



# Neway Group Holdings Limited 中星集團控股有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號: 00055)

Annual Report **2010** 年報





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# Corporate Information 公司資料

## DIRECTORS

### Executive directors:

Mr. SUEK Ka Lun, Ernie  
(Chairman)  
Mr. SUEK Chai Hong  
(Chief Executive Officer)  
Mr. LAU Chin Hung  
Mr. CHENG Chee Juen, Patrick

### Non-executive directors:

Dr. NG Wai Kwan  
Mr. CHAN Kwing Choi, Warren  
Mr. WONG Sun Fat

### Independent non-executive directors:

Mr. TSE Tin Tai  
Mr. CHENG Chi Wai  
Ms. LUI Lai Ping, Cecily

### Alternate director:

Mr. LAU Kam Cheong  
(Alternate director to Dr. NG Wai Kwan)

## 董事會

### 執行董事：

薛嘉麟先生 (主席)  
薛濟匡先生 (行政總裁)  
劉展鴻先生  
鄭至尊先生

### 非執行董事：

吳惠群博士  
陳焯材先生  
黃新發先生

### 獨立非執行董事：

謝天泰先生  
鄭志偉先生  
呂麗萍女士

### 替任董事：

劉錦昌先生  
(吳惠群博士之替任董事)

## COMPANY SECRETARY

Mr. LI Man Kit

## REGISTERED OFFICE

Clarendon House  
Church Street  
Hamilton HM 11  
Bermuda

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

Chung Tai Printing Group Building  
11 Yip Cheong Street  
On Lok Tsuen, Fanling  
New Territories  
Hong Kong

## 公司秘書

李萬傑先生

## 註冊辦事處

Clarendon House  
Church Street  
Hamilton HM 11  
Bermuda

## 香港總辦事處及主要營業地點

香港  
新界  
粉嶺安樂工業村  
業暢街11號  
中大印刷集團大廈

## PRINCIPAL BANKERS

The Hongkong and Shanghai  
Banking Corporation Limited  
Hang Seng Bank Limited  
Industrial and Commercial  
Bank of China (Asia) Limited  
China Construction  
Bank (Asia) Corporation Limited  
Standard Chartered Bank  
(Hong Kong) Limited

## AUDITOR

Deloitte Touche Tohmatsu

## HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

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

## 主要往來銀行

香港上海滙豐銀行有限公司  
恒生銀行有限公司  
中國工商銀行(亞洲)有限公司  
中國建設銀行(亞洲)  
股份有限公司  
渣打銀行(香港)有限公司

## 核數師

德勤•關黃陳方會計師行

## 香港之股份過戶登記處

卓佳秘書商務有限公司  
香港  
灣仔  
皇后大道東28號  
金鐘匯中心26樓



## Chairman's Statement 主席報告

I am pleased to present the 2009/10 annual results of Neway Group Holdings Limited (the "Company") and its subsidiaries (together, the "Group" or "Neway Group").

本人欣然提呈中星集團控股有限公司(「本公司」)及其附屬公司(統稱為「本集團」或「中星集團」)二零零九至二零一零年度全年業績。

SUEK Ka Lun, Ernie 薛嘉麟  
Chairman 主席



For the year ended 31 March 2010 ("This Year" or in "2010"), the Group managed to turn around its business compared to the year ended 31 March 2009 ("Last Year" or in "2009"). Turnover recorded approximately HK\$569.0 million (2009: HK\$691.5 million) with gross profit reached approximately HK\$127.7 million (2009: HK\$123.5 million). Effective cost control measures brought the Group's gross profit margin from 18% Last Year to 22% during the year. Net profit attributable to the Company's shareholders amounted to approximately HK\$60.2 million (2009: a loss of HK\$17.9 million).

與截至二零零九年三月三十一日止年度(「去年度」或「二零零九年」)比較,本集團於截至二零一零年三月三十一日止年度(「本年度」或「二零一零年」)成功令業務轉虧為盈。錄得營業額約569,000,000港元(二零零九年:691,500,000港元),毛利約達127,700,000港元(二零零九年:123,500,000港元)。成本控制措施行之有效,令本集團之毛利率由去年度18%增加至本年度22%。本公司股東應佔純利約達60,200,000港元(二零零九年:虧損17,900,000港元)。

## Chairman's Statement 主席報告



The Directors recommended the payment of a final dividend of HK0.08 cent per share for the financial year ended 31 March 2010 (2009: Nil), subject to the approval by the shareholders of the Company at the forthcoming Annual General Meeting.

2010 was a remarkable year for the Group. Apart from strengthening and turning around our printing business, we also extended our scope to include music and entertainment businesses. On 16 June 2009, the Group acquired the music and entertainment business at a consideration of HK\$65 million. This new business arm is engaged in music and entertainment related productions and services include artistes management, production and/or distribution of music albums, etc.

Upon completion of the acquisition, we commenced our groundwork on the new business in no time. With the initial nine months of operations, we are glad to see the new business has entered its seeding stage and we are confident to move on with foreseeable returns coming ahead.

董事建議派付截至二零一零年三月三十一日止財政年度之末期股息每股0.08港仙（二零零九年：無），惟須經本公司股東於應屆股東週年大會上批准。

二零一零年對本集團而言表現卓著。本集團除鞏固旗下印刷業務、轉虧為盈外，同時將業務範圍拓展至覆蓋音樂及娛樂業務。於二零零九年六月十六日，本集團以代價65,000,000港元收購音樂及娛樂業務。此新業務從事音樂及娛樂相關製作及服務，包括藝人管理、音樂唱片製作及／或發行等等。

於收購完成後，本集團隨即着手為新業務打穩根基。於營運首九個月，本集團樂見此新業務已屆萌芽階段，並相信於可見未來將帶來回報。

## Chairman's Statement 主席報告

To precisely reflect our dedication on the new horizon, the Company changed its name to Neway Group Holdings Limited (formerly known as Chung Tai Printing Holdings Limited) on 23 July 2009. Leveraging on the well-known "Neway" brand in the music and entertainment market, we believe our insightful corporate moves will bring the Group to the new height in the near future.

Looking forward, we will keep our eyes on China market, the rising printing demand in China is going to gradually broaden our customer base with increasing recurrent income in the long run. Backed by the solidified printing business with steady and strong flow of financial resources, the Group gets set to accelerate its full engine on the music and entertainment businesses. TV series and movies are going to be launched nationwide in the short run, while at the same time the Group will put possible efforts to advance its artistes' portfolio to extensively enhance our number of growth engines.

Our ultimate goals are to strengthen our printing arm as well as to development the Group into one of the leading music and entertainment giants in the country. Committed to the two-prong growth strategy, we are confident to deliver fruitful returns to our shareholders.

Lastly, I would like to express my deepest thanks to our talented and hardworking employees for their contributions to our company. Their creativity, professionalism and dedication make all the difference in driving our success. We will continue to work hard to justify and reward your faith in us.

**SUEK Ka Lun, Ernie**  
*Chairman*

Hong Kong  
2 July 2010

為準確反映本集團開拓新視野之決心，本公司於二零零九年七月二十三日更名為中星集團控股有限公司（前稱中大印刷集團有限公司）。憑藉音樂及娛樂市場上之「Neway」品牌，本集團深信此洞燭先機之企業舉措將於可見未來帶領本集團邁步跨進新天地。

展望未來，本集團將着眼於中國市場，中國對印刷之需求與日俱增，將逐步擴大本集團客戶基礎，長遠增加經常性收入。憑藉更見穩固之印刷業務，加上穩定而龐大之財務資源，本集團已蓄勢待發，拼盡全力發展音樂及娛樂業務。本集團將於短期內在世界各地推出電視連續劇及電影，與此同時，本集團將盡力提升藝人組合，務求大大增加增長動力數目。

本集團之最終目標為增強印刷業務，同時將本集團發展為國內音樂及娛樂巨擘之一。本集團深信，貫徹此雙線增長策略可為股東提供豐碩回報。

最後，本人謹向本集團僱員衷心致謝，彼等才華洋溢、勤勉盡責，為本公司竭誠貢獻。全賴彼等發揮無限創意、表現專業、悉力以赴，本集團方能取得成功。本集團將繼續奮發，不枉閣下對本集團之信任，並帶來回報。

主席  
**薛嘉麟**

香港  
二零一零年七月二日



# Management Discussion and Analysis 管理層討論及分析

## BUSINESS REVIEW

2009-2010 was a challenging year to the Group. On one hand, the Group devoted positive efforts to solidify the printing business, while at the same time broadened business portfolio to engage in music and entertainment business. Riding on the Group's experienced printing business that gave strong revenue stream, the Group explored new business opportunities and commenced its music and entertainment business operations since June 2009. Over the past nine months of operations, the new business has gone through its preparation stage and is transiting to a strong development platform with profit yet to come in the future.

### Printing business

The economy has been quickly recovered after the financial crisis in the end of 2008. Nevertheless, this momentum did not apply to the printing industry, especially the overseas markets. Demand for printing products from United States was significantly dropped in 2009.

The Group carefully examined the global environment during the year. Backed by the strong sales team, the Group successfully diversified its market focus on China. The revenue growth from China market partially offset the reduced revenue from the overseas. Coupled with the immediate cost control measures, effective inventory monitoring and credit management, the Group managed to secure the gross profit margin of the printing business at 22% (2009: 18%). Though the top-line dropped 20% compared to last year, bottom-line achieved turnaround to resume its growth momentum.

## 業務回顧

二零零九至二零一零年度對本集團而言充滿挑戰。本集團一方面積極整固印刷業務，同時亦將業務組合擴展至音樂及娛樂業務。本集團從事印刷業務既久，已獲得龐大收益來源，本集團進而探求新商機，並於二零零九年六月開展其音樂及娛樂業務。經過九個月營運，此新業務已經過準備階段，現正轉化為強大發展平台，日後將會產生溢利。

### 印刷業務

經濟自二零零八年年底出現金融危機後迅速復甦。然而，復甦大勢並未惠及印刷行業，尤其是海外市場。美國對印刷產品之需求於二零零九年大幅下挫。

本集團於年內仔細審視全球環境。在實力雄厚之銷售團隊支持下，本集團成功將重點市場伸延至中國。中國市場之收益增長部分抵銷海外收益跌幅。配合即時成本控制措施、有效存貨監控及信貸管理，本集團印刷業務之毛利率得以達致22%（二零零九年：18%）。儘管收益較去年減少20%，然而，本集團成功轉虧為盈，恢復增長動力。



# Management Discussion and Analysis

## 管理層討論及分析

### Music and entertainment businesses

The music and entertainment businesses commenced operations since June 2009, with new business scope includes artistes' management, production and distribution of music album with contracted artistes, investment in films and TV programs. During the year, we have 10 contracted artistes and 2 contracted pop groups. Income contribution from the artistes' management was insignificant during the year given it just underwent nine-month start-up period. While the invested films and TV programs are yet to broadcast, and hence income is yet to harvest ahead.

## FINANCIAL REVIEW

### Revenue and gross profit margin

For the year ended 31 March 2010, total revenue of the Group recorded approximately HK\$569.0 million (2009: HK\$691.5 million) with gross profit margin maintained at 22% (2009: 18%).

### Printing business

Revenue from printing business recorded 20% year-on-year decrease to approximately HK\$549.9 million during the year (2009: HK\$691.5 million), which mainly attributable to the decreased market demand in United States. However, the enhanced production efficiency, better inventory management with lower material costs together with the amounts of writing off of obsolete inventories reduced substantially from approximately HK\$5.7 million last year to approximately HK\$0.06 million for the year ended 31 March 2010, gross profit margin improved 4 percentage points to 22% compared to last year.

### Music and entertainment businesses

Revenue from music and entertainment businesses (includes sales of music albums, licensed fee income and service fee income for provision of promotion services) accounted for approximately HK\$19.1 million at its initial nine-month operations, with gross profit reached approximately HK\$8.0 million and gross profit margin at 42%.

### 音樂及娛樂業務

音樂及娛樂業務自二零零九年六月起開始經營，新業務範圍包括藝人管理、為合約藝人製作及經銷唱片以及投資於電影及電視節目。年內，本集團旗下共有10名合約藝人及2隊流行組合。藝人管理由於僅經過九個月起步階段，故於年內並未帶來重大收入貢獻。而所投資之電影及電視節目均未上映，離收成期尚有一段距離。

### 財務回顧

#### 收益及毛利率

截至二零一零年三月三十一日止年度，本集團錄得總收益約569,000,000港元（二零零九年：691,500,000港元），毛利率則為22%（二零零九年：18%）。

### 印刷業務

年內，印刷業務之收益按年減少20%至約549,900,000港元（二零零九年：691,500,000港元），主要源於美國市場需求減少。然而，憑藉提升生產效率、完善存貨管理、降低原料成本，加上陳舊存貨撇銷金額由去年之約5,700,000港元大幅減少至截至二零一零年三月三十一日止年度之約60,000港元，毛利率較去年改善4個百分點至22%。

### 音樂及娛樂業務

於九個月初步營運期內，音樂及娛樂業務收益（唱片銷售、特許收入及提供宣傳服務之服務費收入）約為19,100,000港元，毛利約達8,000,000港元，而毛利率為42%。



# Management Discussion and Analysis

## 管理層討論及分析

### DISTRIBUTION COSTS

Distribution costs recorded approximately HK\$26.8 million for the year ended 31 March 2010, 23% lower than that in last year (2009: HK\$35.0 million), which was consistent with the decrease in consolidated revenue. The distribution costs as a percentage of revenue remained at 5% (2009: 5%).

### ADMINISTRATIVE EXPENSES

Administrative expenses increased by approximately 15% to approximately HK\$69.8 million for the year ended 31 March 2010 (2009: HK\$60.6 million). Such increase was mainly arising from the newly acquired music and entertainment business of approximately HK\$7.2 million since June 2009.

### OTHER GAINS AND LOSSES

Other gains and losses comprise the following major items:

### 經銷成本

截至二零一零年三月三十一日止年度錄得經銷成本約26,800,000港元，較去年下降23%（二零零九年：35,000,000港元），與綜合收益減幅一致。經銷成本佔收益之百分比維持於5%（二零零九年：5%）。

### 行政開支

截至二零一零年三月三十一日止年度，行政開支增加約15%至約69,800,000港元（二零零九年：60,600,000港元）。增加主要源於二零零九年六月新收購之音樂及娛樂業務約7,200,000港元。

### 其他收益及虧損

其他收益及虧損包括以下主要項目：

		2010 二零一零年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元
Net foreign exchange gains/(losses)	外匯收益／（虧損）淨額	28,925	(31,876)
Allowance for bad and doubtful debts	呆壞賬撥備	(380)	(8,175)
Loss on redemption of convertible notes	贖回可換股票據之虧損	-	(1,451)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之 收益	-	53
Total	總計	28,545	(41,449)

During the year, due to the strengthening of the Australian dollars ("AUD") against Hong Kong dollars, we recorded an unrealised exchange gain of approximately HK\$28.9 million (2009: an unrealised exchange loss of approximately HK\$31.9 million).

Besides, due to better credit management, allowance for doubtful debts reduced substantially from approximately HK\$8.2 million to approximately HK\$0.04 million for the financial years ended 31 March 2009 and 2010 respectively.

年內，由於澳洲元（「澳元」）兌港元升值，因此，本集團錄得未變現匯兌收益約28,900,000港元（二零零九年：未變現匯兌虧損約31,900,000港元）。

此外，由於完善信貸管理，故呆賬撥備由截至二零零九年三月三十一日止財政年度之約8,200,000港元大幅減少至截至二零一零年三月三十一日止財政年度之約40,000港元。

# Management Discussion and Analysis

## 管理層討論及分析



Further, in previous year, the Group has early redeemed the convertible notes of HK\$123.0 million issued in November 2007 and recorded a loss on redemption of convertible notes of approximately HK\$1.5 million.

### FINANCE COSTS

In previous year, the Group has early redeemed the convertible notes of HK\$123.0 million issued in November 2007 and therefore recorded an one off finance costs of approximately HK\$8.3 million. Due to the absence of the above mentioned item, the finance costs reduced by 97% to approximately HK\$0.3 million for the year ended 31 March 2010.

### NET PROFIT FOR THE YEAR

For the financial year ended 31 March 2010, the Group recorded net profit for the year of approximately HK\$60.2 million (2009: loss of HK\$17.9 million) while the net profit margin was also improved to 11% (2009: -3%).

The improvement in net profit was mainly attributable to the following factors:

- (i) Improvement in gross profit margin by 4 percentage points due mainly to the decrease in amounts of inventory written off and lower material costs in this financial year;

另外，本集團於去年提早贖回於二零零七年十一月發行之123,000,000港元可換股票據，錄得贖回可換股票據虧損約1,500,000港元。

### 融資成本

去年，本集團提早贖回於二零零七年十一月發行之123,000,000港元可換股票據，因而錄得一次性融資成本約8,300,000港元。於截至二零一零年三月三十一日止年度，由於並無錄得上述項目，故此融資成本減少97%至約300,000港元。

### 本年純利

截至二零一零年三月三十一日止財政年度，本集團錄得本年純利約60,200,000港元（二零零九年：虧損17,900,000港元），而純利率亦改善至11%（二零零九年：-3%）。

純利改善主要源自下列因素：

- (i) 毛利率改善4個百分點，主要由於本財政年度撇銷存貨金額減少及原料成本下降所致；

# Management Discussion and Analysis

## 管理層討論及分析

- (ii) Record of an unrealised exchange gain from AUD fixed deposits of approximately HK\$28.9 million in this financial year as compared to an unrealised exchange loss from the same deposits of approximately HK\$31.9 million in the previous corresponding financial year; and
- (iii) Absence of an one-off finance costs of approximately HK\$8.3 million and loss on redemption of convertible notes of approximately HK\$1.5 million in this financial year.

- (ii) 本財政年度錄得澳元定期存款之未變現匯兌收益約28,900,000港元，上一財政年度錄得同一存款之未變現匯兌虧損約31,900,000港元；及
- (iii) 本財政年度並無錄得一次性融資成本約8,300,000港元及贖回可換股票據之虧損約1,500,000港元。

### LIQUIDITY, CAPITAL RESOURCES AND CAPITAL STRUCTURE

The following table set out the summary of the Group's current ratio, quick ratio and gearing ratio as at 31 March 2009 and 2010:

		Notes 附註	2010 二零一零年	2009 二零零九年
Current ratio	流動比率	(i)	8.1	11.0
Quick ratio	速動比率	(ii)	6.9	9.6
Gearing ratio (%)	資產負債比率(%)	(iii)	0.9	0.1

Notes:

- (i) Current ratio is calculated based on the total current assets divided by the total current liabilities at the end of the year.
- (ii) Quick ratio is calculated based on the difference between the total current assets and the inventories divided by the total current liabilities at the end of the year.
- (iii) Gearing ratio is calculated based on the total bank borrowings divided by total equity and multiplied by 100%.

As at 31 March 2010, the Group had short term bank deposits and cash and cash equivalents of approximately HK\$379.4 million (31 March 2009: HK\$380.8 million) and short term bank borrowings of approximately HK\$7.1 million (31 March 2009: HK\$1.1 million). The Group maintained a strong and healthy liquidity and gearing ratio over the years.

### 流動資金、資本資源及資本架構

下表載列本集團於二零零九年及二零一零年三月三十一日之流動比率、速動比率及資產負債比率之概要：

附註：

- (i) 流動比率乃根據年終總流動資產除以總流動負債計算。
- (ii) 速動比率乃根據年終總流動資產及存貨之差額除以總流動負債計算。
- (iii) 資產負債比率乃根據總銀行借貸除以權益總額乘以100%計算。

於二零一零年三月三十一日，本集團之短期銀行存款及現金及現金等值約為379,400,000港元（二零零九年三月三十一日：380,800,000港元），而短期銀行借貸約為7,100,000港元（二零零九年三月三十一日：1,100,000港元）。本集團多年來維持雄厚穩健之流動資金及資產負債比率。



# Management Discussion and Analysis

## 管理層討論及分析

Since June 2009, the Group engaged in music and entertainment business while we have allocated the working capital and financial resources of approximately HK\$16.4 million for the film rights, deposits paid for TV series production and trade receivables. Therefore, the current and quick ratios decreased slightly to 8.1 and 6.9 respectively as at 31 March 2010.

The Group generally finances its operation with internally generated cash flows and facilities provided by banks in Hong Kong and PRC. The Group continues to maintain a high level of operating cash position, thus reflecting the strength of its operating performance. Having considered the anticipated internally generated funds and available banking facilities, the Group has adequate resources to meet its future capital expenditures and working capital requirements. The Group will continue to follow a prudent policy in managing its cash balances and maintain a strong and healthy liquidity to ensure that the Group is well positioned to take advantage of opportunities for the business growth.

### FUTURE OUTLOOK

Leverage on the strong foothold of its printing business with sustainable and stable income and cash flow, looking ahead, the Group will dedicate its efforts on developing music and entertainment businesses. The Group will constantly maintain this two-prong growth strategy, in the view to provide steady returns as well as fruitful growth for shareholders.

#### Printing business

Cautious geographical strategy will be carried out in the coming year. The Group will carefully adjust its resources post on overseas markets while at the same time devote intelligent on China market. With rising demand in China, coupled with supportive policies by the PRC government, the Group is confident to expand its clientele to include more customers in China.

自二零零九年六月起，本集團開始從事音樂及娛樂業務，而本集團已就影片版權、電視連續劇製作之已付按金及貿易應收款項劃撥營運資金及財務資源約16,400,000港元。因此，於二零一零年三月三十一日，流動及速動比率分別輕微減少至8.1及6.9。

本集團一般以內部產生之現金流以及香港及中國銀行所提供之融資為其業務提供資金。本集團持續維持充裕之營運現金，反映營運表現穩健。經考慮預期內部產生之資金及可供動用之銀行融資，本集團具備充裕資源應付其未來資本開支及營運資金所需。本集團將繼續秉承審慎理財政策管理其現金結餘，並維持雄厚穩健流動資金，以確保本集團具備優勢以掌握任何業務增長機會。

### 未來展望

憑藉本集團印刷業務之穩固地位，加上長期穩定之收入及現金流，展望未來，本集團將致力發展音樂及娛樂業務。本集團將貫徹此雙線增長策略，以為股東提供穩定回報及豐碩增長。

#### 印刷業務

本集團將於來年實行審慎地區策略。本集團將細心調整其於海外市場之資源，同時凝神貫注於中國市場。鑑於中國需求日益增長，加上中國政府推行支持政策，本集團有信心可擴展其客戶源，網羅更多中國客戶。

# Management Discussion and Analysis

## 管理層討論及分析

### Music and entertainment business

The Group is ready to see its music and entertainment businesses enter its development stage. The Group will strive to solidify its industry platform and gradually advance its market presence. In the mean time, joint projects to establish film library and TV programs in China are planning to execute, quality films and TV series play are expected to launch in the years to come. The Group is optimistic and patient to broaden its profit base with this new growth engine.

### FOREIGN EXCHANGE RISK

The Group's sales and purchases were principally denominated in Renminbi, HK dollars and US dollars. As there is no significant fluctuation of exchange rate between HK dollars and US dollars throughout the year, the slight appreciation of the Renminbi did not have a materially unfavourable effect on the operations of the Group.

Save for the AUD time deposits held by the Company, almost all of the assets and liabilities of the Group were denominated in HK dollars, the Group was not exposed to significant foreign exchange risk. Thus, during the year under review, exchange rate fluctuation had not caused any major adverse impact on the operation or liquidity of the Group. Accordingly, the Group did not enter any financial derivative instruments to hedge against the foreign exchange currency exposures in this financial year. However, the Group will closely monitor the impact of change in value of the Renminbi on its operation and consider appropriate hedging solutions to use, if required. For the financial year ended 31 March 2010, the Group did not use any financial instruments for hedging purpose and did not have any hedging instruments outstanding as at 31 March 2010.

Besides, the intention of holding the time deposit in AUD was to earn higher yield on funds held and the Group has not engaged in any leveraged foreign exchange contracts and does not have any exposure to equity or currency accumulators. The said deposits are still held by the Group at the time of this result announcement.

### 音樂及娛樂業務

本集團已作好準備，見證其音樂及娛樂業務踏入發展階段。本集團將致力鞏固其行業平台，穩步提升其市場地位。同時，本集團計劃進行合作項目，於中國成立電影庫及製作電視節目，並預期於往後年度推出優質電影及電視連續劇。對於以此新增長動力擴大其溢利基礎，本集團深感樂觀，不會急功冒進。

### 外匯風險

本集團之買賣主要以人民幣、港元及美元列值。由於港元與美元之匯率於年內並無重大波動，故人民幣輕微升值對本集團業務並無重大不利影響。

除本公司持有之澳元定期存款外，本集團大部分資產及負債以港元列值，故本集團之外匯風險有限。因此，於回顧年內，匯率波動並無對本集團業務或流動資金造成任何重大不利影響。本集團因而並無於本財政年度訂立任何金融衍生工具對沖外幣風險。然而，本集團將密切監察人民幣價值變動對其業務之影響，並考慮按需要採用合適對沖方案。截至二零一零年三月三十一日止財政年度，本集團並無使用任何金融工具作對沖用途，亦無任何於二零一零年三月三十一日尚未平倉之對沖工具。

此外，持有澳元定期存款旨在為本集團持有之資金賺取更高回報，當中並無涉及任何槓桿式外匯合約，而本集團並無持有任何證券或貨幣累計期權。於本業績公告日期，本集團仍持有上述存款。

# Management Discussion and Analysis

## 管理層討論及分析

### CAPITAL EXPENDITURE

For the year ended 31 March 2010, capital expenditure of the Group for property, plant and equipment amounted to approximately HK\$7.4 million (2009: HK\$9.3 million).

### CAPITAL COMMITMENTS

As at 31 March 2010, the Group had made capital commitment of approximately HK\$15.6 million (31 March 2009: HK\$16.1 million) for acquisition of property, plant and equipment contracted for but not provided in the financial statements. The Group did not make any capital commitment for acquisition of property, plant and equipment authorized but not contracted for in both years.

