。

若干零售點之經營租賃租金乃以最低保證租金或銷售額租金(以較高者為準)計算。上述承擔乃按最低保證租金計算。

於結算日,根據不可註銷之經營租約,本集團須按以下年期支付之未來最低租約應付賬款之總額如下:

本公司於二零零八年及二零零七年三月三十一日並無經營租賃安排。



NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

36. RETIREMENT BENEFITS SCHEME

The Group operates a Mandatory Provident Fund (“MPF”) scheme for all Hong Kong eligible employees. The assets of the MPF scheme are held separately from those of the Group in funds under the control of trustees.

The retirement benefit cost for the MPF scheme charged to the consolidated income statement represents contributions payable to the MPF scheme by the Group at rates specified in the rules of the MPF scheme.

Employees who employed in the PRC are members of the state-sponsored pension scheme operated by the PRC government. The Group is required to contribute a certain percentage of their payroll to the pension scheme to fund the benefits. The only obligation of the Group with respect to the pension scheme is to make the required contribution under the scheme.

The amount of unvested benefits utilised by the Group to reduce contributions is HK\$Nil during the year (2007: HK\$Nil). The amount of unvested benefits available for future reduction of employer's contribution as at 31st March 2008 is approximately HK\$3,000 (2007: HK\$4,000).

37. FINANCIAL GUARANTEE CONTRACTS

At 31st March 2008, the Company had given corporate guarantee to a bank in connection with banking facilities granted to the Group amounting to HK\$5,000,000 (2007: HK\$5,000,000). The maximum liability of the Company under the guarantee issued amounting to HK\$5,000,000. The directors considered that no recognition was required because the fair value of such guarantee was insignificant and that the directors did not consider it probable that a claim would be made against the Company under the guarantee.

38. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform with current year's presentation. As a result of adopting HKFRS 7, *Financial instruments: Disclosures*, and the amendments to HKAS 1, *Presentation of financial statements: Capital disclosures*, certain comparative figures have been adjusted to conform with changes in disclosures in the current year and to show separately comparative amounts in respect of items disclosed for the first time in 2007. Further details of these developments are disclosed in Note 4.

36. 退休福利計劃

本集團為所有香港合資格員工設立一項強制性公積金（「強積金」）計劃。該強積金計劃之資產與本集團之資產分開持有，由受托人以基金方式監管。

從綜合收益表中扣除強積金計劃的退休福利成本，相當於本集團按強積金計劃規則訂明的供款率支付強積金計劃的供款。

在中國受僱之員工乃國家推行之退休計劃成員，該退休金計劃由中國政府管理。本集團須按員工薪金之若干比例，就退休計劃作出供款。本集團在該退休計劃中之責任，僅為按計劃之規定作出供款。

於年內本集團動用以削減供款之未歸屬利益為零港元（二零零七年：零港元）。於二零零八年三月三十一日，可供日後削減僱主供款之未歸屬利益約3,000港元（二零零七年：4,000港元）。

37. 財務擔保合約

於二零零八年三月三十一日，本公司就取得5,000,000港元（二零零七年：5,000,000港元）之銀行融資而向銀行作出擔保。本公司於擔保下的最高負債為5,000,000港元。董事認為，由於該等擔保之公允值並不重大，故並無作出確認，而董事並不認為本公司有可能根據任何擔保遭索償。

38. 比較數字

若干比較數字已重新分類以符合本年度之呈列方式。由於採用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（修訂）「呈列財務報表：股本披露」，若干比較數字已調整以符合年度之披露變化，並於二零零七年首次就披露之項目分別呈現比較數字。該等發展之進一步詳情於附註4予以披露。

FIVE-YEAR FINANCIAL SUMMARY

五年財務摘要

RESULTS

業績

		Year ended 31st March 截至三月三十一日止年度				
		2004 二零零四年 HK\$'000 千港元 (restated) (經重列)	2005 二零零五年 HK\$'000 千港元 (restated) (經重列)	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元 (restated) (經重列)
Turnover	營業額	261,477	255,650	330,233	369,376	475,289
Profit/(loss) before taxation	除稅前溢利/(虧損)	32,409	5,028	7,435	(47,283)	65,998
Income tax	所得稅	(250)	(933)	(2,249)	(2,511)	(4,689)
Profit/(loss) for the year	年度溢利/(虧損)	32,159	4,095	5,186	(49,794)	61,309
Attributable to	歸於					
Equity shareholders of the Company	本公司股份持有人	32,743	4,386	5,414	(49,543)	61,309
Minority interests	少數股東權益	(584)	(291)	(228)	(251)	-
		32,159	4,095	5,186	(49,794)	61,309
Basic earnings/(loss) per share	每股基本盈利/(虧損)	9.81¢	1.31¢	1.62¢	(10.43¢)	11.36¢

ASSETS AND LIABILITIES

資產與負債

		As at 31st March 於三月三十一日				
		2004 二零零四年 HK\$'000 千港元 (restated) (經重列)	2005 二零零五年 HK\$'000 千港元 (restated) (經重列)	2006 二零零六年 HK\$'000 千港元	2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元 (restated) (經重列)
Total assets	總資產	290,168	303,831	308,627	271,984	437,932
Total liabilities	總負債	127,076	134,171	138,657	152,101	110,808
Net Assets	資產淨額	163,092	169,660	169,970	119,883	327,124
Equity attributable to equity shareholders of the Company	歸屬於本公司股份持有人之權益	162,270	169,129	169,649	119,883	327,124
Minority interests	少數股東權益	822	531	321	-	-
Total Equity	總權益	163,092	169,660	169,970	119,883	327,124

Certain comparative figures have been restated to reflect the adoption of the new and revised HKFRS.

若干比較數值經已重列以反映採納新增及經修訂之香港財務報告準則。



PROPERTIES HELD BY THE GROUP

本集團持有之物業

INVESTMENT PROPERTIES

投資物業

Name/Location 名稱／地點	Type 種類	Approximate gross floor area 概約建築面積	Group's interest 本集團之權益	Lease term 租約
Flat A on 16th Floor, Flat E on 14th Floor, Flat A-H on 12th Floor, Flat A-B, E-G on 13th Floor Hong Kong Industrial Building 444-452 Des Voeux Road West Hong Kong	Industrial premises	2,021.64 sq.m.*	100%	Long-term lease
香港德輔道西444－452號 香港工業大廈 16樓A室、14樓E室、12樓全層及 13樓A-B及E-G室	工業物業	2,021.64平方米*	100%	長期租賃
Car Parking Space No.8 on 1st Floor, No.8 on 2nd Floor, No.8 on 4th Floor, Avalon No.19 Tai Hang Road, Hong Kong	Car parking	N/A	100%	Long-term lease
香港大坑道19號 雅景軒4樓8號 2樓8號及 1樓8號停車位	停車場	不適用	100%	長期租賃
Unit F, 24th Floor Guangdong Gitic Plaza, Annex Office Tower A 339 Huan Shi Dong Road East Dangshan District Guangzhou, the PRC	Office premises	117.60 sq.m.	100%	Medium-term lease
中國廣州市 東山區環市東路339號 廣東國際大廈A附樓 24樓F室	辦公室物業	117.60平方米	100%	中期租賃
Part of CH-2304 La-Chaux-de-Fonds, Switzerland	Factory	2,362 sq.m.	100%	Freehold
瑞士 CH-2304 La-Chaux-de-Fonds部份	工廠	2,362平方米	100%	永久業權

* Saleable area
可出售面積