### CONTINGENT LIABILITIES

The Group did not have any material contingent liabilities as at 31 March 2010 (31 March 2009: Nil).

### PLEDGE OF ASSETS

As at 31 March 2010, the Group did not pledge any bank deposits to secure its bank borrowings (31 March 2009: Nil).

### HUMAN RESOURCES

As at 31 March 2010, the Group had approximately 3,000 full time employees (31 March 2009: approximately 3,000). Total staff costs including directors' remuneration for the year ended 31 March 2010 was approximately HK\$118.0 million (2009: approximately HK\$128.6 million). The remuneration schemes are generally structured with reference to market conditions and the qualifications of the employees. The reward packages of the Group's staff are normally reviewed on an annual basis based on the staff and the Group's performance. Apart from salary payment, other staff benefits include contribution to Retirement Benefit Scheme and medical insurance for eligible employees. In-house and external training programmes are provided as and when required.

### 資本開支

截至二零一零年三月三十一日止年度，本集團物業、廠房及設備之資本開支約為7,400,000港元（二零零九年：9,300,000港元）。

### 資本承擔

於二零一零年三月三十一日，本集團就已訂約但未在財務報表撥備之物業、廠房及設備收購作出資本承擔約15,600,000港元（二零零九年三月三十一日：16,100,000港元）。本集團於兩個年度內並無就已授權但未訂約之物業、廠房及設備收購作出任何資本承擔。

### 或然負債

於二零一零年三月三十一日，本集團並無任何重大或然負債（二零零九年三月三十一日：無）。

### 資產抵押

於二零一零年三月三十一日，本集團並無抵押任何銀行存款以獲得其銀行借貸（二零零九年三月三十一日：無）。

### 人力資源

於二零一零年三月三十一日，本集團共有約3,000名全職僱員（二零零九年三月三十一日：約3,000名）。總員工成本包括截至二零一零年三月三十一日止年度之董事酬金約118,000,000港元（二零零九年：約128,600,000港元）。薪酬待遇一般視乎市況及僱員資歷釐定。本集團員工之待遇通常每年按照員工表現及本集團業績進行檢討。除薪酬外，其他員工福利包括退休福利計劃之供款及向合資格僱員提供之醫療保險。本集團亦按需要提供內部及外界員工培訓。



# Corporate Governance Report

## 企業管治報告

The Board of the Company is pleased to present this Corporate Governance Report in the Group's annual report for the year ended 31 March 2010.

The Company acknowledges the important role of its Board in providing effective leadership and direction to Company business, and ensuring transparency and accountability of Company operations. The Board recognises that good corporate governance practices are vital to maintain and promote shareholder value and investor confidence and has adopted various measures to ensure a high standard of corporate governance is maintained and has put in place corporate governance practices to meet the code provisions as set out in the Code on Corporate Governance Practices ("CG Code") contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Stock Exchange") ("Listing Rules") that are considered to be relevant to the Group and appropriate to the conduct and growth of its business. The Company is committed to enhancing its corporate governance practices and to reviewing its corporate governance practices from time to time to ensure that they align with the latest development.

Throughout the year under review, the Company has complied with most of the code provisions set out in the CG Code, save for certain deviations from the code provisions which are explained in the relevant paragraphs in this Report.

## THE BOARD

### Responsibilities

The overall management of the Company's business is vested in the Board, which assumes the responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. All directors take decisions objectively in the interests of the Company in the attainment of the objective of creating value to shareholders. Every director carries out his duty in good faith and in compliance with the standards of applicable laws and regulations, and acts in the interests of the Company and its shareholders at all times.

### Board Composition

The Board currently comprises ten members, consisting of four executive directors, three non-executive directors and three independent non-executive directors, and has in its composition a balance of expertise, skills and experience necessary for independent decision-making.

本公司董事會欣然呈列於本集團截至二零一零年三月三十一日止年度之年報內之企業管治報告。

本公司知悉董事會在提供有效領導及指引本公司業務，以及確保本公司運作之透明度及問責性方面扮演重要角色。董事會認同良好的企業管治行為對保持及提高股東價值及投資者信心十分重要，董事會已採納多項措施以確保能維持高水平的企業管治，亦已設定與本集團相關以及符合其業務管理及增長之企業管治行為，以符合香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載企業管治常規守則（「企業管治常規守則」）之條文。本公司致力於提升其企業管治行為，並不時作出檢討，以確保其配合最新發展。

於回顧年度內，除若干偏離守則條文之情況（詳見於本報告內有關段落之敘述）外，本公司已遵守大部份之企業管治守則條文。

## 董事會

### 責任

本公司董事會負責本公司之整體業務管理，負責帶領及掌管本公司，並共同肩負領導及監督本公司業務以推動本公司成功之責任。全體董事以本公司利益為大前題下客觀地作出決定，以達致為股東創造價值的目標。各董事按照適用法律及法例之準則，恪守道德操守執行職責，並時刻以本公司及其股東之利益行事。

### 董事會組成

董事會目前共有十名成員，包括四名執行董事、三名非執行董事及三名獨立非執行董事，成員各具專長、技能及經驗，使董事會能作出獨立決策。

# Corporate Governance Report 企業管治報告

## THE BOARD (Continued)

### Board Composition (Continued)

The Board comprises the following directors as at the date of this report:

#### Executive directors:

Mr. SUEK Ka Lun, Ernie (*Chairman*)  
Mr. SUEK Chai Hong (*Chief Executive Officer*)  
Mr. LAU Chin Hung  
Mr. CHENG Chee Juen, Patrick

#### Non-executive directors:

Dr. NG Wai Kwan  
Mr. CHAN Kwing Choi, Warren  
Mr. WONG Sun Fat (*member of Audit committee and Remuneration committee*)

#### Independent non-executive directors:

Mr. TSE Tin Tai  
Mr. CHENG Chi Wai (*Chairman of Remuneration committee and member of Audit committee*)  
Ms. LUI Lai Ping, Cecily (*Chairman of Audit committee and member of Remuneration Committee*)

#### Alternate Director:

Mr. LAU Kam Cheong (*alternate director to Dr. NG Wai Kwan*)

The list of directors (by category) is disclosed in all corporate communications issued by the Company pursuant to the Listing Rules.

Mr. SUEK Chai Hong, Chief Executive Officer, is the uncle of Mr. SUEK Ka Lun, Ernie, Chairman. The detailed relationships among members of the Board are disclosed under "Biographical Details of Directors and Senior Executives" on pages 25 to 29.

During the year ended 31 March 2010, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one independent non-executive director possessing appropriate professional qualifications, or accounting or related financial management expertise.

## 董事會 (續)

### 董事會組成 (續)

於本報告日期，董事會由以下董事組成：

#### 執行董事：

薛嘉麟先生 (主席)  
薛濟匡先生 (行政總裁)  
劉展鴻先生  
鄭至尊先生

#### 非執行董事：

吳惠群博士  
陳焯材先生  
黃新發先生 (審核委員會及  
薪酬委員會成員)

#### 獨立非執行董事：

謝天泰先生  
鄭志偉先生 (薪酬委員會主席  
及審核委員會成員)  
呂麗萍女士 (審核委員會主席及  
薪酬委員會成員)

#### 替任董事：

劉錦昌先生 (替任吳惠群博士之  
替任董事)

根據上市規則之規定，董事名單 (按董事身份劃分) 均有在本公司刊發之所有公司通訊中披露。

行政總裁薛濟匡先生為主席薛嘉麟先生之叔父。董事會各成員間之關係已在第25頁至第29頁之「董事及高級行政人員之簡歷」中披露。

截至二零一零年三月三十一日止年度，董事會一直符合上市規則之規定，擁有最少三名獨立非執行董事，而當中最少一名獨立非執行董事為具備恰當專業資歷或會計或相關財務管理專長。

# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Board Composition (Continued)

The Company has received written annual confirmation from each independent non-executive director of his independence pursuant to the requirements of the Listing Rules. The Company considers all independent non-executive directors to be independent in accordance with the independence guidelines set out in the Listing Rules.

The non-executive directors bring a wide range of business and financial expertise and experiences to the Board. Through participation in Board meetings and serving on Board committees, all non-executive directors make various contributions to the effective direction of the Company.

#### Chairman and Chief Executive Officer

The positions of the Chairman and Chief Executive Officer are held by separate persons in order to preserve independence and a balanced judgement of views. The Chairman of the Board, Mr. SUEK Ka Lun, Ernie, is responsible for the effective functioning of the Board in accordance with good corporate governance practices and is also responsible for chairing the meetings and managing the operations of the Board and ensuring that all major and appropriate issues are discussed by the Board in a timely and constructive manner. The Chief Executive Officer, Mr. SUEK Chai Hong, is responsible for running the Company's businesses and developing and implementing the Group's strategic plans and business goals. The Board considers that the respective responsibilities of the Chairman and the Chief Executive Officer are clear and distinctive and hence written terms thereof are not necessary.

Though the Chairman and the Chief Executive Officer are uncle and nephew, they consider issues and make decisions independently.

#### Appointment and Re-election of Directors

Code provision A4.1 of the CG Code stipulates that non-executive directors should be appointed for a specific term, subject to re-election.

Although the directors are not appointed for a specific term, all directors of the Company are subject to retirement by rotation once every three years and any new director appointed to fill a casual vacancy shall submit himself/herself for re-election by shareholders at the first general meeting after appointment pursuant to the Company's Bye-laws.

### 董事會 (續)

#### 董事會組成 (續)

本公司已接獲各獨立非執行董事，根據上市規則之規定，每年就其獨立性而發出之書面確認聲明。本公司認為全體獨立非執行董事均具有上市規則所載獨立指引規定之獨立性。

非執行董事為董事會注入廣泛之業務及金融專長及經驗。透過參與董事會會議及擔任董事委員會成員，全體非執行董事對於能有效領導本公司方面貢獻良多。

#### 主席及行政總裁

主席及行政總裁之職務分別由不同人士擔任，以便保持獨立性及作出判斷時有平衡意見。董事會主席為薛嘉麟先生，負責董事會根據良好之企業管治行為有效運作，亦負責主持董事會會議以及管理董事會之運作，確保董事會能就所有重大及適當的事宜進行適時及有建設性的討論。行政總裁為薛濟匡先生，彼負責本公司業務之運作及制訂及執行本集團之策略計劃及落實業務目標。董事會認為主席及行政總裁各自之職責清晰明確，故毋需訂明書面職權範圍。

儘管主席與行政總裁為叔侄關係，但彼等均獨立考慮問題並作出決定。

#### 委任及重選董事

企業管治常規守則之守則條文第A4.1條規定非執行董事應有指定任期，並須接受重選連任。

儘管本公司董事並無指定任期，惟根據本公司之公司細則，全體董事均須每三年輪值退任一次，而任何獲委任以填補臨時空缺之新任董事，則須於獲委任後舉行之首次股東大會上接受股東重選。



# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Appointment and Re-election of Directors (Continued)

The procedures and process of appointment, re-election and removal of directors are laid down in the Company's Bye-laws. The Board as a whole is responsible for reviewing the structure and composition of the Board by reference to the business model of the Company, developing and formulating the relevant procedures for nomination and appointment of directors, monitoring the appointment and succession planning of directors and assessing the independence of independent non-executive directors.

The Company has not adopted written terms of the directors' nomination procedures. Where vacancies on the Board exist, the Board will carry out the selection process by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of the proposed candidates, the Company's needs and other relevant statutory requirements and regulations.

#### Induction and Continuing Development for Directors

The directors are encouraged to attend external seminars and training programmes at the Company's expense to update themselves with legal and regulatory developments, and the business and market changes to facilitate the discharge of their responsibilities. Continuing briefings and professional development to directors will be arranged whenever necessary.

### 董事會 (續)

#### 委任及重選董事 (續)

董事之委任、重選及罷免程序均載於本公司之公司細則。董事會整體參考本公司之業務模式負責檢討董事會之結構及組成、發展及制定有關提名及委任董事之程序、監察董事之委任及接任計劃，以及評估獨立非執行董事之獨立性。

本公司並未採納董事提名程序之書面條款。倘董事會出現空缺，董事會將參考候選人之技能、經驗、專業知識、個人誠信及可投入之時間、本公司之需要及其他有關法定要求及規例執行甄選程序。

#### 董事之培訓及持續發展

本公司亦鼓勵董事出席坊間研討會及培訓課程，一切費用由本公司支付，以獲悉最新的法律及法例發展，以及業務及市場變化，幫助履行其職責。有需要時，亦會向董事提供持續簡介及專業發展培訓。

# Corporate Governance Report 企業管治報告

## THE BOARD (Continued)

### Board and Board Committee Meetings

#### *Board Practices and Conduct of Meetings*

Notices of regular Board meetings are served to all directors at least 14 days before the meetings. For other Board and committee meetings, reasonable notice is generally given.

Board papers together with all appropriate, complete and reliable information are sent to all directors at least 3 days before each Board meeting or committee meeting to keep the directors apprised of the latest development and financial position of the Company and to enable them to make informed decisions. The Board and each director also have separate and independent access to the senior management whenever necessary.

The Company Secretary is responsible to take and keep minutes of all Board meetings and committee meetings. Draft minutes are normally circulated to directors for comment within a reasonable time after each meeting and the final version is open for directors' inspection.

The Company's Bye-laws contains provisions requiring directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such directors or any of their associates have a material interest.

#### *Directors' Attendance Records*

During the year ended 31 March 2010, the Board met 5 times, two of which were regular Board meetings for reviewing and approving the financial and operating performance of the Group. The Company did not announce its quarterly results and hence did not consider the holding of quarterly meetings as necessary.

## 董事會 (續)

### 董事會及董事委員會會議

#### *董事會會議常規及程序*

召開定期董事會會議時，會向全體董事發出至少十四天通知。至於其他董事會會議及委員會會議，一般會給予合理通知。

董事會所需文件連同一切適當、完整及可靠資料會於董事會會議或委員會會議召開之前至少三天寄發予全體董事，以便董事獲悉本公司之最新發展及財政狀況，得以在知情下作出決定。董事會及每位董事在有需要時，均可自行及在不受干預之情況下接觸高級行政人員了解情況。

公司秘書負責記錄及保存所有董事會會議及委員會會議記錄。會議記錄初稿一般會於各會議完結後合理時間內發予董事傳閱，以收取董事之意見，最終版本可供董事查閱。

本公司之公司細則規定，在批准董事或其任何聯繫人士擁有重大利益之交易時，有關董事須放棄投票表決，其亦不獲計算在有關會議之法定人數內。

#### *董事出席記錄*

於截至二零一零年三月三十一日止年度，董事會曾舉行五次會議，其中兩次為董事會就審閱及批准本集團財務及營運業績所舉行之定期會議。本公司並無公佈季度業績，因此認為並無必要舉行季度會議。

# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Board and Board Committee Meetings (Continued)

#### Directors' Attendance Records (Continued)

The individual attendance record of each director at the meetings of the Board, Audit Committee and Remuneration Committee during the year ended 31 March 2010 is set out below:

### 董事會 (續)

#### 董事會及董事委員會會議 (續)

#### 董事出席記錄 (續)

以下所載為各董事於截至二零一零年三月三十一日止年度內，參與董事會、審核委員會及薪酬委員會會議之出席記錄：

Name of Directors 董事姓名		Attendance/Number of meetings held during the tenure of directorship 董事任內之出席次數／會議次數		
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會
<b>Executive Directors</b> 執行董事				
- Mr. SUEK Ka Lun, Ernie (Chairman)	- 薛嘉麟先生 (主席)	4/5	N/A 不適用	N/A 不適用
- Mr. SUEK Chai Hong (Chief Executive Officer)	- 薛濟匡先生 (行政總裁)	5/5	N/A 不適用	N/A 不適用
- Mr. LAU Chin Hung	- 劉展鴻先生	5/5	N/A 不適用	N/A 不適用
- Mr. CHENG Chee Juen, Patrick	- 鄭至尊先生	2/2	N/A 不適用	N/A 不適用
<b>Non-Executive Directors</b> 非執行董事				
- Dr. NG Wai Kwan	- 吳惠群博士	3/5	N/A 不適用	N/A 不適用
- Mr. CHAN Kwing Choi, Warren	- 陳炯材先生	4/5	N/A 不適用	N/A 不適用
- Mr. WONG Sun Fat (member of Audit committee and Remuneration committee)	- 黃新發先生 (審核委員會 及薪酬委員會成員)	3/5	2/2	2/2
<b>Independent Non-Executive Directors</b> 獨立非執行董事				
- Mr. TSE Tin Tai	- 謝天泰先生	2/5	N/A 不適用	N/A 不適用
- Mr. CHENG Chi Wai (Chairman of Remuneration committee and member of Audit committee)	- 鄭志偉先生 (薪酬委員會主席 及審核委員會成員)	1/2	1/1	1/1
- Ms. LUI Lai Ping, Cecily (Chairman of Audit committee and member of Remuneration committee)	- 呂麗萍女士 (審核委員會主席 及薪酬委員會成員)	1/2	1/1	1/1



# Corporate Governance Report

## 企業管治報告

### THE BOARD (Continued)

#### Model Code for Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules.

Specific enquiry has been made of all the directors and the directors have confirmed that they have complied with the Model Code throughout the year ended 31 March 2010.

The Company has also established written guidelines on no less exacting terms than the Model Code (the "Employees Written Guidelines") for securities transactions by employees who are likely to be in possession of unpublished price-sensitive information of the Company.

No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company.

#### DELEGATION

The Company has not formalized and adopted written terms on the division of functions reserved to the Board and delegated to the management. In practice, the Board takes responsibility for decision making in all major matters of the Company including: the approval and monitoring of all policy matters, the setting of objectives and overall strategies, internal controls and risk management systems, material transactions (in particular those may involve conflict of interests), appointment of directors and other significant financial and operational matters. The day-to-day management, administration and operation of the Company are delegated to the senior executives. The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by these senior executives and the Board has the full support of them to discharge their responsibilities.

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

The Board has established two committees, namely, the Remuneration Committee and Audit Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference which are posted on the Company's website and are available to shareholders upon request.

### 董事會 (續)

#### 證券交易之標準守則

本公司已採納上市規則附錄十所載上市發行人之董事進行證券交易之標準守則(「標準守則」)。

本公司已向全體董事作出明確查詢，而董事確認彼等於截至二零一零年三月三十一日止年度內一直遵守標準守則之規定。

本公司亦就有機會接觸本公司未公佈而可能影響股價之資料之有關僱員進行證券交易而制訂不比標準守則寬鬆之書面指引(「僱員書面指引」)。

本公司並未發現有任何僱員違反僱員書面指引。

#### 權力的轉授

本公司尚未以書面明確劃分由董事會作決定之事項及下放予管理層之職權。實際運作由董事會負責本公司一切重要決策，包括批准及監察所有政策事宜、釐定目標及整體策略、內部監控及風險管理系統、重大交易(尤其涉及利益衝突之交易)、委任董事及其他有關財務及營運之重大事項。本公司之日常管理、行政及營運則交由高級行政人員主理。下放之職能及工作定期作出檢討。高級行政人員作出任何重大交易前必須獲得董事會批准方可進行，董事會在履行其職責時亦獲得高級行政人員全面支持。

全體董事均可隨時取得一切有關資料，以及得到公司秘書之意見及服務，務求遵從董事會規程及一切適用規則及規例。在適當情況下，各董事可向董事會提出要求尋求獨立專業意見，費用由本公司支付。

董事會已成立兩個委員會，分別為薪酬委員會及審核委員會，以監察本公司特定層面之事務。本公司所有董事委員會均以書面設定職權範圍，詳情亦已上載本公司網站，股東亦可要求索閱。

# Corporate Governance Report

## 企業管治報告

### DELEGATION (Continued)

#### Remuneration Committee

The Remuneration Committee comprises three members, namely Messrs. CHENG Chi Wai (Chairman), LUI Lai Ping, Cecily and WONG Sun Fat, the majority of them are independent non-executive directors.

The primary objectives of the Remuneration Committee include making recommendations on and approving the remuneration policy and structure and remuneration packages of the executive directors and the senior management. The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no director or any of his/her associates will participate in deciding his/her own remuneration, which remuneration will be determined by reference to the performance of the individual and the Company as well as market practice and conditions. The Remuneration Committee shall consult the Chairman and/or the Chief Executive Officer about their proposals relating to the remuneration of the executive directors and have access to professional advice at the Company's expense, if necessary.

### ACCOUNTABILITY AND AUDIT

#### Directors' Responsibilities in respect of Financial Statements

The directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 March 2010.

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, price-sensitive announcements and other disclosures required under the Listing Rules and other regulatory requirements.

The management provides such explanation and information to the Board so as to enable the Board to make an informed assessment of the financial information and position of the Company put to the Board for approval.

### 權力的轉授 (續)

#### 薪酬委員會

薪酬委員會由三名成員組成，分別為鄭志偉先生（主席）、呂麗萍女士及黃新發先生，大部份成員為獨立非執行董事。

薪酬委員會之首要職責包括建議及批准執行董事及高級行政人員之薪酬政策及結構及薪酬方案。薪酬委員會亦負責以具透明度之程序制訂該等薪酬政策及結構，確保董事或其任何聯繫人士不會參與釐定本身之薪酬，彼等之薪酬將參考個別表現及本公司之業績以及市場慣例及市況釐定。薪酬委員會會就執行董事之薪酬建議徵詢主席及／或行政總裁之意見，並可於有需要時尋求專業意見，費用由本公司支付。

### 問責性及審計

#### 董事就財務報表須承擔之責任

董事承認其具有編製本公司截至二零一零年三月三十一日止年度之財務報表的責任。

董事會具有就全年及中期報告、股價敏感資料公告，以及其他上市規則與其他監管規定要求之披露事項作出中肯、清晰及易於理解之評估之責任。

管理層已向董事會提供所需解釋及資料，使董事會得以在掌握充分資料之情況下，批准本公司之財務資料及財務狀況。

# Corporate Governance Report 企業管治報告

## ACCOUNTABILITY AND AUDIT (Continued)

### Internal Controls

The Board is responsible for maintaining an adequate internal control system to safeguard shareholders' investments and Company assets. The internal control system of the Group aims to facilitate effective and efficient operations, to ensure reliability of financial reporting and compliance with applicable laws and regulations, to identify and manage potential risks and to safeguard assets of the Group. The senior management shall review and evaluate the control process and monitor any risk factors on a regular basis and report to the Audit Committee on any findings and measures to address the variances and identified risks.

The Board has conducted a review of the effectiveness of the internal control system of the Group for the year ended 31 March 2010. Such review covered the financial, operational, compliance and risk management aspects of the Group. The Board has also considered the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget.

### Audit Committee

The Audit Committee comprises three non-executive directors, Messrs. LUI Lai Ping, Cecily (Chairman), CHENG Chi Wai and WONG Sun Fat, the majority of them are independent non-executive directors (including one independent non-executive director who possesses the appropriate professional qualifications or accounting or related financial management expertise). None of the members of the Audit Committee is a former partner of the Company's existing external auditors.

The main duties of the Audit Committee include the following:

- To review the financial statements and reports and consider any significant or unusual items raised by the Company's staff responsible for the accounting and financial reporting function and external auditors before submission to the Board.
- To review the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures.
- To review the relationship with the external auditors by reference to the work performed by the auditors, their fees and terms of engagement, and make recommendation to the Board on the appointment, re-appointment and removal of external auditors.

## 問責性及審計 (續)

### 內部監控

董事會負責維持適當之內部監控系統，以保障股東之投資及本公司之資產。本集團之內部監控系統旨在促進營運之成效及效率，確保財務申報之可靠性以及遵守適用法律及法規，以鑑辨及管理潛在風險及保障本集團資產。高級管理層須定期檢討及評估監控程序以及監察是否存在任何風險因素，並向審核委員會匯報結果及相應措施，以處理變化及鑑辨風險。

董事會已就本集團截至二零一零年三月三十一日止年度之內部監控系統之成效進行檢討。有關檢討涵蓋之範圍包括本集團之財務、營運、合規及風險管理等方面。董事會亦考慮本公司在會計及財務申報職能方面之資源、員工資歷及經驗，以及員工所接受之培訓課程及有關預算是否足夠。

### 審核委員會

審核委員會由三名非執行董事呂麗萍女士（主席）、鄭志偉先生及黃新發先生組成，大部份成員均為獨立非執行董事（其中包括一名具備適當專業資歷或會計或相關財務管理專長之獨立非執行董事）。審核委員會之成員均非本公司現任外聘核數師之前度合夥人。

審核委員會之主要職責包括：

- 於向董事會提交財務報表與報告之前，先行審閱該等報表及報告，並考慮由本公司負責會計及財務申報職能之員工及外聘核數師提出之任何重大或不尋常事項。
- 檢討本公司之財務申報系統、內部監控系統及風險管理系統以及相關程序是否足夠及有效。
- 審閱核數師執行之工作、其酬金及聘用條款，以檢討與外聘核數師之關係，並就委聘、續聘及撤換外聘核數師向董事會作出建議。



# Corporate Governance Report 企業管治報告

## ACCOUNTABILITY AND AUDIT (Continued)

### Audit Committee (Continued)

During the year under review, the Audit Committee met twice and reviewed the Group's annual results and annual report for the year ended 31 March 2009 and interim results for the six months ended 30 September 2009. The Audit Committee has also reviewed with the management the Group's accounting policies and discussed auditing, internal controls and financial reporting matters of the Group and reported to the Board on material issues, if any, and made recommendations to the Board. It has also reviewed the work performed and fees charged by the external auditors and made recommendation to the Board on the re-appointment of external auditors.

The Company's annual results for the year ended 31 March 2010 has also been reviewed by the Audit Committee. There is no material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

There is no disagreement between the Board and the Audit Committee regarding the selection and appointment of external auditors.

### External Auditor and Auditor's Remuneration

The statement of the external auditor of the Company about their reporting responsibilities on the financial statements is set out in the "Independent Auditor's Report" on pages 41 to 42.

During the year ended 31 March 2010, the remuneration paid to the external auditor of the Company in respect of audit services and non-audit services amounted to HK\$1,210,000 and HK\$140,000 respectively.

## 問責性及審計 (續)

### 審核委員會 (續)

於回顧年度內，審核委員會先後召開兩次會議，審閱本集團截至二零零九年三月三十一日止年度之年度業績及報告及截至二零零九年九月三十日止六個月之中期業績。審核委員會已聯同管理層審閱本集團之會計政策，並就審核、內部監控及財務申報事宜進行磋商，及就重大問題（如有）向董事會匯報並向董事會提供建議。審核委員會亦審閱外聘核數師之工作及其收費，並就重新委任外聘核數師向董事會提供推薦意見。

本公司截至二零一零年三月三十一日止年度之全年業績亦由審核委員會審閱。並無任何可能令本公司持續經營之能力存在重大疑問之事件或情況出現。

董事會與審核委員會之間並無就甄選及委任外聘核數師等事宜出現意見分歧。

### 外聘核數師及核數師酬金

本公司外聘核數師有關其須就財務報表履行匯報責任之聲明載於年報第41頁至第42頁「獨立核數師報告」內。

於截至二零一零年三月三十一日止年度，就核數服務及非核數服務而向本公司外聘核數師支付之酬金分別為1,210,000港元及140,000港元。

# Corporate Governance Report

## 企業管治報告

### COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company believes that effective communication with shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies. The Group also recognises the importance of transparency and timely disclosure of corporate information which enables shareholders and investors to make the best investment decision.

The Company continues to enhance communications and relationships with its investors. Designated senior executives maintain regular dialogue with institutional investors and analysts to keep them abreast of the Company's developments. Investors may write directly to the Company at the principal place of business in Hong Kong for any inquiries. Enquiries from investors are dealt with in an informative and timely manner.

The general meetings of the Company provide a forum for communication between the Board and the shareholders. The Chairman of the Board as well as chairmen of the Remuneration Committee and Audit Committee or, in their absence, other members of the respective committees, normally attend the annual general meeting and other relevant shareholders' meetings to answer questions at the shareholders' meetings.

### SHAREHOLDER RIGHTS

To safeguard the shareholders' interests and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual directors.

All resolutions put forward at a shareholders' meeting will be taken by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after the shareholders' meeting. The detailed procedures for conducting a poll are always explained at the commencement of the meetings.

### 與股東及投資者之溝通

本公司相信與股東建立有效的溝通，對於加強與投資者之關係以及投資者對本集團業務表現及策略的了解非常重要。本集團亦明白具透明度及適時披露公司資料讓股東及投資者能作出最佳投資決定之重要性。

本公司不斷加強與投資者之溝通及關係。指定高層管理人員亦會定期與機構投資者及分析員會面，向彼等提供與本公司發展有關之趨時訊息。投資者如有任何查詢，可直接致函本公司在香港之主要營業地點。投資者提出之查詢均能盡快獲得圓滿答覆。

本公司之股東大會乃董事會與股東溝通之場合。董事會主席以及薪酬委員會及審核委員會之主席一般會出席股東週年大會及其他有關股東大會（倘主席未克出席，則由個別委員會之其他成員出席），並於會上解答問題。

### 股東權利

為了保障股東利益及權利，於股東大會上，各項重大事宜（包括推選個別董事）均會以獨立決議案提呈大會。

所有於股東大會提呈之決議案將根據上市規則進行投票表決，投票結果將於股東大會後刊登於本公司網站及聯交所網站。進行投票之詳細程序通常在會議開始時作出說明。

# Biographical Details of Directors and Senior Executives

## 董事及高級行政人員之簡歷

### EXECUTIVE DIRECTORS

**Mr. SUEK Ka Lun, Ernie**, aged 31, was appointed as chairman of the Company since August 2009. He has been an executive director of the Company since July 2004 and chief executive officer since November 2007 until 31 August 2009. Mr. SUEK obtained a master degree in Marketing from the Chinese University of Hong Kong in 2003. He has 2 years of experience in investment banking and subsequently moved on to commercial sector and has been a director of a private company for two years. He is responsible for monitoring the Group's business and implementing the Group's strategic plan and business goals.

Mr. SUEK is son of Dr. NG Wai Yung, Angela, senior executive and controlling shareholder of the Company, nephew of Mr. SUEK Chai Hong, executive director and chief executive officer of the Company, and Dr. NG Wai Kwan, non-executive director of the Company

**Mr. SUEK Chai Hong**, aged 48, was appointed as the chief executive officer of the Company since August 2009, he has been the Company's executive director since 1992. Mr. SUEK obtained a bachelor degree of Business Administration in Finance from York University, Canada, he has more than 20 years of experience in marketing and is responsible for overseeing offset business of the Group.

Mr. SUEK is uncle of Mr. SUEK Ka Lun, Ernie, the executive director and chairman of the Company, brother-in-law of Dr. NG Wai Yung, Angela, senior executive of the Company; both of whom are also controlling shareholders of the Company.

**Mr. LAU Chin Hung**, aged 55, was appointed as the Company's executive director on in March 2007. He was awarded a Higher Diploma (with Distinction) in Design by the Hong Kong Polytechnic (presently the Hong Kong Polytechnic University) in 1976. He is responsible for the overall planning and operations of the Company and the Group. Mr. LAU had been a section head in the design department of a listed electronics company in Hong Kong for 12 years. Before he joined the Company and its group, Mr. LAU was an assistant to the managing director of one of the leading printing public listed companies in Hong Kong during 2004-2006.

### 執行董事

**薛嘉麟先生**，現年31歲，於二零零九年八月獲委任為本公司主席，彼於二零零四年七月獲委任為本公司之執行董事，並由二零零七年十一月至二零零九年八月三十一日擔任本公司行政總裁。薛先生於二零零三年獲香港中文大學頒授市場拓展碩士學位。彼曾任職於投資銀行界兩年，後轉投商界，曾於一間私人公司擔任董事兩年。彼現負責監督本集團業務及落實本集團之策略計劃及業務目標。

薛嘉麟先生為本公司高級行政人員兼控股股東吳惠容博士之子；本公司執行董事兼行政總裁薛濟匡先生之姪兒；及本公司非執行董事吳惠群博士之外甥。

**薛濟匡先生**，現年48歲，於二零零九年八月獲委任為本公司行政總裁，彼於一九九二年獲委任為本公司之執行董事。薛先生持有加拿大約克大學財務系工商管理學士學位，彼從事市場拓展工作逾20年，負責監督本集團之柯式印刷業務。

薛先生為本公司執行董事兼主席薛嘉麟先生之叔父以及本公司高級行政人員吳惠容博士之小叔，彼等均為本公司控股股東。

**劉展鴻先生**，現年55歲，於二零零七年三月獲委任為本公司之執行董事，彼於一九七六年以優等成績獲香港理工學院（現稱香港理工大學）頒授設計系高級文憑。彼負責本公司及本集團之整體規劃及營運。劉先生於香港一家上市電子公司任職設計部主管12年。在加入本公司及其集團之前，劉先生曾於二零零四年至二零零六年期間在香港一家主要上市印刷公司出任董事總經理助理。



# Biographical Details of Directors and Senior Executives

## 董事及高級行政人員之簡歷

### EXECUTIVE DIRECTORS (Continued)

**Mr. CHENG Chee Juen, Patrick**, aged 51, is a Marketing Manager of Chung Tai Printing (China) Company Limited, a company within our group. Mr. CHENG joined our group in 1998 and has over 17 years' experience in offset printing with specialty in paper products manufacturing industry. He holds an honors degree of Bachelor of Computer Science from University of Manitoba, Canada.

### NON-EXECUTIVE DIRECTORS

**Dr. NG Wai Kwan**, aged 60, was appointed as the Company's non-executive director in March 2007. Dr. NG holds an engineering doctorate degree from the University of Warwick in U.K. Dr. NG has over 20 years' experience in procurement, logistic planning and leadership development.

Dr. NG is uncle of Mr. SUEK Ka Lun, Ernie, executive director and chairman of the Company.

**Mr. CHAN Kwing Choi Warren**, aged 58, was appointed as an independent non-executive director in 2002 and re-designated as a non-executive director of the Company in November 2007. Mr. CHAN is a fellow member of the Hong Kong Institute of Certified Public Accountants and has over 27 years of experience in finance and management in several multinational corporations.

**Mr. WONG Sun Fat**, aged 54, is a non-executive director of the Company, he was appointed as an independent non-executive director of the Company since December 1994 until August 2009. Mr. WONG was re-designated as a non-executive director of the Company in August 2009. He is now a member of the Audit Committee and Remuneration Committee of the Company. Mr. Wong holds a Bachelor of Arts degree from the University of Hong Kong and has over 20 years' experience in telecommunication products business.

### 執行董事 (續)

**鄭至尊先生**，現年51歲，彼為本集團旗下之公司中大印刷(中國)有限公司之市場部經理。鄭先生於一九九八年加入本集團，彼於柯式印刷方面擁有逾17年經驗，且專門於紙類產品製造行業。彼持有加拿大曼尼托巴大學頒授之電腦科學榮譽學士學位。

### 非執行董事

**吳惠群博士**，現年60歲，於二零零七年三月獲委任為本公司之非執行董事。吳博士持有英國華威大學工程學博士學位。吳博士於採購、物流規劃及領袖培訓方面具有逾20年經驗。

吳博士為本公司執行董事兼主席薛嘉麟先生之舅父。

**陳焯材先生**，現年58歲，於二零零二年獲委任為獨立非執行董事，並於二零零七年十一月調任本公司非執行董事。陳先生為香港會計師公會之資深會員，並曾為多家跨國企業服務，擁有超過27年金融及管理經驗。

**黃新發先生**，現年54歲，本公司非執行董事，彼曾於一九九四年十二月至二零零九年八月期間為本公司獨立非執行董事。於二零零九年八月調任本公司非執行董事。彼現時為本公司審核委員會及薪酬委員會成員。黃先生持有香港大學文學士學位，從事電訊產品業務逾20年。

# Biographical Details of Directors and Senior Executives

## 董事及高級行政人員之簡歷

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. TSE Tin Tai**, aged 46, was appointed as an independent non-executive director of the Company in 2006. He holds a Bachelor of Business Administration degree from York University, Canada and has over 20 years' experience in sales and marketing field in information technology related companies.

**Mr. CHENG Chi Wai**, aged 45, holds an EMBA degree and a bachelor's degree in accounting and is a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Chartered Secretaries. He is also an associate member of the Institute of Chartered Accountants in England and Wales. Mr. CHENG has more than 20 years' experience in auditing, financial control and corporate finance. Mr. CHENG previously worked in an international accounting firm and held key finance positions in several companies whose shares are listed on the Stock Exchange.

**Ms. LUI Lai Ping, Cecily**, aged 44, holds a master degree of science in accountancy and a master degree in business administration. She is also an affiliate member of the Association of International Accountant. Ms. LUI has more than 15 years' experience in financial management, financial accounting, human resources management and company secretarial field. She is at present manager of Pioneer Industrial Components (Hong Kong) Limited, overseeing the company's financial and human resources management and company secretarial affairs.

### 獨立非執行董事

**謝天泰先生**，現年46歲，於二零零六年獲委任為本公司獨立非執行董事。彼持有加拿大約克大學工商管理學士學位，彼於資訊科技公司擔任銷售及市場推廣工作逾20年。

**鄭志偉先生**，現年45歲，持有行政人員工商管理碩士學位及會計學士學位，為英國特許公認會計師公會、香港會計師公會及特許秘書及行政人員公會以及香港特許秘書公會之資深會員，彼亦為英格蘭及威爾斯會計師公會會員。鄭先生於核數、財務控制及企業融資方面擁有逾20年經驗。鄭先生並曾任職於一家國際會計師行及於聯交所上市之若干公司擔任重要財務職位。

**呂麗萍女士**，現年44歲，持有會計學理學碩士學位及工商管理碩士學位。彼亦為國際會計師公會成員會會員。呂女士在財務管理、財務會計、人力資源管理及公司秘書等領域擁有逾15年經驗。彼現任Pioneer Industrial Components (Hong Kong) Limited之經理，負責監察該公司之財務及人力資源管理及公司秘書事宜。

# Biographical Details of Directors and Senior Executives

## 董事及高級行政人員之簡歷

### ALTERNATE DIRECTOR

**Mr. LAU Kam Cheong**, aged 47, was appointed as alternate director to Dr. NG Wai Kwan, non-executive director of the Company, in July 2008. He is a manager of Delight Source Limited and the human resources manager of Chung Tai Printing (China) Company Limited. Mr. LAU joined the Group in 2001. He holds a master degree in Business Administration and a master degree in Professional Accounting from the Open University of Hong Kong. He is a member of the Chartered Institute of Marketing in United Kingdom and has over 16 years of experience in management, sales and marketing.

### SENIOR EXECUTIVES

**Dr. NG Wai Yung, Angela**, Dr. NG has over 30 years' experience in label and screen process printing business. She holds a master degree in Business Administration from Macquarie University, Australia and a Honorary doctor of philosophy degree in Business Management from Burkes University, the British West Indies, United Kingdom. Dr. NG is the Chief Operating Officer of the Group and she is responsible for the daily management of the printing business.

**Ms. NG Wai Chi**, Ms. NG has over 30 years of experience in label and silkscreen printing. She is responsible for the procurement of the Group.

### 替任董事

**劉錦昌先生**，現年47歲，於二零零八年七月獲委任為本公司非執行董事吳惠群博士之替任董事。彼為亮燃有限公司之經理及中大印刷(中國)有限公司之人力資源經理。劉先生於二零零一年加盟本集團。彼持有香港公開大學之工商管理碩士學位及專業會計碩士學位。彼為英國特許市務學會之會員，於管理、銷售及市場推廣方面擁有逾16年經驗。

### 高級行政人員

**吳惠容博士**，吳博士從事標籤及絲網印刷業務逾30年。彼持有澳洲麥覺理大學之工商管理碩士學位及英國英屬西印度群島Burkes University之企業管理哲學榮譽博士學位。吳博士是印刷業務的首席營運官，處理印刷業務的日常管理。

**吳惠芝小姐**，吳小姐從事標籤及絲網印刷業務逾30年。彼現負責本集團之採購工作。



# Biographical Details of Directors and Senior Executives 董事及高級行政人員之簡歷

## SENIOR EXECUTIVES (Continued)

**Mr. WONG Kin Ho, Kevin**, Mr. WONG obtained his bachelor's degree in Social Science, majoring in Journalism & Mass Communications from the Chinese University of Hong Kong in 1991. He then started his career in music entertainment industry and had been working in various major records companies including Golden Pony, EMI, Universal Music and Avex Asia to responsible for product promotion and marketing. Mr. WONG has been in the industry for 19 years and has participated in managing and promoting many local and foreign artistes and celebrities, in 2007 he was appointed the Senior Marketing Director of Avex Asia Limited. Mr. WONG joined Star Entertainment (Universe) Limited as from 2009 and was appointed in 2010 as Chief Executive Officer of both Neway Star Limited and Star Entertainment (Universe) Limited, overseeing the Group's music productions, artiste management and show business.

**Mr. WAN Kwok Leung, Nicholas** is director of our various companies of music and entertainment division, he was human resources manager of Neway Karaoke Box for the period from 2001 to 2007 before being appointed as an executive director. Mr. WAN has over nine years' experience in the related fields of management and holds a bachelor's degree in human resources management from Hong Kong Baptist University and a master's of science degree of Management from the Hong Kong Polytechnic University.

## 高級行政人員 (續)

**黃健豪先生**，黃先生於一九九一年獲得香港中文大學社會科學學士學位（主修新聞及大眾傳播學），隨即開展其音樂娛樂事業並於多間主要唱片公司（包括嘉音唱片，百代唱片，環球唱片及艾迴唱片）從事產品宣傳及市場推廣工作。黃先生在行內擁有達十九年之經驗，曾參與管理及推廣的中外知名藝人多不勝數，彼於二零零七年被委任為艾迴唱片公司高級市場推廣總監。黃先生於二零零九年加入星娛樂（環宇）有限公司並於翌年被任命為該公司及新時代星工廠有限公司行政總裁，負責管理本集團娛樂業務包括唱片製作，藝人管理及演唱會業務。

**溫國樑先生**，溫先生為本公司音樂及娛樂分部公司董事，彼曾於二零零一年至二零零七年為Neway卡拉OK人事經理，隨後被委任為其執行董事。彼具有相關管理工作方面逾九年經驗，並擁有香港浸會大學人事管理學士及香港理工大學管理學碩士學位。

# Directors' Report

## 董事會報告

The directors present their annual report and the audited consolidated financial statements for the year ended 31 March 2010.

### CHANGE OF COMPANY'S NAME

Pursuant to a special resolution passed by the shareholders at a special general meeting of the Company held on 17 July 2009, the name of the Company was changed from Chung Tai Printing Holdings Limited to Neway Group Holdings Limited and 中星集團控股有限公司 has been adopted by the Company as its new Chinese name. The change of name became effective on 23 July 2009.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities and other details of the subsidiaries and associate are set out in notes 37 and 19 respectively to the consolidated financial statements.

### RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2010 are set out in the consolidated statement of comprehensive income on page 43.

An interim dividend of HK0.08 cent per share amounting to HK\$8,154,836 was paid to the shareholders during the year.

The Directors recommended the payment of a final dividend of HK0.08 cent per share for the financial year ended 31 March 2010 (2009: Nil), subject to the approval by the shareholders of the Company at the forthcoming Annual General Meeting.

### PROPERTY, PLANT AND EQUIPMENT

The Group acquired property, plant and equipment during the year at an aggregate cost of approximately HK\$7.4 million in order to increase its production capacity. Details of this and other movements during the year in the property, plant and equipment of the Group are set out in note 16 to the consolidated financial statements.

### SHARE CAPITAL

The share capital of the Company is set out in note 29 to the consolidated financial statements.

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

### DISTRIBUTABLE RESERVES

As at 31 March 2010, the reserves of the Company available for distribution to shareholders were approximately HK\$415 million.

董事會謹此提呈截至二零一零年三月三十一日止年度之年報及經審核綜合財務報表。

### 更改公司名稱

根據股東於二零零九年七月十七日舉行之本公司股東特別大會上通過之特別決議案，本公司之名稱由Chung Tai Printing Holdings Limited更改為Neway Group Holdings Limited，而中星集團控股有限公司已獲本公司採納為其新中文名稱。更改名稱一事已於二零零九年七月二十三日生效。

### 主要業務

本公司為一間投資控股公司，各附屬公司及聯營公司之主要業務及其他詳情分別載於綜合財務報表附註37及19。

### 業績與分配

本集團截至二零一零年三月三十一日止年度之業績載於第43頁之綜合全面收益表內。

年內，已派付中期股息每股0.08港仙，合共8,154,836港元予股東。

董事建議派付截至二零一零年三月三十一日止財政年度之末期股息每股0.08港仙（二零零九年：無），惟須經本公司股東於應屆股東週年大會上批准。

### 物業、廠房及設備

年內，本集團收購物業、廠房及設備合共支出約7,400,000港元，以增加生產力。上述詳情及年內本集團之物業、廠房及設備之其他變動載於綜合財務報表附註16。

### 股本

本公司之股本列載於綜合財務報表附註29。

年內，本公司及其任何附屬公司並無購買、出售或贖回本公司之任何上市證券。

### 可供分配儲備

於二零一零年三月三十一日，本公司可供分配予股東之儲備約為415,000,000港元。

# Directors' Report 董事會報告

## FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out on page 124.

## DIRECTORS

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

### Executive directors:

Mr. SUEK Ka Lun, Ernie	(Chairman)
Mr. SUEK Chai Hong	(Chief Executive Officer)
Mr. LAU Chin Hung	
Mr. CHENG Chee Juen, Patrick	(appointed on 1 October 2009)
Ms. NG Wai Chi	(retired on 31 August 2009)

### Non-executive directors:

Dr. SUEK Chai Kit, Christopher	(retired on 31 August 2009)
Mr. SUEK Che Hin	(retired on 31 August 2009)
Dr. NG Wai Kwan	(alternate director: Mr. LAU Kam Cheong)
Mr. CHAN Kwing Choi, Warren	
Mr. WONG Sun Fat	(redesignated as a non-executive director from an independent non-executive director on 31 August 2009)

### Independent non-executive directors:

Mr. TSE Tin Tai	
Mr. CHENG Chi Wai	(appointed on 31 August 2009)
Ms. LUI Lai Ping, Cecily	(appointed on 31 August 2009)
Mr. AU Yan, Alfred	(retired on 31 August 2009)

In accordance with Bye-law 87(1) of the Company's Bye-laws, Messrs SUEK Ka Lun, Ernie, LAU Chin Hung, CHAN Kwing Choi, Warren and WONG Sun Fat will retire at the forthcoming annual general meeting ("AGM") of the Company. Mr. LAU Chin Hung has notified the Company that he would like to devote more time to pursue his other business and will retire as Director at the AGM voluntarily. Save as Mr. LAU, the rest of the retiring directors being eligible, will offer themselves for re-election at the AGM pursuant to Bye-law 87(2). Mr. CHENG Chee Juen, Patrick was appointed as an executive director of the Company in October 2009, he is subject to the approval of the Shareholders at the AGM.

## 財務摘要

本集團過去五個財政年度之業績及資產與負債概要載於第124頁。

## 董事

於年內及截至本報告日期之本公司董事如下：

### 執行董事：

薛嘉麟先生	(主席)
薛濟匡先生	(行政總裁)
劉展鴻先生	
鄭至尊先生	(獲委任於二零零九年十月一日)
吳惠芝小姐	(於二零零九年八月三十一日退任)

### 非執行董事：

薛濟傑博士	(於二零零九年八月三十一日退任)
薛志軒先生	(於二零零九年八月三十一日退任)
吳惠群博士	(替任董事·劉錦昌先生)
陳焯材先生	
黃新發先生	(於二零零九年八月三十一日由獨立非執行董事調任為非執行董事)

### 獨立非執行董事：

謝天泰先生	
鄭志偉先生	(獲委任於二零零九年八月三十一日)
呂麗萍女士	(獲委任於二零零九年八月三十一日)
歐忻先生	(於二零零九年八月三十一日退任)

根據本公司之公司細則第八十七(一)條之規定，薛嘉麟先生、劉展鴻先生、陳焯材先生及黃新發先生均將於本公司應屆股東週年大會(「股東週年大會」)上退任。劉展鴻先生已知會本公司，彼有意投放更多時間處理其他事務，並將於股東週年大會上自願退任董事一職。根據公司細則第八十七(二)條，除劉先生外，其餘退任董事均符合資格並願意於股東週年大會上膺選連任。鄭至尊先生於二零零九年十月獲委任為本公司執行董事，須經股東於股東週年大會上批准。

# Directors' Report 董事會報告

## DIRECTORS' SERVICE CONTRACTS

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

## DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES

At 31 March 2010, the interests of the directors and their associates in the shares and underlying shares of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

### (i) Long positions of ordinary shares of HK\$0.005 each of the Company

Name of director 董事姓名	Capacity 身份	Number of ordinary shares held 持有普通股數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
Mr. SUEK Ka Lun, Ernie 薛嘉麟先生	Other interests 其他權益	3,713,200,000 <sup>1</sup>	36.43
Dr. NG Wai Kwan 吳惠群博士	Beneficial owner 實益擁有人	800,000	0.01

Note:

- These shares are beneficially owned by CNA Company Limited ("CNA") which in turn is beneficially owned by the CNA Trust, a discretionary trust whose beneficiaries include Mr. SUEK Ka Lun Ernie.

## 董事之服務合約

各獲提名在應屆股東週年大會上重選之董事，概無與本集團訂立任何不可於一年內終止而毋須作出補償（法定賠償除外）之服務合約。

## 董事之股份及相關股份權益

於二零一零年三月三十一日，董事及彼等之聯繫人士於本公司及其相聯法團之股份及相關股份中，擁有本公司根據證券及期貨條例第352條存置之登記冊所記錄，或根據上市發行人董事進行證券交易之標準守則須知會本公司及香港聯合交易所有限公司之權益如下：

### (i) 本公司每股面值0.005港元普通股之好倉

Name of director 董事姓名	Capacity 身份	Number of ordinary shares held 持有普通股數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
Mr. SUEK Ka Lun, Ernie 薛嘉麟先生	Other interests 其他權益	3,713,200,000 <sup>1</sup>	36.43
Dr. NG Wai Kwan 吳惠群博士	Beneficial owner 實益擁有人	800,000	0.01

附註：

- 該等股份乃由CNA Company Limited (「CNA」)實益擁有，而該公司則由CNA信託（一項受益人包括薛嘉麟先生之全權信託）實益擁有。



# Directors' Report 董事會報告

## DIRECTORS' INTERESTS IN SHARES AND UNDERLYING SHARES (Continued)

### (ii) Long positions of shares in associated corporations

At 31 March 2010, CNA beneficially owned deferred non-voting shares in the following subsidiaries of the Company:

Name of subsidiary 附屬公司名稱	Name of owner 擁有人名稱	Number and par value of deferred non-voting shares 無投票權遞延股之數目及面值
Chung Tai Management Limited 中大管理有限公司	CNA	2 shares of HK\$1 each 2股，每股面值1港元
Chung Tai Printing (China) Company Limited 中大印刷(中國)有限公司	CNA	100 shares of HK\$100 each 100股，每股面值100港元
Chung Tai Printing Company Limited 中大印刷有限公司	CNA	3,000 shares of HK\$100 each 3,000股，每股面值100港元
Profit Link Investment Limited 中大投資管理有限公司	CNA	2 shares of HK\$1 each 2股，每股面值1港元
The Greatime Offset Printing Company, Limited 雅大柯式印刷有限公司	CNA	9,500 shares of HK\$100 each 9,500股，每股面值100港元

The rights and restrictions of such deferred non-voting shares are set out in note 37 to the consolidated financial statements.

Other than as disclosed above, none of the directors nor their associates had any interests or short positions in any shares and underlying shares of the Company or any of its associated corporations as at 31 March 2010.

## 董事之股份及相關股份權益 (續)

### (ii) 相聯法團股份之好倉

於二零一零年三月三十一日，CNA實益擁有本公司下列附屬公司之無投票權遞延股：

該等無投票權遞延股附帶之權利及限制載於綜合財務報表附註37。

除上文所披露者外，於二零一零年三月三十一日，概無董事或彼等之聯繫人士於本公司或其任何相聯法團之任何股份及相關股份中擁有任何權益或淡倉。

# Directors' Report 董事會報告

## SUBSTANTIAL SHAREHOLDERS

At 31 March 2010, the interests or short positions of the substantial shareholders (other than the directors of the Company) in the shares and underlying shares of the Company as recorded in the register of substantial shareholders maintained by the Company pursuant to Section 336 of the Securities and Futures Ordinance, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance were as follows:

### Long Positions

Name of shareholder 股東名稱	Capacity 身份	Number of shares held 所持股份數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
CNA	Beneficial owner 實益擁有人	3,713,200,000 <sup>1</sup>	36.43
Dr. SUEK Chai Kit, Christopher 薛濟傑博士	Founder of trust 信託創立人	3,987,200,000 <sup>2</sup>	39.11
Dr. NG Wai Yung 吳惠容博士	By attribution 應佔權益	3,987,200,000 <sup>3</sup>	39.11
Trustcorp Limited	Trustee 受託人	4,095,600,000 <sup>4</sup>	40.18
Newcorp Ltd.	Held by controlled corporation 透過受控制法團持有	4,095,600,000	40.18

#### Notes:

- CNA is beneficially owned by a discretionary trust.
- Out of these shares, 3,713,200,000 shares are beneficially owned by CNA which in turn is beneficially owned by a discretionary trust set up by Dr. SUEK Chai Kit, Christopher, who is also one of the beneficiaries; 274,000,000 shares are beneficially owned by Dr. SUEK Chai Kit, Christopher.
- Spouse of Dr. SUEK Chai Kit, Christopher, a substantial shareholder.
- Out of these shares, 3,713,200,000 shares duplicate with those held by CNA and 274,000,000 shares duplicate with those held by Dr. SUEK Chai Kit, Christopher (note 1 above); 108,400,000 shares are beneficially owned by another SUEK family members.

## 主要股東

於二零一零年三月三十一日，主要股東於本公司按照證券及期貨條例第336條存置之主要股東名冊中所記錄，或根據證券及期貨條例第XV部第2及3分部須通知本公司及香港聯合交易所有限公司之本公司股份及相關股份權益或淡倉（本公司之董事除外）如下：

### 好倉

Name of shareholder 股東名稱	Capacity 身份	Number of shares held 所持股份數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
CNA	Beneficial owner 實益擁有人	3,713,200,000 <sup>1</sup>	36.43
Dr. SUEK Chai Kit, Christopher 薛濟傑博士	Founder of trust 信託創立人	3,987,200,000 <sup>2</sup>	39.11
Dr. NG Wai Yung 吳惠容博士	By attribution 應佔權益	3,987,200,000 <sup>3</sup>	39.11
Trustcorp Limited	Trustee 受託人	4,095,600,000 <sup>4</sup>	40.18
Newcorp Ltd.	Held by controlled corporation 透過受控制法團持有	4,095,600,000	40.18

#### 附註：

- CNA由一項全權信託實益擁有。
- 於該等股份中，3,713,200,000股由CNA實益擁有，而CNA由一項薛濟傑博士成立並為其受益人之一之全權信託實益擁有；274,000,000股由薛濟傑博士實益擁有。
- 主要股東薛濟傑博士之配偶。
- 於該等股份中，3,713,200,000股指由CNA持有之同一批股份，而274,000,000股指由薛濟傑博士持有之同一批股份（上文附註1）；108,400,000股由另一名薛氏家族成員實益擁有。

# Directors' Report 董事會報告

## ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year was the Company, or any of its subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## DIRECTORS' INTERESTS IN CONTRACTS

Other than as disclosed in note 34 to the consolidated financial statements, 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.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors are independent.

## CONTINUING CONNECTED TRANSACTIONS

During the year, the Directors including the non-executive directors have considered the following continuing connected transactions:

### Exempt continuing connected transactions

#### 1. *Sharing of office*

Neway Entertainment Group entered into a licence agreement with Neway Karaoke Box pursuant to which Neway Karaoke Box agreed to grant a license to Neway Entertainment Group to occupy and use certain areas at 15th Floor, Park-In Commercial Centre, 56 Dundas Street, Mongkok, Kowloon, Hong Kong ("**Office**") at a license fee of HK\$30,000 per month for a term commencing 16 June 2009 and ending on 31 March 2012.

Neway Entertainment Group is currently occupying the Office as its head office. The license fee was determined after arm's length negotiation between the parties having regard to the prevailing market rates of similar commercial properties in the same vicinity.

## 購買股份或債券之安排

於年內任何時間，本公司或其任何附屬公司概無訂立任何安排，致使本公司董事可藉購入本公司或任何其他法人團體之股份或債券而獲益。

## 董事之合約權益

除綜合財務報表附註34所披露者外，本公司或其任何附屬公司概無訂立於年終或年內任何時間有效而本公司董事於其中直接或間接擁有重大權益之重要合約。

## 獨立非執行董事

本公司已接獲各獨立非執行董事根據上市規則第3.13條每年就本身之獨立地位而發出之確認聲明。本公司認為全體獨立非執行董事均具有獨立地位。

## 持續關連交易

年內，董事（包括非執行董事）已省覽以下持續關連交易：

### 獲豁免持續關連交易

#### 1. *共用辦公室*

Neway Entertainment集團與Neway Karaoke Box訂立許可協議，據此，Neway Karaoke Box同意許可Neway Entertainment集團佔用及使用位於香港九龍旺角登打士街56號柏裕商業中心15樓之若干面積（「**辦公室**」），許可費為每月30,000港元，期限自二零零九年六月十六日起至二零一二年三月三十一日。

Neway Entertainment集團現時佔用辦公室作為其總辦事處。許可費乃由雙方考慮鄰近類似商用物業之現行市值租金，經公平磋商後釐定。

# Directors' Report 董事會報告

## CONTINUING CONNECTED TRANSACTIONS (Continued)

### Exempt continuing connected transactions (Continued)

#### 1. *Sharing of office (Continued)*

Neway Karaoke Box is a company indirectly wholly-owned by Dr. SUEK Chai Kit, Christopher, a substantial shareholder of the Company.

#### 2. *Provision of staff quarter*

Chung Tai Printing (China) Company Limited, a directly wholly-owned subsidiary of the Company has entered into a tenancy agreement with Neway Power Limited in renting a residential premises at Double Haven, 52 Ma Lok Path, Shatin, New Territories as staff quarter at a monthly rental of HK\$70,000 commencing 1 December 2009 for a two years term. Neway Power Limited is a company, of which Mr. SUEK Ka Lun, Ernie is one of the beneficial owners.

#### 3. *Sale of Goods*

During the year, Chung Tai Printing (China) Company Limited sold certain goods to a related company of which Dr. SUEK Chai Kit, Christopher is one of the ultimate beneficial owners.

The above transactions constitute continuing connected transactions for the Company. Since each of the respective transactions is less than HK\$1,000,000, they are exempted from reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

### Non-exempt continuing connected transactions – Provision of the promotion services and distribution of licensed content

Neway Entertainment Group provides the promotion services to, and distributing licensed content in the form of karaoke music videos to the karaoke outlets operated by, Neway Karaoke Box Group. Such transactions constitute continuing connected transaction for the Company. A Master Agreement has been concluded with Neway Karaoke Box to regulate the provision of the promotion services and the distribution of licensed content.

## 持續關連交易 (續)

### 獲豁免持續關連交易 (續)

#### 1. *共用辦公室 (續)*

Neway Karaoke Box為一間由本公司主要股東薛濟傑博士間接全資擁有之公司。

#### 2. *提供員工宿舍*

本公司之直接全資附屬公司中大印刷(中國)有限公司與Neway Power Limited訂立租賃協議,租用位於新界沙田馬樂徑52號皓朗山莊之住宅物業用作員工宿舍,月租70,000港元,自二零零九年十二月一日起為期兩年。Neway Power Limited為一間由薛嘉麟先生作為其中一名實益擁有人之公司。

#### 3. *銷售貨品*

年內,中大印刷(中國)有限公司向一家關連公司出售若干貨品,而薛濟傑博士為該關連公司之最終實益擁有人之一。

上述交易構成本公司之持續關連交易。由於各項交易涉及金額少於1,000,000港元,故此根據上市規則第14A章獲豁免遵守申報、公告及獨立股東批准之規定。

### 非豁免持續關連交易 – 提供推廣服務 及分銷許可音樂內容

Neway Entertainment集團向Neway Karaoke Box集團提供推廣服務,並以卡拉OK音樂錄像之方式向其經營之卡拉OK門店分銷許可音樂內容。該等交易構成本公司之持續關連交易。一項與Neway Karaoke Box訂立之總協議規管提供宣傳服務及分銷許可音樂內容。



## CONTINUING CONNECTED TRANSACTIONS (Continued)

### Non-exempt continuing connected transactions – Provision of the promotion services and distribution of licensed content (Continued)

#### Parties

- (A) Neway Entertainment (for itself and on behalf of other members of Neway Entertainment Group); and
- (B) Neway Karaoke Box (for itself and on behalf of other members of Neway Karaoke Box Group). Neway Karaoke Box is indirectly wholly-owned by a discretionary trust for the benefits of members of SUEK Family, and therefore, a connected person of the Company.

#### Term

Commencing on 16 June 2009 and ending on 31 March 2012.

#### Promotion services

During the term of the Master Agreement, Neway Karaoke Box Group may from time to time request Neway Entertainment Group to provide promotion services (which may include interviews by media, TV commercials, photo shooting, performance at public functions) to be performed by the artistes managed from time to time by Neway Entertainment Group on terms to be mutually agreed on a case by case basis, such terms not being more favourable as those provided by Neway Entertainment Group to independent third parties.

In return, Neway Entertainment Group charges Neway Karaoke Box Group a service fee which is determined on a case by case basis based on commercial negotiation making reference to the type of promotion services to be provided, the working hours, skills and popularity required of the artistes. Neway Karaoke Box Group shall make payment of the service fee within 30 days after the receipt of the debit note issued by Neway Entertainment Group from time to time.

## 持續關連交易 (續)

### 非豁免持續關連交易 – 提供推廣服務 及分銷許可音樂內容 (續)

#### 訂約方

- (A) Neway Entertainment (為其本身及代表Neway Entertainment集團之其他成員公司); 及
- (B) Neway Karaoke Box (為其本身及代表Neway Karaoke Box集團之其他成員公司)。Neway Karaoke Box乃由為薛氏家族成員利益而成立之一個全權信託間接全資擁有, 因此, 其亦為本公司之關連人士。

#### 期限

自二零零九年六月十六日起至二零一二年三月三十一日。

#### 推廣服務

於總協議期限內, Neway Karaoke Box集團可不時要求Neway Entertainment集團按雙方根據個別不同情況協定之條款提供推廣服務(可包括媒體採訪、電視廣告、照片拍攝及公開場合演出), 該等服務將由Neway Entertainment集團旗下藝人提供, 而有關條款不得優於Neway Entertainment集團提供予獨立第三方之條款。

作為回報, Neway Entertainment集團將向Neway Karaoke Box集團收取服務費, 該服務費乃根據將予提供之推廣服務之種類、工作時間、受邀藝人演出技巧及受歡迎程度, 經商業磋商後視個別不同情況而釐定。Neway Karaoke Box集團須於收到Neway Entertainment集團不時發出之收款單後30日內支付服務費。

# Directors' Report 董事會報告

## CONTINUING CONNECTED TRANSACTIONS (Continued)

### Non-exempt continuing connected transactions – Provision of the promotion services and distribution of licensed content (Continued)

#### *Distribution of licensed content*

During the term of the Master Agreement, Neway Karaoke Box Group may from time to time request Neway Entertainment Group to distribute licensed content in the form of karaoke music videos to the karaoke outlets operated by Neway Karaoke Box Group on terms to be mutually agreed on a case by case basis, such terms not being more favourable as those provided by Neway Entertainment Group to independent third parties.

In return, Neway Entertainment Group charges Neway Karaoke Box Group a license fee which is determined on a case by case basis based on the number of karaoke music videos and the popularity required of the artists. Neway Karaoke Box Group shall make payment of the licence fee within 30 days after the receipt of the debit note issued by Neway Entertainment Group from time to time.

During the year, the service fee for provision of promotion services and the licensed fee for distribution of licensed content charged by Neway Entertainment Group to Neway Karaoke Box Group are HK\$8,010,000 and HK\$2,465,576 respectively totally HK\$10,475,576.

The annual caps of the service fee payable by Neway Karaoke Box Group for the provision of the promotion services and the licensed fee for distribution of licensed content are set out as follows:

For the period from 26 June 2009 to 31 March 2010	HK\$14,000,000
For the year ended 31 March 2011	HK\$17,000,000
For the year ended 31 March 2012	HK\$17,000,000

The cap amounts are determined by reference to, among other things, historical figures of the services fees and licensed fee charged by Neway Entertainment Group to Neway Karaoke Box Group and the projected development and promotion plan of Neway Entertainment Group and Neway Karaoke Box Group.

## 持續關連交易 (續)

### 非豁免持續關連交易 – 提供推廣服務 及分銷許可音樂內容 (續)

#### *分銷許可音樂內容*

於總協議期限內，Neway Karaoke Box集團可不時要求Neway Entertainment集團按雙方根據個別不同情況協定之條款，以卡拉OK音樂錄像之方式向其經營之卡拉OK門店分銷許可音樂內容，而有關條款不得優於Neway Entertainment集團提供予獨立第三方之條款。

作為回報，Neway Entertainment集團將向Neway Karaoke Box集團收取許可費，該許可費乃根據卡拉OK音樂錄像之數量及藝人受歡迎程度視個別不同情況而釐定。Neway Karaoke Box集團須於收到Neway Entertainment集團不時發出之收款單後30日內支付許可費。

年內，Neway Entertainment集團就提供推廣服務及分銷許可音樂內容向Neway Karaoke Box集團收取之服務費及許可費分別為8,010,000港元及2,465,576港元，合共10,475,576港元。

Neway Karaoke Box集團就其獲提供推廣服務及分銷許可音樂內容而應付之服務費及許可費之年度上限載列如下：

於二零零九年六月二十六日至 二零一零年三月三十一日 止期間	14,000,000港元
於截至二零一一年 三月三十一日止年度	17,000,000港元
於截至二零一二年 三月三十一日止年度	17,000,000港元

該等上限金額乃參考(其中包括)Neway Entertainment集團向Neway Karaoke Box集團收取服務費及許可費之過往數據以及Neway Entertainment集團及Neway Karaoke Box集團之預計發展及推廣計劃而釐定。

# Directors' Report 董事會報告

## CONTINUING CONNECTED TRANSACTIONS (Continued)

### Non-exempt continuing connected transactions – Provision of the promotion services and distribution of licensed content (Continued)

#### *Distribution of licensed content (Continued)*

An announcement (the "Announcement") was published on 16 June 2009 regarding this non-exempt continuing connected transaction in accordance with the Listing Rules.

The continuing connected transactions have been reviewed by the independent non-executive directors. The independent non-executive directors (except Mr. AU Yan, Alfred on the non-exempt continuing connected transaction abovementioned) have confirmed that the continuing connected transactions were entered into (i) in the ordinary and usual course of business of the Company; (ii) on normal commercial terms; and (iii) in accordance with the relevant agreement governing it on terms that are fair and reasonable and in the interest of the shareholders of the Company as a whole.

Pursuant to Rule 14A.38 of the Listing Rules, the Company has engaged the external auditor of the Company to perform certain agreed-upon procedures in respect of these continuing connected transactions of the Group. The auditor has reported its factual findings to the Board of Directors that the continuing connected transactions (i) have received the approval of the Board of the Company; (ii) have been entered into in accordance with the pricing policies of the Company; (iii) have been entered in accordance with the terms of the agreement governing the transaction; and (iv) have not exceeded the cap amount for the year ended 31 March 2010 as set out in the Announcement.

## EMOLUMENT POLICY

The emolument policy of the general staff of the Group is set up by the management of the Group on the basis of their merit, qualifications and competence.

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

## 持續關連交易 (續)

### 非豁免持續關連交易 – 提供推廣服務 及分銷許可音樂內容 (續)

#### *分銷許可音樂內容 (續)*

本公司已於二零零九年六月十六日根據上市規則就此非豁免持續關連交易發表公告(「該公告」)。

持續關連交易已經由獨立非執行董事審視。獨立非執行董事(就上述非豁免持續關連交易而言,不包括歐斨先生)已確認,持續關連交易乃(i)於本公司日常及一般業務過程中訂立;(ii)按一般商業條款訂立;及(iii)根據規管有關交易之相關協議進行,而有關協議之條款屬公平合理,並符合本公司股東之整體利益。

根據上市規則第14A.38條,本公司已委聘本公司外部核數師就該等本集團持續關連交易執行若干協定程序。核數師已向董事會報告其實質調查結果,持續關連交易(i)已獲得本公司董事會之批准;(ii)乃按照本公司之定價政策進行;(iii)乃根據規管有關交易之協議之條款進行;及(iv)並無超出該公告所載截至二零一零年三月三十一日止年度之上限金額。

## 薪酬政策

本集團一般員工之薪酬政策乃由本集團管理層按員工之功績、資歷及才幹釐定。

本公司董事及高級管理人員之薪酬由薪酬委員會按照本公司之經營業績、個別人士之表現及可資比較之市場統計數據釐定。

# Directors' Report 董事會報告

## CORPORATE GOVERNANCE

Throughout the year ended 31 March 2010, the Company applied the principles of and complied with all the code provisions of, the Code on Corporate Governance Practices (the "Code") contained in Appendix 14 to the Listing Rules save for certain deviations. Details of the corporate governance practices are set out in the section headed "Corporate Governance Report" on pages 14 to 24.

## PRE-EMPTIVE RIGHTS

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

## SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 March 2010.

## MAJOR CUSTOMERS AND SUPPLIERS

The Group's largest supplier accounted for 9% of total purchases while the Group's five largest suppliers accounted for 19% of total purchases during the year.

Aggregate sales attributable to the Group's five largest customers were less than 30% of total turnover.

At no time during the year did a director, an associate of a director or a shareholder of the Company (which to the knowledge of the directors owns more than 5% of the Company's share capital) have a beneficial interest in any of the Group's five largest suppliers during the year.

## EVENTS AFTER REPORTING PERIOD

Details of significant events occurring after the end of the reporting period are set out in note 36 to the consolidated financial statements.

## AUDITOR

A resolution will be submitted to the forthcoming annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board

**SUEK Ka Lun, Ernie**  
Chairman

Hong Kong, 2 July 2010

## 企業管治

於截至二零一零年三月三十一日止年度全年，除若干偏離外，本公司已遵守上市規則附錄十四所載企業管治常規守則（「守則」）之所有守則條文。有關企業管治常規之詳情載於第14頁至第24頁之「企業管治報告」一節。

## 優先認購權

本公司之公司細則或百慕達法例並無關於優先認購權之條文，以規定本公司須按比例向現有股東提呈新股份。

## 足夠公眾持股量

本公司於截至二零一零年三月三十一日止年度一直維持足夠之公眾持股量。

## 主要客戶及供應商

本集團最大供應商之應佔採購總額佔總採購額9%，而本集團五大供應商之應佔總採購額則佔本年度之總採購額19%。

本集團五大客戶之應佔總銷售額佔總營業額不足30%。

於年內任何時間，概無本公司董事、董事之聯繫人士或股東（就董事所知其擁有本公司股本5%以上）於本集團任何五大供應商擁有實益權益。

## 報告期後事項

於報告期結束後發生之重大事項之詳情載於綜合財務報表附註36。

## 核數師

本公司將於應屆股東週年大會上提呈續聘德勤•關黃陳方會計師行為本公司核數師之決議案。

代表董事會

主席  
薛嘉麟

香港，二零一零年七月二日



# Independent Auditor's Report 獨立核數師報告

**Deloitte.**  
德勤

**TO THE MEMBERS OF NEWAY GROUP HOLDINGS LIMITED  
(FORMERLY KNOWN AS  
CHUNG TAI PRINTING HOLDINGS LIMITED)**  
*(incorporated in Bermuda with limited liability)*

We have audited the consolidated financial statements of Neway Group Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 43 to 123, which comprise the consolidated statement of financial position as at 31 March 2010, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

## **Directors' responsibility for the consolidated financial statements**

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

## **Auditor's responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the 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 consolidated financial statements are free from material misstatement.

致中星集團控股有限公司  
(前稱中大印刷集團有限公司)  
(於百慕達註冊成立之有限公司)  
股東

吾等已審核載於第43頁至第123頁中星集團控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表,其包括於二零一零年三月三十一日之綜合財務狀況報表,與截至該日止年度之綜合全面收益表、綜合權益變動表及綜合現金流量報表,以及主要會計政策概要及其他附註解釋。

## **董事就綜合財務報表須承擔之責任**

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製及真實而公平地呈列此等綜合財務報表。該等責任包括設計、實施及執行與編製及真實而公平地呈列綜合財務報表相關之內部監控,以使綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述;選擇及應用合適之會計政策;以及作出對有關情況而言屬合理之會計估計。

## **核數師之責任**

吾等之責任為根據吾等之審核,對該等綜合財務報表作出意見,並根據百慕達公司法第90條僅向整體股東報告,除此以外概不作其他用途。吾等概不就本報告之內容向任何其他人士負責或承擔任何責任。吾等根據香港會計師公會頒佈之香港核數準則進行審核工作。該等準則要求吾等遵守道德規範並規劃及執行審核,以合理確定綜合財務報表是否不存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 consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and true and fair presentation of the consolidated 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 consolidated financial statements.

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

### Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 March 2010 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.

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*

Hong Kong  
2 July 2010

審核涉及執程序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表出現重大錯誤陳述之風險。在評估該等風險時，核數師考慮與有關公司編製及真實並公平地呈列綜合財務報表相關之內部監控，以設計適當之審核程序，但並非為對公司之內部監控效能發表意見。審核亦包括評價董事所採用之會計政策之合適性及所作出之會計評估之合理性，以及評價綜合財務報表之整體呈報方式。

吾等相信，吾等所獲得之審核憑證充足及適當地為吾等之審核意見提供基礎。

### 意見

吾等認為，按照香港財務報告準則，綜合財務報表足以真實並公平地反映 貴集團於二零一零年三月三十一日之財務狀況及 貴集團截至該日止年度之溢利及現金流量，並已按照香港公司條例之披露規定妥善編製。

**德勤•關黃陳方會計師行**  
*執業會計師*

香港  
二零一零年七月二日

# Consolidated Statement of Comprehensive Income

## 綜合全面收益表

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

		NOTES 附註	2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
Revenue	收益	7	569,015,711	691,495,009
Cost of sales	銷售成本		(441,272,973)	(567,992,902)
Gross profit	毛利		127,742,738	123,502,107
Interest income	利息收入		3,678,444	6,734,535
Other income	其他收入		898,043	329,072
Distribution costs	經銷成本		(26,782,080)	(34,993,544)
Administrative expenses	行政開支		(69,829,249)	(60,647,862)
Other gains and losses	其他收益及虧損	8	28,545,031	(41,448,897)
Finance costs	融資成本	9	(294,741)	(8,586,334)
Share of loss of an associate	應佔一家聯營 公司虧損		(791,791)	(904,686)
Profit (loss) before taxation	除稅前溢利(虧損)		63,166,395	(16,015,609)
Taxation	稅項	12	(2,953,390)	(1,919,997)
Profit (loss) for the year	本年溢利(虧損)	13	60,213,005	(17,935,606)
Other comprehensive income	其他全面收入			
Exchange differences arising on translation of foreign operations	換算海外業務所 產生之匯兌差額		2,155,913	5,662,479
Total comprehensive income for the year	本年全面收入總額		62,368,918	(12,273,127)
Earnings (loss) per share	每股盈利(虧損)			
Basic and diluted	基本及攤薄	15	0.59 HK cents 港仙	(0.18) HK cents 港仙

# Consolidated Statement of Financial Position

## 綜合財務狀況報表

At 31 March 2010

於二零一零年三月三十一日

		NOTES 附註	2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	188,033,945	212,145,546
Prepaid lease payments	預付租賃款項	17	3,074,295	3,162,905
Deposits for land use rights	土地使用權訂金	18	39,352,217	33,793,575
Investment in an associate	於一家聯營公司之 投資	19	16,932,923	17,724,714
Goodwill	商譽	20	36,025,324	–
Intangible assets	無形資產	21	12,786,334	–
			<b>296,205,038</b>	266,826,740
Current assets	流動資產			
Inventories	存貨	22	92,878,521	72,025,090
Film rights	影片版權		6,151,674	–
Trade and other receivables, prepayments and deposits	貿易及其他應收 款項、預付款項及 按金	23	110,611,056	95,942,792
Prepaid lease payments	預付租賃款項	17	88,610	88,610
Amount due from a related company	應收一家關連公司 款項	24	10,592,709	1,362,753
Tax recoverable	可收回稅項		379,198	–
Short-term bank deposits	短期銀行存款	25	293,790,819	264,234,274
Cash and cash equivalent	現金及現金等值	25	85,569,068	116,521,075
			<b>600,061,655</b>	550,174,594
Current liabilities	流動負債			
Trade and other payables and accruals	貿易及其他應付款項 及應計款項	26	61,847,808	47,343,116
Tax liabilities	稅項負債		4,712,870	1,243,331
Bank borrowings	銀行借貸	27	7,092,802	1,092,530
			<b>73,653,480</b>	49,678,977
Net current assets	流動資產淨值		<b>526,408,175</b>	500,495,617
Total assets less current liabilities	總資產減流動負債		<b>822,613,213</b>	767,322,357



# Consolidated Statement of Financial Position

## 綜合財務狀況報表

At 31 March 2010

於二零一零年三月三十一日

			2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
Non-current liability	非流動負債			
Deferred taxation	遞延稅項	28	<b>13,908,423</b>	12,831,649
Net assets	資產淨值		<b>808,704,790</b>	754,490,708
Capital and reserves	資本及儲備			
Share capital	股本	29	<b>50,967,728</b>	50,967,728
Reserves	儲備		<b>757,737,062</b>	703,522,980
Total equity	權益總額		<b>808,704,790</b>	754,490,708

The financial statements on pages 43 to 123 were approved and authorised for issue by the Board of Directors on 2 July 2010 and are signed on its behalf by:

載於第43頁至第123頁之財務報表已由董事會於二零一零年七月二日批准及授權刊發，並由以下董事代表簽署：

**SUEK Ka Lun, Ernie 薛嘉麟**

Chairman 主席

**SUEK Chai Hong 薛濟匡**

Director 董事

# Consolidated Statement of Changes in Equity

## 綜合權益變動表

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

		Share capital	Share premium	Put option reserve	Deemed contribution from a shareholder	Convertible notes equity reserve	Capital redemption reserve	Translation reserve	Retained profits	Total
		股本	股份溢價	認沽期權儲備	視作一名股東之貢獻	可換股票據權益儲備	資本贖回儲備	匯兌儲備	保留溢利	總計
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元	港元	港元	港元
At 1 April 2008	於二零零八年四月一日	50,967,728	210,949,953	-	-	17,110,000	62,400	32,494,097	467,541,485	779,125,663
Other comprehensive income for the year	本年其他全面收入	-	-	-	-	-	-	5,662,479	-	5,662,479
Loss for the year	本年虧損	-	-	-	-	-	-	-	(17,935,606)	(17,935,606)
Total comprehensive income for the year	本年全面收入總額	-	-	-	-	-	-	5,662,479	(17,935,606)	(12,273,127)
Early redemption of convertible notes	提早贖回可換股票據	-	-	-	-	(17,110,000)	-	-	17,110,000	-
Dividends paid	已付股息	-	-	-	-	-	-	-	(12,361,828)	(12,361,828)
At 31 March 2009	於二零零九年三月三十一日	50,967,728	210,949,953	-	-	-	62,400	38,156,576	454,354,051	754,490,708
Other comprehensive income for the year	本年其他全面收入	-	-	-	-	-	-	2,155,913	-	2,155,913
Profit for the year	本年溢利	-	-	-	-	-	-	-	60,213,005	60,213,005
Total comprehensive income for the year	本年全面收入總額	-	-	-	-	-	-	2,155,913	60,213,005	62,368,918
Arising from acquisition of subsidiaries (Note 30)	收購附屬公司所產生 (附註30)	-	-	(19,561,456)	19,561,456	-	-	-	-	-
Dividends paid	已付股息	-	-	-	-	-	-	-	(8,154,836)	(8,154,836)
<b>At 31 March 2010</b>	<b>於二零一零年三月三十一日</b>	<b>50,967,728</b>	<b>210,949,953</b>	<b>(19,561,456)</b>	<b>19,561,456</b>	<b>-</b>	<b>62,400</b>	<b>40,312,489</b>	<b>506,412,220</b>	<b>808,704,790</b>

# Consolidated Statement of Cash Flows

## 綜合現金流量報表

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

	Note 附註	2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
<b>OPERATING ACTIVITIES</b>			
Profit (loss) before taxation	經營業務 除稅前溢利(虧損)	<b>63,166,395</b>	(16,015,609)
Adjustments for:	已作出下列調整:		
Allowance for bad and doubtful debts	呆壞賬撥備	<b>380,060</b>	8,174,885
Reversal of allowance for bad debts	撥回壞賬撥備	<b>(55,147)</b>	(261,232)
Share of loss of an associate	應佔一家聯營公司 虧損	<b>791,791</b>	904,686
Write-down of inventories	撇減存貨	<b>56,160</b>	5,684,000
Depreciation of property, plant and equipment	物業、廠房及設備 折舊	<b>32,272,297</b>	33,464,326
Amortisation of intangible assets	無形資產之攤銷	<b>1,723,546</b>	-
Release of prepaid lease payments	預付租賃款項之 攤銷	<b>88,610</b>	88,610
Gain on disposal of property, plant and equipment	出售物業、廠房及 設備之收益	-	(53,422)
Loss on redemption of convertible notes	贖回可換股票據之 虧損	-	1,451,449
Interest expense	利息支出	<b>294,741</b>	8,586,334
Interest income	利息收入	<b>(3,678,444)</b>	(6,734,535)
Operating cash flows before movements in working capital	未計營運資金變動前 之經營現金流量	<b>95,040,009</b>	35,289,492
(Increase) decrease in inventories	存貨(增加)減少	<b>(20,002,722)</b>	33,818,628
(Increase) decrease in trade and other receivables, prepayments and deposits	貿易及其他應收款 項、預付款項及 訂金(增加)減少	<b>(6,883,697)</b>	118,517,562
Increase in amount due from a related company	應收一家關連公司 款項增加	<b>(9,229,956)</b>	(1,163,908)
Increase (decrease) in trade and other payables and accruals	貿易及其他應付款項 及應計款項增加 (減少)	<b>11,313,419</b>	(42,882,443)
Cash generated from operations	經營業務所產生之 現金	<b>70,237,053</b>	143,579,301
Hong Kong Profits Tax paid	已付香港利得稅	<b>(1,094,470)</b>	(3,613,888)
Overseas tax paid	已付海外稅項	<b>(935,624)</b>	(612,075)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	經營業務所得現金 淨額	<b>68,206,959</b>	139,353,338
<b>INVESTING ACTIVITIES</b>			
Acquisition of subsidiaries	收購附屬公司	<b>(58,973,980)</b>	-
Acquisition of an associate	收購一家聯營公司	-	(18,629,400)
Deposit paid for acquisition of land	已付收購土地訂金	<b>(5,558,642)</b>	(2,278,423)
(Increase) decrease in short term bank deposits	短期銀行存款(增加) 減少	<b>(29,556,545)</b>	36,958,869
Purchase of property, plant and equipment	購入物業、廠房及 設備	<b>(7,406,355)</b>	(9,281,388)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及 設備所得款項	-	53,422
Interest received	已收利息	<b>3,678,444</b>	6,734,535

# Consolidated Statement of Cash Flows

## 綜合現金流量報表

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

		2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
NET CASH (USED IN) FROM INVESTING ACTIVITIES	投資活動(所耗) 所得現金淨額	<b>(97,817,078)</b>	13,557,615
FINANCING ACTIVITIES	融資活動		
Repayment of bank import loans	償還銀行入口貸款	<b>(6,854,810)</b>	(31,336,104)
New bank import loans raised	新增銀行入口貸款	<b>12,855,082</b>	26,383,899
Dividends paid	已付股息	<b>(8,154,836)</b>	(12,361,828)
Interest paid	已付利息	<b>(294,741)</b>	(307,783)
Repayment of convertible notes	償還可換股票據	-	(132,720,000)
NET CASH USED IN FINANCING ACTIVITIES	融資活動所耗現金 淨額	<b>(2,449,305)</b>	(150,341,816)
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值 (減少)增加淨額	<b>(32,059,424)</b>	2,569,137
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	年初之現金及現金 等值	<b>116,521,075</b>	112,560,495
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	匯率變動影響	<b>1,107,417</b>	1,391,443
CASH AND CASH EQUIVALENTS AT END OF THE YEAR	年終之現金及 現金等值	<b>85,569,068</b>	116,521,075
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值 結餘之分析		
Bank balances and cash	銀行結存及現金	<b>85,569,068</b>	116,521,075



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 1. GENERAL

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited. Its ultimate holding company is Newcorp Ltd., a company incorporated in the British Virgin Islands ("BVI"). Its immediate holding company is CNA Company Limited, a company incorporated in the BVI. The addresses of the registered office and principal place of business of the Company are disclosed in Corporate Information to the annual report.

The Company acts as an investment holding company. The principal activities and other details of its subsidiaries and associate are set out in notes 37 and 19 respectively.

The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is also the functional currency of the Company.

### 2. CHANGE OF COMPANY'S NAME

Pursuant to a special resolution passed by the shareholders at a special general meeting of the Company held on 17 July 2009, the name of the Company was changed from Chung Tai Printing Holdings Limited to Neway Group Holdings Limited and 中星集團控股有限公司 has been adopted by the Company as its new Chinese name. The change of name became effective on 23 July 2009.

### 1. 一般資料

本公司於百慕達註冊成立為一家受豁免之有限公司，其股份在香港聯合交易所有限公司上市，其最終控股公司為Newcorp Ltd.（一家於英屬處女群島（「英屬處女群島」）註冊成立之公司），直接控股公司則為CNA Company Limited（一家於英屬處女群島註冊成立之公司）。本公司註冊辦事處及主要營業地點之地址於年報中之公司資料披露。

本公司為一家投資控股公司，其附屬公司及聯營公司之主要業務及其他詳情分別載於附註37及19。

綜合財務報表以港元（「港元」）為單位，而港元亦為本公司之應用貨幣。

### 2. 更改公司名稱

根據股東於二零零九年七月十七日舉行之本公司股東特別大會上通過之特別決議案，本公司之名稱由Chung Tai Printing Holdings Limited更改為Neway Group Holdings Limited，而中星集團控股有限公司已獲本公司採納為其新中文名稱。更改名稱於二零零九年七月二十三日生效。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

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

In the current year, the Group has applied the following new and revised standards, amendments and interpretations (“new and revised HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

HKAS 1 (Revised 2007)	Presentation of financial statements
HKAS 23 (Revised 2007)	Borrowing costs
HKAS 32 & 1 (Amendments)	Puttable financial instruments and obligations arising on liquidation
HKFRS 1 & HKAS 27 (Amendments)	Cost of an investment in a subsidiary, jointly controlled entity or associate
HKFRS 2 (Amendment)	Vesting conditions and cancellations
HKFRS 7 (Amendment)	Improving disclosures about financial instruments
HKFRS 8	Operating segments
HK(IFRIC) – INT 9 & HKAS 39 (Amendments)	Embedded derivatives
HK(IFRIC) – INT 13	Customer loyalty programmes
HK(IFRIC) – INT 15	Agreements for the construction of real estate
HK(IFRIC) – INT 16	Hedges of a net investment in a foreign operation
HK(IFRIC) – INT 18	Transfers of assets from customers

### 3. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）

於本年度，本集團已應用下列由香港會計師公會（「香港會計師公會」）頒佈之新訂及經修訂準則、修訂及詮釋（「新訂及經修訂香港財務報告準則」）。

香港會計準則第1號（二零零七年經修訂）	財務報表之呈列
香港會計準則第23號（二零零七年經修訂）	借貸成本
香港會計準則第32號及第1號（修訂）	可沽售金融工具及清盤產生之責任
香港財務報告準則第1號及香港會計準則第27號（修訂）	於附屬公司、共同控制實體或聯營公司之投資成本
香港財務報告準則第2號（修訂）	歸屬條件及註銷
香港財務報告準則第7號（修訂）	有關金融工具披露之改進
香港財務報告準則第8號	經營分類
香港（國際財務報告詮釋委員會）— 詮釋第9號及香港會計準則第39號（修訂）	嵌入式衍生工具
香港（國際財務報告詮釋委員會）— 詮釋第13號	客戶忠誠度計劃
香港（國際財務報告詮釋委員會）— 詮釋第15號	房地產建造協議
香港（國際財務報告詮釋委員會）— 詮釋第16號	對沖海外業務投資淨額
香港（國際財務報告詮釋委員會）— 詮釋第18號	轉讓客戶資產

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

HKFRSs (Amendments)	Improvements to HKFRSs issued in 2008, except for the amendment to HKFRS 5 that is effective for annual periods beginning on or after 1 July 2009
HKFRSs (Amendments)	Improvements to HKFRSs issued in 2009 in relation to the amendment to paragraph 80 of HKAS 39

Except as described below, the adoption of the new and revised HKFRSs has had no material effect on the consolidated financial statements of the Group for the current or prior accounting periods.

#### HKAS 1 (Revised 2007) Presentation of financial statements

HKAS 1 (Revised 2007) has introduced terminology changes (including revised titles for the consolidated financial statements) and changes in the format and content of the consolidated financial statements.

### 3. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（續）

香港財務報告準則 （修訂）	二零零八年頒佈之香港財務報告準則之改進，於二零零九年七月一日或以後開始之年度期間生效之香港財務報告準則第5號之修訂除外
香港財務報告準則 （修訂）	二零零九年頒佈有關香港會計準則第39號第80段之修訂之香港財務報告準則之改進

除下述者外，採納新訂及經修訂香港財務報告準則不會對本集團現時或過往會計期間之綜合財務報表造成重大影響。

#### 香港會計準則第1號（二零零七年經修訂）「財務報表之呈列」

香港會計準則第1號（二零零七年經修訂）引入多項專用名稱，包括修改綜合財務報表之標題，並導致綜合財務報表之格式及內容出現變動。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

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

#### HKFRS 8 Operating segments

HKFRS 8 is a disclosure standard that has resulted in a redesignation of the Group’s reportable segments (see note 7) and changes in the basis of measurement of segment profit or loss, segment assets and segment liabilities.

#### HKAS 23 (Revised 2007) Borrowing costs

In previous years, the Group expensed all borrowing costs that were directly attributable to the acquisition, construction or production of a qualifying asset when they were incurred. HKAS 23 (Revised 2007) removes the option previously available to expense all borrowing costs when incurred. The adoption of HKAS 23 (Revised 2007) has resulted in the Group changing its accounting policy to capitalise all such borrowing costs as part of the cost of the qualifying asset. The Group has applied the revised accounting policy to borrowing costs relating to qualifying assets for which the commencement date for capitalisation is on or after 1 April 2009 in accordance with the transitional provisions in HKAS 23 (Revised 2007). The revised accounting policy has been applied prospectively from 1 April 2009 and does not have a material effect on the reported results and financial position of the Group for the current or prior accounting periods.

### 3. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（續）

#### 香港財務報告準則第8號「經營分類」

香港財務報告準則第8號乃披露準則，導致須重新劃分本集團之呈報分類（見附註7），並更改分類溢利或虧損、分類資產及分類負債之計量基準。

#### 香港會計準則第23號（二零零七年經修訂）「借貸成本」

於過往年度，本集團於產生購買、建造或生產合資格資產之所有直接應佔借貸成本時將有關借貸成本支銷。香港會計準則第23號（二零零七年經修訂）剔除以往於產生可將所有借貸成本支銷之選擇。採納香港會計準則第23號（二零零七年經修訂）導致本集團須變更會計政策，將所有該等借貸成本撥作合資格資產成本之一部分。本集團已按照香港會計準則第23號（二零零七年經修訂）之過渡條文，就於二零零九年四月一日或之後開始撥充資本之合資格資產借貸成本應用經修訂之會計政策。經修訂會計政策已由二零零九年四月一日起前瞻應用，而應用有關政策變動不會對本集團現時或過往會計期間之報告業績及財務狀況造成重大影響。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

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

The Group has not early applied the following new and revised standards, amendments or interpretations that have been issued but are not yet effective.

HKFRSs (Amendments)	Amendment to HKFRS 5 as part of improvements to HKFRSs 2008 <sup>1</sup>
HKFRSs (Amendments)	Improvements to HKFRSs 2009 <sup>2</sup>
HKFRSs (Amendments)	Improvements to HKFRSs 2010 <sup>3</sup>
HKAS 24 (Revised)	Related party disclosures <sup>7</sup>
HKAS 27 (Revised)	Consolidated and separate financial statements <sup>1</sup>
HKAS 32 (Amendment)	Classification of rights issues <sup>5</sup>
HKAS 39 (Amendment)	Eligible hedged items <sup>1</sup>
HKFRS 1 (Amendment)	Additional exemptions for first-time adopters <sup>4</sup>
HKFRS 1 (Amendment)	Limited exemption from comparative HKFRS 7 disclosures for first-time adopters <sup>6</sup>
HKFRS 2 (Amendment)	Group cash-settled share-based payment transactions <sup>4</sup>
HKFRS 3 (Revised)	Business combinations <sup>1</sup>
HKFRS 9	Financial instruments <sup>8</sup>
HK(IFRIC) – INT 14 (Amendment)	Prepayments of a minimum funding requirement <sup>7</sup>
HK(IFRIC) – INT 17	Distributions of non-cash assets to owners <sup>1</sup>
HK(IFRIC) – INT 19	Extinguishing financial liabilities with equity instruments <sup>6</sup>

### 3. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（續）

本集團並無提早應用下列已頒佈但尚未生效之新訂及經修訂準則、修訂或詮釋。

香港財務報告準則（修訂）	香港財務報告準則第5號之修訂，作為二零零八年香港財務報告準則之改進之一部分 <sup>1</sup>
香港財務報告準則（修訂）	二零零九年香港財務報告準則之改進 <sup>2</sup>
香港財務報告準則（修訂）	二零一零年香港財務報告準則之改進 <sup>3</sup>
香港會計準則第24號（經修訂）	關連方披露 <sup>7</sup>
香港會計準則第27號（經修訂）	綜合及獨立財務報表 <sup>1</sup>
香港會計準則第32號（修訂）	供股之分類 <sup>5</sup>
香港會計準則第39號（修訂）	合資格對沖項目 <sup>1</sup>
香港財務報告準則第1號（修訂）	首次採納者之額外豁免 <sup>4</sup>
香港財務報告準則第1號（修訂）	對首次採納者就香港財務報告準則第7號披露比較資料之有限豁免 <sup>6</sup>
香港財務報告準則第2號（修訂）	集團按現金結算以股份為基礎之付款交易 <sup>4</sup>
香港財務報告準則第3號（經修訂）	業務合併 <sup>1</sup>
香港財務報告準則第9號	金融工具 <sup>8</sup>
香港（國際財務報告詮釋委員會）— 詮釋第14號（修訂）	最低資金規定之預付款項 <sup>7</sup>
香港（國際財務報告詮釋委員會）— 詮釋第17號	向擁有人分派非現金資產 <sup>1</sup>
香港（國際財務報告詮釋委員會）— 詮釋第19號	以股本工具抵銷金融負債 <sup>6</sup>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs") (Continued)

- 1 Effective for annual periods beginning on or after 1 July 2009.
- 2 Amendments that are effective for annual periods beginning on or after 1 July 2009 and 1 January 2010, as appropriate.
- 3 Effective for annual periods beginning on or after 1 July 2010 and 1 January 2011, as appropriate.
- 4 Effective for annual periods beginning on or after 1 January 2010.
- 5 Effective for annual periods beginning on or after 1 February 2010.
- 6 Effective for annual periods beginning on or after 1 July 2010.
- 7 Effective for annual periods beginning on or after 1 January 2011.
- 8 Effective for annual periods beginning on or after 1 January 2013.

The application of HKFRS 3 (Revised) may affect the Group's accounting for business combination for which the acquisition date is on or after 1 April 2010. HKAS 27 (Revised) will affect the accounting treatment for changes in the Group's ownership interest in a subsidiary.

The directors of the Company anticipate that the application of the other new and revised standards, amendments or interpretations will have no material impact on the consolidated financial statements.

### 3. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）（續）

- 1 於二零零九年七月一日或之後開始之年度期間生效。
- 2 於二零零九年七月一日及二零一零年一月一日（倘適用）或之後開始之年度期間生效之修訂。
- 3 於二零一零年七月一日及二零一一年一月一日（倘適用）或之後開始之年度期間生效。
- 4 於二零一零年一月一日或之後開始之年度期間生效。
- 5 於二零一零年二月一日或之後開始之年度期間生效。
- 6 於二零一零年七月一日或之後開始之年度期間生效。
- 7 於二零一一年一月一日或之後開始之年度期間生效。
- 8 於二零一三年一月一日或之後開始之年度期間生效。

應用香港財務報告準則第3號（經修訂）可能影響本集團收購日期為二零一零年四月一日或之後之業務合併之會計處理。香港會計準則第27號（經修訂）將會影響本集團於附屬公司之所有權權益變動之會計處理。

本公司董事預期應用其他新訂及經修訂準則、修訂或詮釋將不會對綜合財務報表造成重大影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared on the historical cost basis as explained in the accounting policies set out below.

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

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition or up to the effective date of disposal, as appropriate.

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

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

### 4. 主要會計政策

綜合財務報表乃按歷史成本基準編製，詳情見下文所載之會計政策。

綜合財務報表乃按照香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表載有香港聯合交易所有限公司證券上市規則及香港公司條例所規定之適用披露事項。

#### 綜合賬目基準

綜合財務報表包括本公司及其控制之實體（其附屬公司）之財務報表。當本公司有權支配一個實體之財務及經營決策，藉此從其業務中獲取利益時，即取得其控制權。

年內收購或出售之附屬公司之業績分別自收購有效日起或直至出售有效日止（倘適用）計入綜合全面收益表內。

附屬公司之財務報表視乎需要作出調整，以使其會計政策與本集團所採用之會計政策一致。

本集團內各公司間所有交易、結餘及收支均於綜合賬目時對銷。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Business combinations

The acquisition of businesses is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under HKFRS 3 "Business combinations" are recognised at their fair values at the acquisition date.

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

#### Goodwill

Goodwill arising on an acquisition of a business is carried at cost less any accumulated impairment losses and is presented separately in the consolidated statement of financial position.

For the purposes of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired. For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro rata on the basis of the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss. An impairment loss for goodwill is not reversed in subsequent periods.

### 4. 主要會計政策 (續)

#### 業務合併

收購業務乃採用購買法入賬。收購成本按本集團為換取被收購方之控制權而於交換日期給予之資產、產生或承擔之負債及發行之股本工具之公平值，加業務合併應佔之任何直接成本之總和計量。被收購方符合香港財務報告準則第3號「業務合併」之確認條件之可識別資產、負債及或有負債按收購日期之公平值確認。

收購所產生之商譽確認為資產並於初始按成本計量。商譽為業務合併成本超出本集團於已確認可識別資產、負債及或有負債公平值淨額之權益之部分。倘於重新評估後，本集團於被收購方之可識別資產、負債及或有負債之公平值淨額中之權益高於業務合併成本，則超出之數額隨即在損益中確認。

#### 商譽

收購業務所產生之商譽按成本減任何累計減值虧損列賬，並於綜合財務狀況報表內分開呈列。

就減值測試而言，收購所產生之商譽會分配至各預期將從收購之協同效應中受益之有關現金產生單位，或現金產生單位之組別。已獲分配商譽之現金產生單位於每年及凡單位出現可能減值之跡象時進行減值測試。就於某個財政年度之收購所產生之商譽而言，已獲分配商譽之現金產生單位會於該財政年度完結前進行減值測試。當現金產生單位之可收回金額少於該單位之賬面值，則將分配減值虧損，首先削減分配至該單位之任何商譽之賬面值，其後則以該單位各資產之賬面值為基準按比例分配到該單位之其他資產。商譽之任何減值虧損直接於損益內確認。商譽之減值虧損不會於往後期間撥回。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Goodwill (Continued)

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

#### Revenue recognition

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

Sales of albums are recognised when the albums are delivered and the title has passed.

Artistes management fee income is recognised when the services are provided.

Promotion income is recognised when the services are provided.

Income from the licensing of the musical works is recognised when the Group's entitlement to such payments has been established.

Income from the licensing of distribution rights over films is recognised when the Group's entitlement to such payments has been established when the notice of delivery is served to the customers.

Deposits received from purchases prior to meeting the above criteria for revenue recognition are included in consolidated statement of financial position under current liabilities.

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

### 4. 主要會計政策 (續)

#### 商譽 (續)

於出售相關現金產生單位時，已撥充資本之商譽之應佔金額計入釐定出售損益之金額。

#### 收益確認

收益按已收或應收代價之公平值計量，乃於正常業務過程中就已售貨品所應收取之款項（扣除折扣及銷售相關稅項）。

唱片之銷售於交付唱片及轉移擁有權時確認。

管理藝人費收入於提供服務時確認。

宣傳收入於提供服務時確認。

音樂作品特許收入於本集團收取款項之權利確立時確認。

影片發行權特許收入於向客戶提供交付通知時使本集團收取款項之權利確立時確認。

於符合上述收益確認條件前已收取之購貨訂金會計入綜合財務狀況報表內流動負債項下。

金融資產之利息收入就未償還本金額及適用實際利率按時間基準累計，有關利率為於金融資產之預計年期將估計日後所收現金準確折算至該資產於初始確認時之賬面淨值之利率。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Property, plant and equipment

Property, plant and equipment, other than construction in progress, are stated at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Construction in progress represents property, plant and equipment in the course of construction for production or for its own use purposes. Construction in progress is carried at cost less any recognised impairment loss. Construction in progress is classified to the appropriate category of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

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

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in the consolidated statement of comprehensive income in the period in which the item is derecognised.

### 4. 主要會計政策 (續)

#### 物業、廠房及設備

物業、廠房及設備 (在建工程除外) 按成本減其後累計折舊及累計減值虧損 (如有) 後列賬。

在建工程指為生產或自用而尚在建設中之物業、廠房及設備。在建工程按成本減去任何已確認減值虧損入賬。在建工程於落成及準備作擬定用途時歸類為物業、廠房及設備之適當類別。該等資產在準備作擬定用途時按與其他物業資產相同之基準開始計算折舊。

折舊乃根據物業、廠房及設備項目 (在建工程除外) 之估計可使用年期, 在計及其估計剩餘價值後採用直線法撇銷其成本。

物業、廠房及設備項目於出售或當預期持續使用該資產將不會產生未來經濟利益時終止確認。終止確認該資產所產生之任何收益或虧損 (以出售所得款項淨額與該項目之賬面值之差額計算) 乃計入於該項目終止確認年度之綜合全面收益表內。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Prepaid lease payments

Prepaid lease payments of land under operating lease are charged to the consolidated statement of comprehensive income on a straight line basis over the lease terms.

#### Investment in an associate

An associate is an entity over which the investor has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decision of the investee but is not control or joint control over those policies.

The results and assets and liabilities of associate are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, an investment in an associate is carried in the consolidated statement of financial position at cost as adjusted for post-acquisition changes in the Group's share of the net assets of the associate, less any identified impairment loss. When the Group's share of losses of an associate equals or exceeds its interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. An additional share of losses is provided for and a liability is recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of that associate.

Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in profit or loss.

Where a group entity transacts with an associate of the Group, profits and losses are eliminated to the extent of the Group's interest in the relevant associate.

### 4. 主要會計政策 (續)

#### 預付租賃款項

經營租賃項下之預付租賃款項於租期內以直線法在綜合全面收益表內扣除。

#### 於聯營公司之投資

聯營公司為投資者對其有重大影響力而並非附屬公司或合營公司權益之實體。重大影響力指參與被投資方之財務及經營決策但並非控制或共同控制該等政策之權力。

聯營公司之業績及資產與負債以會計權益法納入綜合財務報表。根據權益法，於聯營公司之投資按成本於綜合財務狀況報表中列賬，並就本集團應佔該聯營公司淨資產之收購後變動作出調整，以及減去任何已識別之減值虧損。當本集團應佔某聯營公司之虧損相等於或超出其於該聯營公司之權益（其包括任何長期權益，而該長期權益實質上構成本集團於該聯營公司投資淨額之一部分），則本集團不再繼續確認其應佔之進一步虧損。本集團僅會在其須於代表該聯營公司承擔法律或推定責任，或代其支付款項之情況下，方會就應佔之額外虧損作出撥備及確認負債。

本集團應佔可識別資產、負債及或有負債之公平淨值超出收購成本之差額於重新評估後即時在損益中確認。

倘某集團實體與本集團之聯營公司進行交易，則損益會按本集團於有關聯營公司之權益撇銷。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the first-in, first-out method.

#### Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are identified and recognised separately from goodwill where they satisfy the definition of an intangible asset and their fair values can be measured reliably. The cost of such intangible assets is their fair value at the acquisition date.

Subsequent to initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. Alternatively, intangible assets with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses (see the accounting policy in respect of impairment losses on tangible and intangible assets below).

Gains or losses arising from derecognition of an intangible asset are measured at the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss in the period when the asset is derecognised.

#### Film rights

Film rights include the unamortised cost of completed theatrical films and rights of the films acquired or licensed from outsiders for exhibition and other exploitation.

Film rights are stated at cost less accumulated amortisation and any accumulated impairment losses.

### 4. 主要會計政策 (續)

#### 存貨

存貨以成本值與可變現淨值兩者中之較低值入賬。成本按先進先出方法計算。

#### 於業務合併中收購之無形資產

倘於業務合併時收購之無形資產符合無形資產之定義，且公平值能可靠地計量，則會識別及與商譽分開確認。該等無形資產之成本為於收購日期之公平值。

於初始確認後，有限可使用年期之無形資產按成本減累計攤銷及任何累計減值虧損列賬。有限可使用年期之無形資產於估計可使用年期內以直線法作攤銷撥備。然而，無限可使用年期之無形資產按成本減任何其後累計減值虧損列賬（見下文有關有形及無形資產之減值虧損之會計政策）。

終止確認無形資產所產生之收益或虧損按出售所得款項淨額與該資產之賬面值之差額計量，並於終止確認該項資產之期間在損益中確認。

#### 影片版權

影片版權包括已完成影片及自外界收購或授權以供放映及供其他用途之影片權利未經攤銷成本。

影片版權按成本減累計攤銷及任何累計減值虧損後列賬。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Film rights (Continued)

Amortisation is charged to the consolidated statement of comprehensive income based on the proportion of actual income earned during the year to the total estimated income from the sale of film rights. The total estimated income is reviewed on a regular basis.

#### Impairment losses on tangible and intangible assets other than goodwill (see the accounting policy in respect of goodwill above)

At the end of the reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. In addition, intangible assets with indefinite useful lives are tested for impairment annually, and whenever there is an indication that they may be impaired. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, such that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

### 4. 主要會計政策 (續)

#### 影片版權 (續)

攤銷按年內所賺取之實際收入與銷售影片版權之估計總收入之比例計量，並於綜合全面收益表內扣除。估計總收入定期作檢討。

#### 有形及無形資產 (商譽除外) 之減值虧損 (見上文有關商譽之會計政策)

於報告期末，本集團檢討其有形及無形資產之賬面值，以釐定有否跡象顯示該等資產出現減值虧損。倘出現任何有關跡象，則須估計資產之可收回金額，以釐定減值虧損 (如有) 之程度。此外，無限可使用年期之無形資產每年及於出現可能減值之跡象時進行減值測試。倘估計資產之可收回金額少於其賬面值，資產之賬面值被削減至其可收回金額。減值虧損即時確認為開支。

倘減值虧損於其後撥回，則該項資產之賬面值會增加至其經修訂之估計可收回金額，惟增加後之賬面值不得超出假設過往年度並無就該項資產確認減值虧損原應釐定之賬面值。減值虧損撥回即時確認為收入。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale for which the commencement date for capitalisation is on or after 1 April 2009, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss under the finance costs in the consolidated statement of comprehensive income in the period in which they are incurred.

#### Taxation

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

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

### 4. 主要會計政策 (續)

#### 借貸成本

收購、建造或生產合資格資產(即需要長時間準備方可作擬定用途或銷售之資產)直接應佔而於二零零九年四月一日或之後開始撥充資本之借貸成本,會加入該等資產之成本,直至該等資產已大致完成可作擬定用途或銷售。特定借貸有待用作合資格資產開支前暫時投資所賺取之投資收入會自可撥充成本之合資格借貸成本中扣除。

所有其他借貸成本均於產生之期間之綜合全面收益表內作為融資成本損益確認。

#### 稅項

所得稅開支指現時應付稅項及遞延稅項之總和。

現時應付稅項乃按本年應課稅溢利計算。應課稅溢利與綜合全面收益表中所報溢利不同,乃由於前者不包括在其他年度應課稅或可扣稅之收入或開支項目,且不包括從不課稅或扣稅之項目。本集團之即期稅項負債乃採用於報告期末經已生效或實際上已生效之稅率計算。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Taxation (Continued)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax base used in the computation of taxable profit. 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 from investments in subsidiaries and associate, except where the Group 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. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of a deferred tax asset is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is recognised in profit or loss, except when it relates to items that are recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity respectively.

### 4. 主要會計政策 (續)

#### 稅項 (續)

遞延稅項乃就綜合財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基兩者間之臨時差額確認。遞延稅項負債通常會就所有應課稅臨時差額確認，而遞延稅項資產則在有可能利用該等可扣稅臨時差額抵銷應課稅溢利時方會確認。若於一項交易中，因業務合併以外原因開始確認其他資產及負債而引致之臨時差額既不影響應課稅溢利亦不影響會計溢利，則不會確認該等資產及負債。

遞延稅項負債會就於附屬公司及聯營公司之投資所產生之應課稅臨時差額確認，惟本集團能夠控制臨時差額之撥回，且臨時差額在可見將來可能不會撥回則作別論。與該等投資相關之可扣稅臨時差額所產生之遞延稅項資產於可能有足夠應課稅溢利可以使用臨時差額之益處，且預計於可見將來可以撥回時方會確認。

遞延稅項資產之賬面值於各報告期末檢討，並在不大有足夠應課稅溢利抵銷將予收回之全部或部分資產時調減。

遞延稅項資產及負債基於報告期末經已生效或實際上已生效之稅率（及稅法）按預期於清償負債或變現資產之期間適用之稅率計量。遞延稅項負債及資產之計量方式反映本集團預期於報告期末收回資產或清償負債賬面值之方式所產生之稅務影響。遞延稅項於損益中確認，惟倘遞延稅項與於其他全面收入中確認或直接於權益確認之項目有關，則遞延稅項亦會於其他全面收入中確認或直接於權益中確認。

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## 綜合財務報表附註

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leasing

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

Operating lease payments are recognised as an expense on a straight-line basis over the term of the relevant lease. Benefits received and receivable as an incentive to enter into an operating lease are recognised as a reduction of rental expense over the lease term on a straight-line basis.

#### *Leasehold land and building*

The land and building elements of a lease of land and building are considered separately for the purpose of lease classification, unless the lease payments cannot be allocated reliably between the land and building elements, in which case, the entire lease is classified as a finance lease and accounted for as property, plant and equipment. To the extent the allocation of the lease payments can be made reliably, leasehold interests in land are accounted for as operating leases and amortised over the lease term on a straight-line basis.

#### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recorded in the respective functional currency (i.e. the currency of the primary economic environment in which the entity operates) at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

### 4. 主要會計政策 (續)

#### 租賃

當租賃之條款實質上將擁有權所產生之絕大部分風險及回報轉移至承租人，該等租賃被分類為融資租賃。所有其他租賃則分類為經營租賃。

經營租賃款項於有關租期內按直線法確認為開支。作為促使訂立經營租賃獎勵之已收及應收利益於租期內以直線法確認為租金支出扣減。

#### *租賃土地及樓宇*

在進行租賃分類時，土地及樓宇所屬租賃之土地及樓宇部分會分開考慮，惟倘租賃款項無法可靠地分配至土地及樓宇部分，則整項租賃歸類為融資租賃，並以物業、廠房及設備列賬。倘租賃款項能可靠分配，土地之租賃權益則以經營租賃列賬，並於租期內以直線法攤銷。

#### 外幣

於編製各集團實體之財務報表時，以該實體之應用貨幣以外貨幣（外幣）進行之交易按交易日期之通用匯率折算為其應用貨幣（即該實體經營之主要經濟環境之貨幣）記錄。於報告期末，以外幣列值之貨幣項目按該日之通用匯率重新換算。以外幣及按歷史成本計量之非貨幣項目不會重新換算。



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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Foreign currencies (Continued)

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) at the rate of exchange prevailing at the end of the reporting period, and their income and expenses are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (the translation reserve).

#### Retirement benefit costs

Payments to defined contribution retirement benefits schemes, state-managed retirement benefit schemes and Mandatory Provident Fund Scheme are charged as an expense when employees have rendered service entitling them to the contributions.

#### Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

### 4. 主要會計政策 (續)

#### 外幣 (續)

結算貨幣項目及換算貨幣項目所產生之匯兌差額於產生期間之損益內確認。

就呈列綜合財務報表而言，本集團之海外業務資產及負債按於報告期末之通用匯率換算為本集團之呈列貨幣（即港元），而其收入及開支則按該年度之平均匯率換算，惟倘期內之匯率大幅波動，則使用交易當日之通用匯率換算。所產生之匯兌差額（如有）於其他全面收入中確認及於權益中（匯兌儲備）累計。

#### 退休福利成本

定額供款退休福利計劃、國家管理退休福利計劃及強制性公積金計劃之供款均於僱員提供服務而使其有權享有供款時以開支列賬。

#### 金融工具

當某集團實體成為工具合約條文之一方時，會在綜合財務狀況報表內確認金融資產及金融負債。金融資產及金融負債在初始確認時以公平值計量。購置或發行金融資產及金融負債（按公平值計入損益之金融資產及金融負債除外）直接應佔之交易成本在初始確認時計入或扣自各金融資產或金融負債（倘適用）之公平值。購置按公平值計入損益之金融資產或金融負債直接應佔之交易成本即時在損益中確認。

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## 綜合財務報表附註

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### *Financial assets*

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

##### *Effective interest method*

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

##### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including trade and other receivables, amount due from a related company, short-term bank deposits and bank balances) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment of financial assets below).

### 4. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產

本集團之金融資產分類為貸款及應收款項。以常規方式買賣之所有金融資產均按交易日基準確認或終止確認。以常規方式買賣指要求在相關市場中之規例或慣例通常約定之時間內交付資產之金融資產買賣。

##### 實際利率法

實際利率法為於有關期間用作計算金融資產攤銷成本及分配利息收入之方法。實際利率法為於金融資產之預計年期或(倘適用)較短期間將估計日後所收現金(包括構成實際利率一部分之所有已付或已收費用、交易成本及其他溢價或折讓)準確折算至該資產於初始確認時之賬面淨值之利率。債務工具之收入按實際利率法確認。

##### 貸款及應收款項

貸款及應收款項為有固定或可釐定款項、且並無在活躍市場上報價之非衍生金融資產。於初始確認後，貸款及應收款項(包括貿易及其他應收款項、應收一家關連公司款項、短期銀行存款及銀行結存)採用實際利率法按攤銷成本減任何已識別減值虧損(詳見下文有關金融資產減值之會計政策)列賬。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### *Impairment of financial assets*

Financial assets are assessed for indicators of impairment at the end of the reporting period. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been impacted.

For loans and receivables, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments and observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

### 4. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產減值

本集團會於各報告期末評估金融資產有否跡象顯示出現減值。倘有客觀證據顯示金融資產因初始確認後發生之一宗或多宗事件而令有關金融資產之估計未來現金流量受影響，則該金融資產為已減值。

就貸款及應收款項而言，減值之客觀證據包括：

- 發行人或對手方出現重大財政困難；或
- 逾期或拖欠利息或本金還款；或
- 借款人有可能破產或進行財務重組。

就貿易應收款項等若干金融資產類別而言，被評估為非個別減值之資產其後會以整體基準評估減值。應收款項組合之客觀減值證據可包括本集團之過往收款經驗，以及與應收款項逾期有關之全國或地方經濟狀況之明顯改變。

就按攤銷成本列賬之金融資產而言，減值虧損於有客觀證據顯示有關資產已減值時在損益內確認，並按該資產之賬面值及以原實際利率折算之估計未來現金流量現值兩者之間之差額計算。

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## 綜合財務報表附註

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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### *Impairment of financial assets (Continued)*

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When the trade receivables are considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

##### *Financial liabilities and equity*

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

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted in respect of financial liabilities and equity instruments are set out below.

##### *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. Interest expense is recognised on an effective interest basis.

### 4. 主要會計政策 (續)

#### 金融工具 (續)

##### *金融資產減值 (續)*

所有金融資產之賬面值均直接按減值虧損減少，惟貿易應收款項則透過使用撥備賬目扣減賬面值。撥備賬目之賬面值變動於損益內確認。當貿易應收款項被視為無法收回，則與撥備賬目撇銷。其後收回過往已撇銷之款項乃計入損益內。

就按攤銷成本計量之金融資產而言，倘減值虧損金額於往後期間減少，且減少可客觀地與確認減值虧損後發生之事件有關，則先前確認之減值虧損乃透過損益撥回，惟該資產於撥回減值當日之賬面值不得超過在並無確認減值之情況下應有之攤銷成本。

##### *金融負債及權益*

由集團實體發行之金融負債及股本工具按照所訂立之合約安排之實質內容以及金融負債及股本工具之定義歸類。

股本工具指能證明擁有本集團在減除其所有負債後之資產中之剩餘權益之任何合約。就金融負債及股本工具採納之會計政策載於下文。

##### *實際利率法*

實際利率法為於有關期間用作計算金融負債攤銷成本及分配利息開支之方法。實際利率法為於金融負債之預計年期或（倘適用）較短期間將估計日後所付現金準確折算之利率。利息開支按實際利率法確認。



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### 4. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### *Financial liabilities and equity (Continued)*

##### *Financial liabilities*

Financial liabilities including trade and other payables and accruals and bank borrowings are subsequently measured at amortised cost, using the effective interest method.

##### *Equity instruments*

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

##### *Put Option in relation to Neway Entertainment Limited*

The settlement of put option which is made by receiving a fixed amount of cash and delivering a fixed number of the shares of Neway Entertainment Limited, a subsidiary of the Company, is accounted for as an equity instrument. The option is measured at fair value on initial recognition and debited to put option reserve.

##### *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 receivable and the cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

Financial liabilities are derecognised 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 and payable is recognised in profit or loss.

### 4. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融負債及權益 (續)

##### 金融負債

金融負債(包括貿易及其他應付款項及應計款項及銀行借貸)於其後採用實際利率法按攤銷成本計量。

##### 股本工具

本公司發行之股本工具按已收所得款項減直接發行成本記錄。

##### 與Neway Entertainment Limited有關之認沽期權

認沽期權乃通過收取定額現金及交付本公司附屬公司Neway Entertainment Limited之固定數目股份結算,將計入為股本工具。該期權按公平值初始步確認及於認沽期權儲備中扣除。

##### 終止確認

當從資產收取現金流之權利屆滿時,或金融資產已轉讓而本集團已實質上轉移與金融資產所有權有關之絕大部分風險及回報,該等金融資產將會終止確認。一旦終止確認金融資產,該資產之賬面值與已收及應收代價加已於其他全面收入中確認之累計損益兩者總和之間之差額會於損益中確認。

當有關合約中規定之義務解除、取消或到期時,該等金融負債將會終止確認。已終止確認之金融負債賬面值與已付及應付代價兩者間之差額會於損益中確認。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 5. KEY SOURCES OF ESTIMATION UNCERTAINTY

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

#### Estimated impairment of trade receivables

In determining whether there is objective evidence of impairment loss, the Group takes into consideration the estimation of future cash flows. The amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). Where the actual future cash flows are less than expected, a material impairment loss may arise. As at 31 March 2010, the carrying amount of trade receivables is approximately HK\$95,620,000 (net of allowance for doubtful debts of approximately HK\$7,644,000) (2009: carrying amount of approximately HK\$92,162,000, net of allowance for doubtful debts of approximately HK\$11,966,000). Included in the Group's trade receivables are debtors with aggregate carrying amount of approximately HK\$3,217,000 (2009: HK\$3,197,000) which are past due but not provided for impairment loss as there has not been a significant change in credit quality of trade receivable and the amounts are still considered recoverable.

### 5. 估計不確定因素之主要來源

下文載述存在重大風險之未來主要假設及於財務狀況報表日期存在之其他主要估計不確定因素來源，可能導致須於下一財政年度對資產及負債賬面值作出重大調整。

#### 貿易應收款項之估計減值

在釐定減值虧損是否存在客觀證據時，本集團會考慮未來現金流量之估計。減值虧損金額以有關資產賬面值與按該項金融資產最初實際利率（即於初始確認時計算之實際利率）折算之估計未來現金流量（不包括並未引致之未來信貸虧損）現值兩者間之差額計量。倘實際未來現金流量較預期為少，則可能出現重大減值虧損。於二零一零年三月三十一日，貿易應收款項之賬面值約為95,620,000港元（已扣除呆賬撥備約7,644,000港元）（二零零九年：賬面值約92,162,000港元，已扣除呆賬撥備約11,966,000港元）。本集團之貿易應收款項中，包括賬面值總額約3,217,000港元（二零零九年：3,197,000港元）之應收款項。該等應收款項已逾期，惟本集團並無提撥減值虧損，原因是有關貿易應收款項之信貸質素並無重大變動，且有關款項仍被視為可收回。

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### 5. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

#### Estimated impairment of goodwill and intangible assets

Determining whether goodwill and intangible assets allocating to cash generating units (“CGUs”) of the music and entertainment business are impaired requires an estimation of the value in use of the music and entertainment business CGUs. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the CGUs and intangible assets and a suitable discount rate in order to calculate the present value. The discount rate represents a rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the future cash flow estimates have not been adjusted. Where the actual future cash flows are less than expected, a material impairment loss may arise. The carrying amounts of goodwill and intangible assets are approximately HK\$36,025,000 (2009: nil) and HK\$12,786,000 (2009: nil) respectively. Details of the recoverable amount calculation are disclosed in note 20.

#### Depreciation

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives of the relevant assets, after taking into account their estimated residual values, if any. The Group reviews the estimated useful lives of the assets annually in order to determine the amount of depreciation expenses to be recorded during the year. The useful lives are based on the Group’s historical experience with similar assets taking into account anticipated technological changes. The depreciation expenses for future periods are adjusted if there are significant changes from previous estimates. During the year, the Group determined that the useful lives of the property, plant and equipment should be remained constant to that of prior years. Depreciation expense is approximately HK\$32,272,000 (2009: HK\$33,464,000) for the year ended 31 March 2010.

### 5. 估計不確定因素之主要來源 (續)

#### 商譽及無形資產之估計減值

釐定分配至音樂及娛樂業務之現金產生單位之商譽及無形資產有否減值時，須估計音樂及娛樂業務現金產生單位之使用價值。使用價值計算要求本集團估計預期有關現金產生單位及無形資產將產生之未來現金流量及合適之折算率，以計算現值。折算率乃反映當前市場對貨幣時間值及資產所面對特定風險之評估之比率，而未來現金流量估計並未就此作出調整。倘實際未來現金流量少於預期，可能會出現重大減值虧損。商譽及無形資產之賬面值分別約為36,025,000港元（二零零九年：無）及12,786,000港元（二零零九年：無）。可收回金額計算詳情於附註20披露。

#### 折舊

物業、廠房及設備於計及其估計剩餘價值（如有）後，以直線法於有關資產之估計可使用年期計算折舊。本集團每年檢討資產之估計可使用年期，以釐定該年度應記錄之折舊開支金額。可使用年期在計入預計技術變化後，根據本集團過往就類似資產之經驗計算得出。倘之前估計出現重大變動，往後期間之折舊開支會作出調整。年內，本集團釐定物業、廠房及設備之可使用年期應與過去年度相同。於截至二零一零年三月三十一日止年度，折舊開支約為32,272,000港元（二零零九年：33,464,000港元）。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 6. FINANCIAL INSTRUMENTS

#### Categories of financial instruments

### 6. 金融工具

#### 金融工具之類別

		2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
Financial assets	金融資產		
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及現金等值)	488,830,791	477,416,921
Financial liabilities	金融負債		
Amortised cost	攤銷成本	68,940,610	48,435,646

#### Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, amount due from a related company, short-term bank deposits, bank balances, trade and other payables and accruals and bank borrowings. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (interest rate risk and currency risk), credit risk and liquidity risk and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### 財務風險管理目標及政策

本集團之主要金融工具包括貿易及其他應收款項、應收一家關連公司款項、短期銀行存款、銀行結餘、貿易及其他應付款項及應計款項及銀行借貸。此等金融工具之詳情於有關附註披露。與此等金融工具有關之風險包括市場風險(利率風險及外匯風險)、信貸風險及流動資金風險，減低有關風險之政策載於下文。管理層管理及監察該等風險，確保及時採取適當有效措施。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 6. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Market risk

##### (i) Currency risk

Several subsidiaries of the Group have foreign currency sales and purchases, which expose the Group to foreign currency risk. In addition, certain trade receivables, bank balances, trade payables and bank borrowings of the Group are denominated in Renminbi ("RMB"), United States dollars ("USD"), Australian dollars ("AUD") and Japanese Yen ("JPY"), the currencies other than the functional currency of the respective group entities as disclosed in notes 23, 25, 26 and 27 respectively. Approximately 30% (2009: 30%) of the Group's sales are denominated in currencies other than the functional currency of the group entity making the sale, whilst almost 18% (2009: 20%) of costs are denominated in currencies other than the functional currency of the group entity's functional currency. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the reporting date are approximately as follows:

		Assets 資產		Liabilities 負債	
		2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
USD	美元	210,191,000	199,815,000	7,093,000	1,093,000
RMB	人民幣	5,505,000	-	12,294,000	19,621,000
AUD	澳元	103,954,000	75,094,000	-	-
JPY	日圓	-	-	964,000	403,000

### 6. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### 市場風險

##### (i) 外匯風險

本集團旗下多家附屬公司均有以外幣進行買賣交易，因而令本集團須承受外匯風險。此外，本集團若干以人民幣、美元、澳元及日圓（均非有關集團實體之應用貨幣）為單位之貿易應收款項、銀行結餘、貿易應付款項及銀行借貸，分別於附註23、25、26及27披露。本集團約30%（二零零九年：30%）之銷售以進行銷售之集團實體之應用貨幣以外之貨幣為單位，約18%（二零零九年：20%）之成本以集團實體應用貨幣以外之貨幣為單位。本集團目前並無實施外幣對沖政策。然而，管理層監察外匯風險，在有需要時將會考慮對沖重大外匯風險。

本集團以外幣計值之貨幣資產及貨幣負債於報告日期之賬面值概列如下：

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## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 6. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (i) Currency risk (Continued)

##### Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to currency risks at the reporting date. For sensitivity analysis purpose, the sensitivity rate is increased to 15% in the current year as the exchange rates between the Group's foreign currency monetary assets and liabilities and the functional currencies of the Group's entities are expected to be more volatile.

Since the exchange rate of HK\$ is pegged with USD, the Group does not expect any significant movements in the USD/HK\$ exchange rates.

The following table details the Group's sensitivity to a 15% (2009: 10%) increase and decrease in HK\$ against relevant foreign currencies (other than USD) and all other variables were held constant. 15% (2009: 10%) is the sensitivity rate used and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items, and adjusts their translation at the year end for a 15% (2009: 10%) change in foreign currency rates. A positive number below indicates an increase in profit (2009: a decrease in loss) for the year where HK\$ strengthen 15% (2009: 10%) against foreign currencies. For a 15% (2009: 10%) weakening of HK\$ against foreign currencies, there would be an equal and opposite impact on the result for the year.

### 6. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### 市場風險 (續)

##### (i) 外匯風險 (續)

##### 敏感度分析

以下敏感度分析乃根據於報告日期之外匯風險釐定。就敏感度分析而言，由於本集團以外幣計值之貨幣資產及負債與本集團各實體之應用貨幣間之匯率預期出現較大波動，故敏感度比率於本年度增至15%。

由於港元匯率與美元掛鈎，本集團預期美元／港元之匯率不會出現任何重大變動。

下表詳列本集團因港元兌有關外幣（不包括美元）升值及貶值15%（二零零九年：10%）之敏感度變化，假設一切其他可變因素不變。管理層評估匯率之合理潛在變動時所用之敏感度比率為15%（二零零九年：10%）。敏感度分析只包括未折算外幣計值貨幣項目，並於年末按匯率出現15%（二零零九年：10%）變動對換算予以調整。下文正數反映在港元兌外幣升值15%（二零零九年：10%）之情況下本年度溢利有所增加（二零零九年：虧損有所減少）。倘港元兌外幣貶值15%（二零零九年：10%），對本年度之業績則具有相同數額但相反之影響。

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## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 6. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (i) Currency risk (Continued)

Sensitivity analysis (Continued)

### 6. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### 市場風險 (續)

##### (i) 外匯風險 (續)

敏感度分析 (續)

		Impact of JPY 日圓之影響 HK\$ 港元	Impact of AUD 澳元之影響 HK\$ 港元	Impact of RMB 人民幣之影響 HK\$ 港元
<b>2010</b>	<b>二零一零年</b>			
<b>Increase (decrease) in profit for the year</b>	<b>本年度溢利增加 (減少)</b>	<b>144,600</b>	<b>(15,593,100)</b>	<b>1,018,350</b>
2009	二零零九年			
Decrease (increase) in loss for the year	本年度虧損減少 (增加)	40,300	(7,509,400)	1,962,100

##### (ii) Interest rate risk

Cash flow interest rate risk

The Group's cash flow interest rate risk primarily relates to variable-rate bank deposits, bank balances and bank borrowings. The Group has not used any derivative instruments in order to mitigate its exposure associated with fluctuations relating to interest cash flows. However, the management monitors interest rate exposure and will consider other necessary actions when significant interest rate exposure is anticipated.

##### (ii) 利率風險

現金流量利率風險

本集團之現金流量利率風險主要涉及浮動息率之銀行存款、銀行結餘及銀行借貸。本集團並無採用任何衍生工具減低所承受與利率現金流量波動有關之風險。然而，管理層密切注視利率風險，並將考慮於預期須承受重大利率風險時採取其他所需行動。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 6. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Market risk (Continued)

##### (ii) Interest rate risk (Continued)

###### Sensitivity analysis

The management consider that the Group's exposure to future cash flow risk on variable-rate bank balances as a result of the change of market interest rate is insignificant and thus variable-rate bank balances are not included in the sensitivity analysis.

The impact on the Group's cash flow is due in part to its sensitivity to interest rate which has been determined based on the exposure to the variable-rate bank deposits and bank borrowings. The analysis is prepared assuming the amount of asset outstanding at the end of the reporting period was outstanding for the whole year. A 100 basis point increase or decrease is used which represents management's assessment of the reasonable possible change in interest rates.

If interest rates had been 100 basis points higher/lower and all other variables were held constant, the Group's profit for the year would increase/decrease by approximately HK\$2,867,000 (2009: loss for the year would decrease/increase by approximately HK\$3,795,000). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank deposits and bank borrowings.

### 6. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### 市場風險 (續)

##### (ii) 利率風險 (續)

###### 敏感度分析

管理層認為，本集團因市場利率變動而承受之浮息銀行結餘未來現金流量風險輕微，因此，浮息銀行結餘並未包括在敏感度分析內。

對本集團現金流量造成影響之部份原因是由於其對利率之敏感度所致，該敏感度乃根據所承受之浮息銀行存款及銀行借貸風險而釐定。該分析乃假設於報告期末未行使之資產金額於整個年度亦未予以行使而得出。所採用之100個基點上落幅度乃管理層就利率合理潛在變動之評估。

倘利率上升／下降100個基點，假設一切其他可變因素不變，本集團於年內之溢利將增加／減少約2,867,000港元（二零零九年：年內虧損減少／增加約3,795,000港元）。有關變化主要來自本集團之浮息銀行存款及銀行借貸之利率風險。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

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### 6. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### *Credit risk*

The Group's credit risk is primarily attributable to trade and other receivables, short-term bank deposits and bank balances.

As at 31 March 2010, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is the carrying amounts of the respective recognised financial assets as stated in the consolidated statement of financial position.

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

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

There is no significant concentration of credit risk in receivables as the exposure spread over a number of counterparties and customers.

### 6. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### *信貸風險*

本集團之信貸風險主要涉及貿易及其他應收款項、短期銀行存款及銀行結餘。

於二零一零年三月三十一日，本集團就訂約方未能履行責任以致本集團將蒙受財務損失而面對之最高信貸風險，為綜合財務狀況報表所載個別已確認金融資產之賬面值。

為減低信貸風險，本集團之管理層已委派專責小組負責釐定信貸限額、審批信貸及其他監管程序，以確保採取跟進行動收回逾期債項。此外，管理層於報告期末檢討個別應收賬項之可收回金額，確保就不可收回款項確認足夠減值虧損。

由於訂約方均為獲國際信貸評級機構給予高信貸評級之銀行，故就流動資金所承受之信貸風險有限。

本集團之信貸風險分散至多名訂約方及客戶，故應收款項並無信貸風險過度集中之情況。

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## 綜合財務報表附註

For the year ended 31 March 2010

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### 6. FINANCIAL INSTRUMENTS (Continued)

#### Financial risk management objectives and policies (Continued)

##### Liquidity risk

As at 31 March 2010, the Group has undiscounted cash flows of approximately HK\$7,247,000 (2009: HK\$1,102,000) on bank borrowings payable within one year. The carrying amount of such bank borrowings is approximately HK\$7,093,000 (2009: HK\$1,093,000).

Except for bank borrowings as stated above, the directors consider that liquidity risk is limited after considering the future cash flows of the Group in the foreseeable future as the Group has mainly non-interest bearing short-term liabilities which are to be repaid within three months from the end of the reporting period.

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of borrowings and ensures compliance with loan covenants.

##### Fair values

The fair values of other financial assets and financial liabilities carried at amortised cost are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

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

### 6. 金融工具 (續)

#### 財務風險管理目標及政策 (續)

##### 流動資金風險

於二零一零年三月三十一日，本集團須於一年內償還之銀行借貸之未折讓現金流量約為7,247,000港元（二零零九年：1,102,000港元）。該等銀行借貸之賬面值約為7,093,000港元（二零零九年：1,093,000港元）。

除上述銀行借貸外，由於本集團之負債主要為不計息短期性質，須於報告期末起計三個月內償還，故此經考慮本集團於可見將來之未來現金流量後，董事認為流動資金風險有限。

於管理流動資金風險方面，本集團監控及維持管理層認為充裕之現金及現金等值水平，以撥付本集團業務經運所需資金及減低現金流量波動之影響。管理層監控借貸之使用情況，務求確保遵循貸款契據。

##### 公平值

按攤銷成本列賬之其他金融資產及金融負債之公平值，乃根據公認定價模式釐定；此定價模式以折讓現金流量分析為基礎。

本公司之董事認為，按攤銷成本列入綜合財務報表之金融資產及金融負債之賬面值與其公平值相若。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

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### 7. REVENUE AND SEGMENT INFORMATION

Revenue, which is also turnover of the Group, represents the amounts received and receivable for goods sold by the Group, less returns and allowances during the year.

#### Segment revenues and results

The Group has adopted HKFRS 8 “Operating segments” with effect from 1 April 2009. HKFRS 8 is a disclosure standard that requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker, represented by the board of directors of the Company, for the purpose of allocating resources to segments and assessing their performance. In contrast, the predecessor standard (HKAS 14 “Segment reporting”) required an entity to identify two sets of segment (business and geographical), using a risks and returns approach. In the past, the Group’s primary reporting format was geographical segments by location of customers. The application of HKFRS 8 has resulted in a redesignation of the Group’s operating segments as compared with the primary segments determined in accordance with HKAS 14.

In prior years, the Group’s primary segment information was analysed based on the location of the Group’s customers – (i) Hong Kong, (ii) other regions in The People’s Republic of China (the “PRC”), (iii) United States of America, (iv) Europe and (v) others. However, information reported to the Company’s board of directors who are the chief operating decision makers for the purposes of resource allocation and assessment of performance focuses more specifically on the type of business. The Group’s operating segments under HKFRS 8 are therefore as follows:

- (a) sales of printing products (“Printing”); and
- (b) artistes management, production and distribution of music albums and movies (“Music and entertainment”). This business is newly acquired during the year, the details of the acquisition is disclosed in note 30.

### 7. 收益及分類資料

收益（亦即本集團之營業額）指本集團年內就售出貨品所收及應收之款項（減退貨及折扣）。

#### 分類收益及業績

本集團已採納於二零零九年四月一日生效之香港財務報告準則第8號「經營分類」。香港財務報告準則第8號乃披露準則，要求經營分類按與有關本集團組成部分而由主要經營決策者（即本公司董事會）定期檢討之內部報告區分，從而於不同分類間分配資源及評估分類表現。相反，先前之準則（香港會計準則第14號「分類報告」）乃要求實體按風險及回報方式區分業務及地區兩套分類。過往，本集團之主要報告形式為按客戶所在地區劃分地區分類。與根據香港會計準則第14號釐定之主要分類比較，應用香港財務報告準則第8號導致本集團之經營分類須重新指定。

過往年度，本集團之主要分類資料按客戶所在地區—(i)香港、(ii)中華人民共和國（「中國」）其他地區、(iii)美國、(iv)歐洲及(v)其他作分析。然而，向本公司董事會（即主要經營決策者）報告用作資源分配及表現評估之資料更尤其注重業務種類。因此，本集團根據香港財務報告準則第8號之經營分類如下：

- (a) 銷售印刷產品（「印刷」）；及
- (b) 藝人管理、製作及發行音樂唱片及電影（「音樂及娛樂」）。此業務乃於年內新收購，收購詳情於附註30披露。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 7. REVENUE AND SEGMENT INFORMATION (Continued)

#### Segment revenues and results (Continued)

The comparative segment information has been restated upon the adoption of HKFRS 8.

The following is an analysis of the Group's revenue and results by operating segment.

### 7. 收益及分類資料 (續)

#### 分類收益及業績 (續)

比較分類資料已於採納香港財務報告準則第8號後重列。

本集團按經營分類劃分之收益及業績分析如下：

		Revenue		Segment profit	
		收益		分類溢利	
		For the year ended		For the year ended	
		截至下列日期止年度		截至下列日期止年度	
		31.3.2010	31.3.2009	31.3.2010	31.3.2009
		二零一零年	二零零九年	二零一零年	二零零九年
		三月三十一日	三月三十一日	三月三十一日	三月三十一日
		HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元
Printing	印刷	549,884,019	691,495,009	35,116,214	21,540,666
Music and entertainment	音樂及娛樂	19,131,692	-	877,320	-
Total	總計	569,015,711	691,495,009	35,993,534	21,540,666
Interest income	利息收入			3,532,455	6,500,632
Unallocated corporate expenses	未分配企業支出			(4,492,894)	(2,997,685)
Net foreign exchange gain (loss)	外匯收益(虧損)淨額			28,925,091	(31,875,985)
Effective interest expense on convertible notes	可換股票據之實際利息開支			-	(8,278,551)
Share of loss of an associate	應佔一家聯營公司虧損			(791,791)	(904,686)
Profit (loss) before taxation	除稅前溢利(虧損)			63,166,395	(16,015,609)



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 7. REVENUE AND SEGMENT INFORMATION (Continued)

#### Segment revenues and results (Continued)

All of the segment revenue reported above is from external customers.

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 4. Segment profit represents the profit earned by each segment without allocation of share of loss of an associate, certain interest income, net foreign exchange gain (loss), unallocated corporate expenses and effective interest expense on convertible notes. This is the measure reported to the Group's management for the purpose of resource allocation and performance assessment.

#### Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by operating segment:

**As at 31 March 2010**

		Printing 印刷 HK\$ 港元	Music and entertainment 音樂及娛樂 HK\$ 港元	Consolidated 綜合 HK\$ 港元
Segment assets	分類資產	421,201,588	78,772,295	499,973,883
Investment in an associate	於一家聯營公司之投資			16,932,923
Other assets	其他資產			379,359,887
Consolidated assets	綜合資產			896,266,693
Segment liabilities	分類負債	81,635,262	4,884,272	86,519,534
Other liabilities	其他負債			1,042,369
Consolidated liabilities	綜合負債			87,561,903

### 7. 收益及分類資料 (續)

#### 分類收益及業績 (續)

上文所報告之所有分類收益均來自外部客戶。

經營分類之會計政策與附註4所述本集團之會計政策相同。分類溢利指各分類賺取之溢利，而未經分配應佔一家聯營公司虧損、若干利息收入、外匯收益（虧損）淨額、未分配企業支出及可換股票據實際利息開支。就資源分配及表現評估而言，此為向本集團管理層報告之計量標準。

#### 分類資產及負債

本集團按經營分類劃分之資產及負債分析如下：

**於二零一零年三月三十一日**

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 7. REVENUE AND SEGMENT INFORMATION (Continued)

#### Segment assets and liabilities (Continued)

As at 31 March 2009

### 7. 收益及分類資料 (續)

#### 分類資產及負債 (續)

於二零零九年三月三十一日

		<b>Consolidated</b>
		綜合
		HK\$
		港元
Printing segment assets	印刷分類資產	418,521,271
Investment in an associate	於一家聯營公司之投資	17,724,714
Other assets	其他資產	380,755,349
<hr/>		
Consolidated assets	綜合資產	817,001,334
<hr/>		
Printing segment liabilities	印刷分類負債	61,436,319
Other liabilities	其他負債	1,074,307
<hr/>		
Consolidated liabilities	綜合負債	62,510,626

For the purposes of monitoring segments performances and allocating resources between segments:

- all assets are allocated to operating segments other than investment in an associates, short term bank deposits and cash and cash equivalents.
- all liabilities are allocated to operating segments other than certain other payables and accruals.

為監察分類表現及於分類間分配資源：

- 除於一家聯營公司之投資、短期銀行存款以及現金及現金等值外，所有資產會分配至經營分類。
- 除若干其他應付款項及應計款項外，所有負債會分配至經營分類。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 7. REVENUE AND SEGMENT INFORMATION (Continued)

#### Other segment information

For the year ended 31 March 2010

### 7. 收益及分類資料 (續)

#### 其他分類資料

截至二零一零年三月三十一日止  
年度

		Printing	Music and entertainment	Segment total	Unallocated	Total
		印刷	音樂及娛樂	分類總計	未分配	總計
		HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元
Amounts included in the measure of segment results or segment assets:	計算分類業績或 分類資產時計入之 金額：					
Interest income	利息收入	145,985	4	145,989	3,532,455	3,678,444
Interest expenses	利息開支	294,741	-	294,741	-	294,741
Amortisation of prepaid lease payment	預付租賃款項攤銷	88,610	-	88,610	-	88,610
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	32,272,297	-	32,272,297	-	32,272,297
Amortisation of intangible assets	無形資產攤銷	-	1,723,546	1,723,546	-	1,723,546
Additions to non-current assets	非流動資產添置	12,964,997	50,535,204	63,500,201	-	63,500,201
Allowance for bad and doubtful debts	呆壞賬撥備	142,872	237,188	380,060	-	380,060
Reversal of allowance for bad debts	撥回壞賬撥備	55,147	-	55,147	-	55,147

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 7. REVENUE AND SEGMENT INFORMATION (Continued)

#### Other segment information (Continued)

For the year ended 31 March 2009

### 7. 收益及分類資料 (續)

#### 其他分類資料 (續)

截至二零零九年三月三十一日止  
年度

		Printing 印刷 HK\$ 港元	Unallocated 未分配 HK\$ 港元	Total 總計 HK\$ 港元
Amounts included in the measure of segment results or segment assets:	計算分類業績或分類資產時計入之金額:			
Interest income	利息收入	233,903	6,500,632	6,734,535
Interest expenses	利息開支	307,783	8,278,551	8,586,334
Amortisation of prepaid lease payment	預付租賃款項攤銷	88,610	-	88,610
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	33,464,326	-	33,464,326
Additions to non-current assets	非流動資產添置	9,281,388	-	9,281,388
Allowance for bad and doubtful debts	呆壞賬撥備	8,174,885	-	8,174,885
Reversal of allowance for bad debts	撥回壞賬撥備	261,232	-	261,232

#### Revenue from major products and services

The following is an analysis of the Group's revenue from its major products and services:

#### 來自主要產品及服務之收益

以下為本集團來自其主要產品及服務之收益分析:

		2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
Printing products	印刷產品	549,884,019	691,495,009
Music and entertainment operation	音樂及娛樂業務	19,131,692	-
		569,015,711	691,495,009



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 7. REVENUE AND SEGMENT INFORMATION (Continued)

#### Geographical information

The Group's income from printing operation is derived from Hong Kong and the PRC. The music and entertainment business are mainly carried out in Hong Kong.

The Group's revenue from external customers and information about non-current assets by geographical location of the customers and assets respectively are detailed below:

		Revenue from external customers 來自外部客戶之收益		Non-current assets 非流動資產	
		2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Hong Kong	香港	340,010,395	413,385,896	75,009,993	33,297,405
The PRC	中國	138,198,957	194,178,948	221,195,045	233,529,335
Europe	歐洲	35,674,948	7,378,921	-	-
United States	美國	43,995,497	64,639,722	-	-
Others	其他	11,135,914	11,911,522	-	-
		569,015,711	691,495,009	296,205,038	266,826,740

#### Information about major customers

There is no single customer contributing over 10% of total revenue of the Group for the year ended 31 March 2010 and 2009.

### 7. 收益及分類資料 (續)

#### 地區資料

本集團來自印刷業務之收入源於香港及中國。音樂及娛樂業務主要於香港經營。

本集團來自外部客戶之收益及有關非流動資產之資料分別按客戶及資產之所在地區詳列如下：

#### 主要客戶資料

於截至二零一零年及二零零九年三月三十一日止年度，概無單一客戶貢獻本集團總收益超過10%。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 8. OTHER GAINS AND LOSSES

### 8. 其他收益及虧損

		2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
Net foreign exchange gains (losses)	外匯收益(虧損)淨額	<b>28,925,091</b>	(31,875,985)
Gain on disposal of property, plant and equipment	出售物業、廠房及 設備之收益	-	53,422
Allowance for bad and doubtful debts	呆壞賬撥備	<b>(380,060)</b>	(8,174,885)
Loss on redemption of convertible notes	贖回可換股票據之虧損	-	(1,451,449)
		<b>28,545,031</b>	(41,448,897)

### 9. FINANCE COSTS

### 9. 融資成本

		2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
Interest on:	以下項目之利息：		
Bank borrowings wholly repayable within one year	須於一年內悉數償還之 銀行借貸	<b>294,741</b>	307,783
Effective interest expense on convertible notes	可換股票據實際利息開支	-	8,278,551
		<b>294,741</b>	8,586,334

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 10. DIRECTORS' EMOLUMENTS

The emoluments paid or payable to each of the 16 (2009: 13) directors were as follows:

	Executive directors 執行董事							Non-executive directors 非執行董事						Alternate directors 替任董事		Total 總額	
	NG Wai Chi 吳惠芝 HK\$ 港元 (Note g) (附註g)	SUEK Chai Hong 薛濟匡 HK\$ 港元	SUEK Ka Lun 薛嘉麟 HK\$ 港元	LAU Chin Hung, Edwin 劉展鴻 HK\$ 港元	CHENG Chee Juen, Patrick 鄭至尊 HK\$ 港元 (Note e) (附註e)	SUEK Chai Kit, Christopher 薛濟傑 HK\$ 港元 (Note a) (附註a)	CHAN Kwing Choi, Che Hin Warren 陳煥材 HK\$ 港元 (Note a) (附註a)	WONG Sun Fat 黃新發 HK\$ 港元 (Note d) (附註d)	AU Yan, Alfred Kwan 歐忻 吳惠群 HK\$ 港元 (Note b) (附註b)	NG Wai Tin Tai 謝天泰 HK\$ 港元	TSE Chi Wai 謝志偉 HK\$ 港元 (Note c) (附註c)	CHENG LUI Lai 呂麗萍 HK\$ 港元 (Note c) (附註c)	NG Wai Yung, Angela 吳惠容 HK\$ 港元	LAU Kam Cheong 劉錦昌 HK\$ 港元			
<b>2010</b>	<b>二零一零年</b>																
Fees	-	-	-	-	-	957,390	20,833	126,000	50,000	12,500	50,000	50,000	29,167	29,167	-	-	1,325,057
Other emoluments	其他酬金																
- Salaries and other benefits	263,250	1,007,600	1,471,500	1,170,000	320,025	-	-	-	-	-	-	-	-	-	736,350	319,692	5,288,417
- Contributions to retirement benefits schemes	13,163	12,000	12,000	12,000	12,000	-	-	-	-	-	-	-	-	-	15,818	12,000	88,981
Total emoluments	276,413	1,019,600	1,483,500	1,182,000	332,025	957,390	20,833	126,000	50,000	12,500	50,000	50,000	29,167	29,167	752,168	331,692	6,702,455

	Executive directors 執行董事							Non-executive directors 非執行董事						Alternate directors 替任董事		Total 總額
	NG Wai Chi 吳惠芝 HK\$ 港元	SUEK Chai Hong 薛濟匡 HK\$ 港元	SUEK Ka Lun 薛嘉麟 HK\$ 港元	LAU Chin Hung, Edwin 劉展鴻 HK\$ 港元	SUEK Chai Kit, Christopher 薛濟傑 HK\$ 港元	CHAN Kwing Choi, Che Hin Warren 陳煥材 HK\$ 港元	WONG Sun Fat 黃新發 HK\$ 港元	AU Yan, Alfred Kwan 歐忻 吳惠群 HK\$ 港元	NG Wai Tin Tai 謝天泰 HK\$ 港元	TSE Chi Wai 謝志偉 HK\$ 港元	CHENG LUI Lai 呂麗萍 HK\$ 港元	NG Wai Yung, Angela 吳惠容 HK\$ 港元	LAU Kam Cheong 劉錦昌 HK\$ 港元			
<b>2009</b>	<b>二零零九年</b>															
Fees	-	-	-	-	2,383,290	12,500	377,500	12,500	12,500	12,500	12,500	-	-	-	-	2,823,290
Other emoluments	其他酬金															
- Salaries and other benefits	533,250	-	526,500	1,170,000	-	-	-	-	-	-	-	-	1,489,350	319,781	4,038,881	
- Contributions to retirement benefits schemes	26,662	-	12,000	12,000	-	-	-	-	-	-	-	-	32,468	12,000	95,130	
Total emoluments	559,912	-	538,500	1,182,000	2,383,290	12,500	377,500	12,500	12,500	12,500	12,500	1,521,818	331,781	6,957,301		

### 10. 董事酬金

以下為已付或須付予16名(二零零九年: 13名)董事之酬金:

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 10. DIRECTORS' EMOLUMENTS (Continued)

Notes:

- (a) Dr. SUEK Chai Kit, Christopher and Mr. SUEK Che Hin have retired as non-executive directors with effect from 31 August 2009.
- (b) Mr. AU Yan, Alfred has been resigned as an independent non-executive director of the Company with effect from 31 August 2009.
- (c) Mr. CHENG Chi Wai and Ms. LUI Lai Ping, Cecily have been appointed as independent non-executive directors of the Company with effect from 31 August 2009.
- (d) Mr. WONG Sun Fat has been re-designated as a non-executive director of the Company from an independent non-executive director with effect from 31 August 2009.
- (e) Mr. CHENG Chee Juen, Patrick has been appointed as an executive director of the Company with effect from 1 October 2009.
- (f) The directors' remuneration does not include the estimated monetary value of a property owned by the Group and occupied by a director of the Company. The estimated monetary value of the residential accommodation provided to the director for the year ended 31 March 2010 was HK\$420,000 (2009: HK\$266,050).
- (g) Ms. NG Wai Chi has retired as an executive director with effect from 31 August 2009.

No directors of the Company waived any emoluments in any of the two years ended 31 March 2010.

### 10. 董事酬金 (續)

附註:

- (a) 薛濟傑博士及薛志軒先生退任非執行董事，由二零零九年八月三十一日起生效。
- (b) 歐忻先生辭任本公司獨立非執行董事，由二零零九年八月三十一日起生效。
- (c) 鄭志偉先生及呂麗萍女士獲委任為本公司獨立非執行董事，由二零零九年八月三十一日起生效。
- (d) 黃新發先生由本公司獨立非執行董事調任非執行董事，由二零零九年八月三十一日起生效。
- (e) 鄭至尊先生獲委任為本公司執行董事，由二零零九年十月一日起生效。
- (f) 董事酬金並不包括一項由本集團擁有並由本公司一名董事佔用之物業之估計貨幣值。截至二零一零年三月三十一日止年度，向董事提供住宿設施之估計貨幣值為420,000港元(二零零九年: 266,050港元)。
- (g) 吳惠芝女士退任執行董事，由二零零九年八月三十一日起生效。

截至二零一零年三月三十一日止兩個年度，概無本公司董事放棄任何酬金。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 11. EMPLOYEES' EMOLUMENTS

Of the five individuals with the highest emoluments in the Group, four (2009: five) were directors of the Company including two directors resigned during the year whose emoluments are set out above. The emoluments of the remaining individual are as follows:

		2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
Salaries and other benefits	薪金及其他福利	2,228,000	—
Contributions to retirement benefits schemes	退休福利計劃供款	43,150	—
		<b>2,271,150</b>	—

Their emoluments were within the following bands:

		2010 二零一零年 Number of employees 僱員人數	2009 二零零九年 Number of employees 僱員人數
Nil to HK\$1,000,000	零至1,000,000港元	1	—

No emoluments were paid by the Group to the directors of the Company or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office in any of the two years ended 31 March 2010 and 2009.

### 11. 僱員酬金

在本集團五名最高薪人士中，四名（二零零九年：五名）為本公司董事（包括兩名於年內辭任之董事），彼等酬金之詳情已載於上文。其餘人士之酬金如下：

		2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
Salaries and other benefits	薪金及其他福利	2,228,000	—
Contributions to retirement benefits schemes	退休福利計劃供款	43,150	—
		<b>2,271,150</b>	—

彼等之酬金範圍如下：

		2010 二零一零年 Number of employees 僱員人數	2009 二零零九年 Number of employees 僱員人數
Nil to HK\$1,000,000	零至1,000,000港元	1	—

截至二零一零年及二零零九年三月三十一日止兩個年度，本集團並無向本公司董事或五名最高薪人士支付任何酬金，作為加入本集團或加盟後之獎勵或失去職位之補償。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 12. TAXATION

### 12. 稅項

		2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
The taxation charge comprises:	稅項支出包括：		
Hong Kong Profits Tax	香港利得稅		
Charge for the year	本年支出	<b>3,957,064</b>	3,149,021
Overprovision in prior years	過往年度超額撥備	<b>(1,033,856)</b>	(711,068)
		<b>2,923,208</b>	2,437,953
Overseas taxation	海外稅項		
Charge for the year	本年支出	<b>1,449,787</b>	2,082,203
Underprovision in prior years	過往年度撥備不足	<b>1,041</b>	1,782
		<b>1,450,828</b>	2,083,985
Deferred tax credit (note 28)	遞延稅項抵免 (附註28)		
Current year	本年	<b>(1,420,646)</b>	(1,711,241)
Attributable to change in tax rate	與稅率變動有關	-	(890,700)
		<b>2,953,390</b>	1,919,997

On 26 June 2008, the Hong Kong Legislative Council passed the Revenue Bill 2008 which reduced corporate profits tax rate from 17.5% to 16.5% effective from the year of assessment 2008/2009. Therefore, Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulations of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

於二零零八年六月二十六日，香港立法會通過二零零八年收入條例草案，將公司利得稅率由17.5%調低至16.5%，自二零零八／二零零九課稅年度起生效。因此，香港利得稅乃根據兩個年度估計應課稅溢利按16.5%計算。

根據《中華人民共和國企業所得稅法》（「《企業所得稅法》」）及《企業所得稅法實施條例》，自二零零八年一月一日起，中國附屬公司之稅率為25%。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

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### 12. TAXATION (Continued)

The tax charge for the year can be reconciled to the profit (loss) before taxation per the consolidated statement of comprehensive income as follows:

### 12. 稅項 (續)

年內產生可與綜合全面收益表之除稅前溢利(虧損)對賬之稅項支出如下:

		2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
Profit (loss) before taxation	除稅前溢利(虧損)	<b>63,166,395</b>	(16,015,609)
Tax at the income tax rate of 16.5% (2009: 16.5%)	按所得稅率16.5% (二零零九年: 16.5%) 計算之稅項	<b>10,422,455</b>	(2,642,575)
Tax effect of expenses not deductible for tax purposes	不可扣稅開支之稅務影響	<b>633,834</b>	2,212,148
Tax effect of income not taxable for tax purposes	毋須課稅收入之稅務影響	<b>(2,990,285)</b>	(1,724,013)
Tax effect of the tax losses not recognised	未確認稅務虧損之稅務影響	<b>470,912</b>	4,965,868
Overprovision in respect of prior years	往年超額撥備	<b>(1,032,815)</b>	(709,286)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營之 附屬公司按不同稅率 計稅之影響	<b>205,924</b>	708,555
Effect of change in tax rate	稅率變動之影響	-	(890,700)
Tax effect of utilisation of tax losses previously not recognised	動用過往未確認稅務虧損之 稅務影響	<b>(4,756,635)</b>	-
Taxation for the year	本年度稅項	<b>2,953,390</b>	1,919,997

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 13. PROFIT (LOSS) FOR THE YEAR

### 13. 本年度溢利(虧損)

		2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
Profit (loss) for the year has been arrived at after charging (crediting):	計算本年溢利(虧損)時已扣除(計入)下列各項:		
Amortisation of intangible assets	無形資產攤銷	<b>1,723,546</b>	–
Reversal of allowance for bad debts	撥回壞賬撥備	<b>(55,147)</b>	(261,232)
Auditor's remuneration	核數師酬金	<b>1,330,100</b>	1,140,000
Cost of inventories recognised as an expense, including write-down of inventories of HK\$56,160 (2009: HK\$5,684,000)	以支出形式確認之存貨成本(包括撇減存貨56,160港元(二零零九年: 5,684,000港元))	<b>430,124,600</b>	567,992,902
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>32,272,297</b>	33,464,326
Amortisation of prepaid lease payments	預付租賃款項攤銷	<b>88,610</b>	88,610
Rental payments in respect of premises under operating leases	有關經營租賃下之物業之租金	<b>5,083,006</b>	5,117,064
Staff costs including directors' emoluments	包括董事酬金之員工成本		
– Salaries, wages and other benefits	– 薪金、工資及其他福利	<b>117,149,372</b>	127,722,299
– Contributions to retirement benefits schemes	– 退休福利計劃供款	<b>878,166</b>	859,833
Total staff costs	總員工成本	<b>118,027,538</b>	128,582,132



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 14. DIVIDENDS

Dividends recognised as distribution during the year: 年內確認為分派之股息：

		2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
Interim dividends paid	已付中期股息—每股0.08		
– HK0.08 cent per share	港仙 (二零零九年：		
(2009: 2009 interim dividend	二零零九年中期股息		
HK0.03 cent)	每股0.03港仙)	<b>8,154,836</b>	3,058,064
2008 Final dividend paid	已付二零零八年末期股息		
– HK0.091 cent per share	— 每股0.091港仙	–	9,303,764
		<b>8,154,836</b>	12,361,828

The Directors recommended the payment of a final dividend of HK0.08 cent per share for the financial year ended 31 March 2010 (2009: Nil), subject to the approval by the shareholders of the Company at the forthcoming Annual General Meeting.

董事建議派付截至二零一零年三月三十一日止財政年度之末期股息每股0.08港仙 (二零零九年：無)，惟須經本公司股東於應屆股東週年大會上批准。

### 15. EARNINGS (LOSS) PER SHARE

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

### 15. 每股盈利 (虧損)

本年本公司擁有人應佔每股基本盈利 (虧損) 按以下數據計算：

		2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
Earnings (loss) for the purposes of basic earnings (loss) per share	計算每股基本盈利 (虧損) 之盈利 (虧損)	<b>60,213,005</b>	(17,935,606)
<b>Number of shares</b>	<b>股份數目</b>	<b>2010 二零一零年</b>	<b>2009 二零零九年</b>
Weighted average number of shares for the purpose of basic earnings (loss) per share	計算每股基本盈利 (虧損) 之加權平均股數	<b>10,193,545,600</b>	10,193,545,600

No separate diluted earnings per share information has been presented as there were no potential ordinary shares outstanding for both years.

由於兩個年度均無發行在外之潛在普通股，故並無呈列每股攤薄盈利。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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截至二零一零年三月三十一日止年度

### 16. PROPERTY, PLANT AND EQUIPMENT

### 16. 物業、廠房及設備

		Construction in progress	Leasehold land and buildings	Leasehold improvements	Furniture, fixtures and office equipment	Machinery and equipment	Motor vehicles	Total
		在建工程	租約土地 及樓宇	租約物業 裝修	傢俬、裝置及 辦公室設備	機器及設備	汽車	總數
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元	港元
<b>COST</b>		<b>成本值</b>						
At 1 April 2008	於二零零八年四月一日	4,839,338	111,086,385	43,191,645	32,953,458	455,321,242	10,295,822	657,687,890
Exchange adjustments	匯兌調整	53,011	683,554	15,679	478,724	517,344	16,248	1,764,560
Additions	添置	2,497,133	1,342,721	-	377,885	4,127,903	935,746	9,281,388
Disposal	出售	-	-	-	-	(3,730,000)	(9,626)	(3,739,626)
At 31 March 2009	於二零零九年三月三十一日	7,389,482	113,112,660	43,207,324	33,810,067	456,236,489	11,238,190	664,994,212
Exchange adjustments	匯兌調整	90,055	559,086	14,236	323,113	488,164	32,212	1,506,866
Additions	添置	783,585	118,041	-	1,011,489	4,286,021	1,207,219	7,406,355
Disposal	出售	-	-	-	(118,539)	-	(690,595)	(809,134)
At 31 March 2010	於二零一零年三月三十一日	8,263,122	113,789,787	43,221,560	35,026,130	461,010,674	11,787,026	673,098,299
<b>DEPRECIATION</b>		<b>折舊</b>						
At 1 April 2008	於二零零八年四月一日	-	28,815,878	35,484,880	31,752,366	316,860,683	9,388,821	422,302,628
Exchange adjustment	匯兌調整	-	122,740	10,833	354,328	319,811	13,626	821,338
Provided for the year	年內撥備	-	3,280,463	461,375	737,943	28,599,867	384,678	33,464,326
Eliminated on disposal	出售撇銷	-	-	-	-	(3,730,000)	(9,626)	(3,739,626)
At 31 March 2009	於二零零九年三月三十一日	-	32,219,081	35,957,088	32,844,637	342,050,361	9,777,499	452,848,666
Exchange adjustment	匯兌調整	-	142,575	10,742	246,301	336,363	16,544	752,525
Provided for the year	年內撥備	-	3,324,462	456,037	1,446,186	26,549,629	495,983	32,272,297
Eliminated on disposal	出售撇銷	-	-	-	(118,539)	-	(690,595)	(809,134)
At 31 March 2010	於二零一零年三月三十一日	-	35,686,118	36,423,867	34,418,585	368,936,353	9,599,431	485,064,354
<b>CARRYING VALUES</b>		<b>賬面值</b>						
At 31 March 2010	於二零一零年三月三十一日	8,263,122	78,103,669	6,797,693	607,545	92,074,321	2,187,595	188,033,945
At 31 March 2009	於二零零九年三月三十一日	7,389,482	80,893,579	7,250,236	965,430	114,186,128	1,460,691	212,145,546

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## 綜合財務報表附註

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截至二零一零年三月三十一日止年度

### 16. PROPERTY, PLANT AND EQUIPMENT (Continued)

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

Leasehold land and buildings	Over the shorter of the lease terms or 30-50 years
Leasehold improvements	20%
Furniture, fixtures and office equipment	10% – 25%
Machinery and equipment	10% – 25%
Motor vehicles	25%

### 16. 物業、廠房及設備 (續)

上述物業、廠房及設備項目之折舊乃採用如下之年折舊率並按直線基準計算：

租約土地及樓宇	按租約期限或30至50年(以較短者為準)
租約物業裝修傢俬、裝置及辦公室設備	20%
機器及設備	10% – 25%
汽車	25%

<b>2010</b>	2009
二零一零年	二零零九年
<b>HK\$</b>	<b>HK\$</b>
港元	港元

The carrying values of leasehold land and buildings shown above comprise:	上述租約土地及樓宇之賬面值包括：		
Leasehold land and buildings in Hong Kong under medium-term leases	位於香港並以中期租約持有之租約土地及樓宇	<b>31,913,693</b>	32,846,222
Buildings in other regions in the PRC under medium-term leases	位於中國其他地區並以中期租約持有之樓宇	<b>46,189,976</b>	48,047,356
		<b>78,103,669</b>	80,893,578

Property, plant and equipment with an aggregate carrying value of HK\$31,913,693 (2009: HK\$32,846,222) have been pledged to banks to secure general banking facilities granted to the Group.

賬面值合共31,913,693港元之物業、廠房及設備(二零零九年: 32,846,222港元)已按予銀行,作為本集團獲提供一般銀行融資之抵押。

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## 綜合財務報表附註

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### 17. PREPAID LEASE PAYMENTS

### 17. 預付租賃款項

		2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
The Group's prepaid lease payments comprise:	本集團之預付租賃款項包括：		
Medium-term leasehold land in the PRC	位於中國並以中期租約持有之土地	<b>3,162,905</b>	3,251,515
Analysed for reporting purposes as:	申報分析如下：		
Non-current asset	非流動資產	<b>3,074,295</b>	3,162,905
Current asset	流動資產	<b>88,610</b>	88,610
		<b>3,162,905</b>	3,251,515

The leasehold land is charged to consolidated statement of comprehensive income on a straight-line basis over the remaining term of the leases.

租約土地乃按直線基準於剩餘租約期內自綜合全面收益表扣除。

### 18. DEPOSITS FOR LAND USE RIGHTS

Deposits of approximately HK\$39,352,000 (2009: HK\$33,794,000) were paid for land use rights situated in the PRC to the local government. The completion of the purchases are pending for receiving the land use right certificates, as such, the amounts paid for the land use rights are recorded as deposits at the end of the reporting period.

### 18. 土地使用權訂金

約39,352,000港元(二零零九年：33,794,000港元)訂金已就位於中國之土地使用權支付予有關地方政府。有關收購須待收取土地使用權證後方告完成，因此，於報告期末，就土地使用權支付之款項已入賬列為訂金。



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### 19. INVESTMENT IN AN ASSOCIATE

### 19. 於一家聯營公司之投資

		2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
Cost of investment in an associate Unlisted	於一家聯營公司之投資成本 非上市	<b>18,629,400</b>	18,629,400
Share of post-acquisition losses and other comprehensive expenses, net of dividends received	應佔收購後虧損及其他全面 開支，扣除已收股息	<b>(1,696,477)</b>	(904,686)
		<b>16,932,923</b>	17,724,714

As at 31 March 2010 and 2009, the Group had interest in the following associate:

於二零一零年及二零零九年三月三十一日，本集團於以下聯營公司中擁有權益：

Name of entity	Form of business structure	Place of incorporation	Principal place of operation	Class of share held	Proportion of nominal value of issued capital/ registered capital held by the Group 本集團所持已發行股本／註冊股本面值比例	Proportion of voting power held	Principal activity
實體名稱	業務架構形式	註冊成立地點	主要營業地點	所持股份類別		所持投票權比例	主要業務
桂林九鋪香麒麟酒業有限公司 〔桂林九鋪香〕	Incorporated	The PRC	The PRC	Ordinary	30%	30%	Investment holding
桂林九鋪香麒麟酒業有限公司 〔桂林九鋪香〕	註冊成立	中國	中國	普通	30%	30%	投資控股

The financial year end date for 桂林九鋪香 is 31 December. For the purpose of applying the equity method of accounting, the consolidated financial statements of 桂林九鋪香 for the year ended 31 March 2010 have been prepared by the directors of the Company. The sub-group headed by 桂林九鋪香 has not yet commenced business.

桂林九鋪香之財政年度年結日為十二月三十一日。為採用權益會計法，本公司董事已編製桂林九鋪香截至二零一零年三月三十一日止年度之綜合財務報表。以桂林九鋪香為首之子集團尚未開展業務。

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## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 19. INVESTMENT IN AN ASSOCIATE (Continued)

The summarised financial information in respect of the Group's associate is set out below:

### 19. 於一家聯營公司之投資 (續)

有關本集團聯營公司之財務資料概要載列如下：

		2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
Total assets	資產總值	<b>59,201,334</b>	59,941,031
Total liabilities	負債總額	<b>(2,758,257)</b>	(858,651)
Net assets	資產淨值	<b>56,443,077</b>	59,082,380
Group's share of net assets of an associate	本集團應佔一家聯營公司之資產淨值	<b>16,932,923</b>	17,724,714
Revenue	收益	–	–
Loss for the year/period (since acquisition date of the associate)	本年度／期間虧損(自聯營公司收購日期起計)	<b>(2,639,303)</b>	(3,015,620)
Group's share of loss and total comprehensive income of an associate for the year	年內本集團應佔一家聯營公司之虧損及全面收入總額	<b>(791,791)</b>	(904,686)

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## 綜合財務報表附註

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### 20. GOODWILL

### 20. 商譽

HK\$  
港元

COST AND CARRYING AMOUNTS	成本及賬面值	
At 1 April 2008 and 31 March 2009	於二零零八年四月一日及 二零零九年三月三十一日	—
Arising on acquisition of subsidiaries (Note 30)	因收購附屬公司而產生 (附註30)	36,025,324
At 31 March 2010	於二零一零年三月三十一日	36,025,324

For the purpose of impairment testing, goodwill and intangible assets set out in Note 21 have been allocated to the CGUs of music and entertainment business. The recoverable amount of the CGUs has been determined based on a value in use calculation. The calculation uses cash flow projections based on financial budgets approved by management covering a 10-year period and discount rate of 22.5%. The cash flows beyond the 10-year period are extrapolated having a steady 2% growth rate. The growth rate is based on the relevant industry growth forecasts and average long-term growth rate for the relevant industry. A key assumption for the value in use calculation is budgeted growth rate, which is determined based on past performance and management's expectations for the market development. No impairment on goodwill and intangible assets was noted. Management believes that any reasonably possible change in any of the assumptions would not cause the aggregate carrying amount of the above CGUs to exceed the aggregate recoverable amount of the above CGUs.

就減值測試而言，附註21所載之商譽及無形資產會分配至音樂及娛樂業務之現金產生單位。有關現金產生單位之可收回金額已按使用價值計算釐定。有關計算方式以管理層核准之財務預算為基礎作現金流量預測，涵蓋年期為10年，折算率為22.5%。10年期後之現金流量推斷為可有2%穩定增長率。有關增長率乃根據相關行業增長預測及相關行業之平均長期增長率計算。使用價值計算之主要假設為預算增長率，而此增長率乃按過往表現及管理層預期之市場發展釐定。商譽及無形資產並未發現減值。管理層相信，任何假設出現任何合理可能變動，會導致上述現金產生單位之賬面值總額超過上述現金產生單位之總可收回金額。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

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### 21. INTANGIBLE ASSETS

### 21. 無形資產

		Artiste contracts 藝人合約 HK\$ 港元	Trademark 商標 HK\$ 港元	Total 總計 HK\$ 港元
<b>COST</b>	<b>成本</b>			
At 1 April 2008 and 31 March 2009	於二零零八年四月一日 及二零零九年 三月三十一日	-	-	-
Acquisition of subsidiaries	收購附屬公司	9,192,248	5,317,632	14,509,880
At 31 March 2010	於二零一零年 三月三十一日	9,192,248	5,317,632	14,509,880
<b>AMORTISATION AND IMPAIRMENT</b>	<b>攤銷及減值</b>			
At 1 April 2008 and 31 March 2009	於二零零八年四月一日 及二零零九年 三月三十一日	-	-	-
Charge for the year	本年度支出	1,723,546	-	1,723,546
At 31 March 2010	於二零一零年 三月三十一日	1,723,546	-	1,723,546
<b>NET BOOK VALUES</b>	<b>賬面淨值</b>			
At 31 March 2010	於二零一零年 三月三十一日	7,468,702	5,317,632	12,786,334
At 31 March 2009	於二零零九年 三月三十一日	-	-	-

Artiste contracts, which have definite useful lives, are amortised over the contract term (4 years) on a straight-line basis.

藝人合約具有有限可使用年期，以直線法按合約年期（4年）攤銷。



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 21. INTANGIBLE ASSETS (Continued)

The trademark is considered by the management of the Group as having an indefinite useful life because it is expected to contribute to net cash inflows indefinitely. Various studies including product life cycle studies, market, competitive and environmental trends, and brand extension opportunities have been performed by management of the Group, which supports that the trademark has no foreseeable limit to the period over which the trademarked products or services are expected to generate net cash flows for the Group. The trademark will not be amortised until its useful life is determined to be finite. Instead it will be tested for impairment annually and whenever there is an indication that it may be impaired.

Particulars of the impairment testing of artiste contracts and trademark are disclosed in note 20.

### 22. INVENTORIES

### 21. 無形資產 (續)

由於預期商標可無限期貢獻現金流入淨額，故本集團管理層認為商標具有無限使用年期。本集團管理層已進行多項研究，包括產品週期研究、市場、競爭及環境趨勢以及品牌擴展機會，有關研究支持商標於預期商標產品或服務可為本集團產生淨現金流方面並無可預見期限。商標將不會攤銷，直至其可使用年期釐定為有限期為止。然而，商標會每年及於有跡象顯示可能出現減值時進行減值測試。

藝人合約及商標之減值測試詳情於附註20披露。

### 22. 存貨

		2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
Raw materials	原材料	51,997,271	43,692,829
Work in progress	在製品	22,708,297	13,862,276
Finished goods	製成品	18,172,953	14,469,985
		<b>92,878,521</b>	<b>72,025,090</b>

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

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### 23. TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

The Group's credit terms on sales of printing business generally range from 60 to 90 days. A longer period is granted to a few customers with whom the Group has a good business relationship and which are in sound financial condition. The Group allows an average credit period of 45 days to its customers of artistes management, production and distribution of music albums. The credit terms of the distribution of movie are determined by project basis. An ageing analysis of the trade receivables net of allowance for doubtful debts presented based on the invoice date at the end of the reporting period.

### 23. 貿易及其他應收款項、預付款項及按金

本集團印刷業務銷貨之信貸期限一般為60至90日。少數與本集團有良好商業關係且財務狀況良好之客戶可享有較長之信貸期限。本集團藝人管理、製作及發行音樂唱片業務客戶之信貸期限平均為45日。電影發行之信貸期乃按項目為基準釐定。貿易應收款項(已扣除呆賬撥備)之賬齡分析乃按報告期末之發票日期呈列。

		2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
Printing operation:	印刷業務：		
0 – 30 days	0至30日	<b>76,407,446</b>	74,967,209
31 – 60 days	31至60日	<b>9,526,212</b>	8,192,000
61 – 90 days	61至90日	<b>5,363,972</b>	5,805,791
Over 90 days	超過90日	<b>277,176</b>	3,197,041
		<b>91,574,806</b>	92,162,041
Music and entertainment operation:	音樂及娛樂業務：		
0 – 45 days	0至45日	<b>1,105,117</b>	–
46 – 90 days	46至90日	<b>121,831</b>	–
91 – 180 days	91至180日	<b>28,802</b>	–
181 – 365 days	181至365日	<b>389,587</b>	–
Over 365 days	超過365日	<b>2,399,458</b>	–
		<b>4,044,795</b>	–
Total trade receivables	貿易應收款項總額	<b>95,619,601</b>	92,162,041
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	<b>14,991,455</b>	3,780,751
		<b>110,611,056</b>	95,942,792

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## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 23. TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS (Continued)

Trade receivables of approximately HK\$24,094,000 (2009: HK\$19,882,000) was denominated in USD, the currencies other than the functional currency of the respective group entities.

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Credit limits attributable to customers are reviewed regularly. Approximately 90% (2009: 85%) of trade receivables that are neither past due nor impaired have the best credit quality. These customers have no default of payment in the past and have good credit rating attributable under the credit review procedures used by the Group, including profitability, liquidity, financial leverage and operational performance quality of the counterparties.

The Group has policy for allowance of bad and doubtful debts which is based on the evaluation of collectibility and ageing analysis of accounts and on management's judgement including the credit creditworthiness and the past collection history of each client.

Included in the Group's trade receivables are debtors with aggregate carrying amount of approximately HK\$3,217,000 (2009: HK\$3,197,000), which are past due at the reporting date for which the Group has not provided for impairment loss as there has not been a significant change in credit quality of the trade receivables and the amounts are still considered recoverable. The Group does not hold any collateral over these balances. The average age of these receivables is 345 days (2009: 135 days).

### 23. 貿易及其他應收款項、預付款項及按金 (續)

為數約24,094,000港元(二零零九年: 19,882,000港元)之貿易應收款項以美元為單位, 而美元並非個別集團實體之應用貨幣。

本集團在接納任何新客戶前, 會先評估潛在客戶之信貸質素及按個別客戶確定信貸限額, 並定期檢討給予客戶之信貸限額。約90% (二零零九年: 85%) 並未逾期亦無減值之貿易應收款項擁有最佳信貸質素。該等客戶過往並無拖欠記錄, 並於本集團所用信貸檢討程序 (包括訂約方之盈利能力、流動資金、財務槓桿及營運表現質素) 中獲得良好信貸評級。

本集團已就呆壞賬撥備制定政策, 該項政策根據賬目之可收回程度及賬齡分析以及管理層之判斷 (包括每名客戶之信貸評級及過往還款記錄) 而制定。

本集團之貿易應收款項中, 包括賬面值總額約3,217,000港元(二零零九年: 3,197,000港元)之應收款項。該等應收款項於報告日期已逾期, 惟本集團並無提撥減值虧損, 原因是有關貿易應收款項之信貸質素並無重大變動, 且有關款項仍被視為可收回。本集團並無就該等款項持有任何抵押。該等應收款項之平均賬齡為345日(二零零九年: 135日)。

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## 綜合財務報表附註

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### 23. TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS (Continued)

Ageing of trade receivables which are past due but not impaired

### 23. 貿易及其他應收款項、預付款項及按金(續)

已逾期但無減值之貿易應收款項之賬齡：

		2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
Printing operation:	印刷業務：		
91 to 180 days	91至180日	277,176	3,197,041
Music and entertainment operation:	音樂及娛樂業務：		
46 – 90 days	46至90日	121,831	–
91 – 180 days	91至180日	28,802	–
181 – 365 days	181至365日	389,587	–
Over 365 days	超過365日	2,399,458	–
Total	總計	3,216,854	3,197,041

### Movement in the allowance for doubtful debts

### 呆賬撥備之變動

		2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
Balance at beginning of the year	年初結餘	11,966,341	7,506,176
Impairment losses recognised on receivables	就應收款項確認之減值虧損	380,060	8,174,885
Reversal of bad debt	壞賬撥回	(55,147)	(261,232)
Amounts written off as uncollectible	不能收回之撇賬額	(4,650,135)	(3,455,086)
Exchange realignment	匯兌調整	2,556	1,598
Balance at end of the year	年末結餘	7,643,675	11,966,341



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## 綜合財務報表附註

For the year ended 31 March 2010

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### 23. TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS (Continued)

#### Movement in the allowance for doubtful debts (Continued)

Included in the allowance for doubtful debts are individually impaired trade receivables with an aggregate balance of approximately HK\$5,152,000 (2009: HK\$9,627,000) which have been in severe financial difficulties in repaying the outstanding balances. The Group does not hold any collateral over these balances.

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The trade receivables past due but not provided for were either subsequently settled as at the end of the reporting period or no historical default of payments was noted by the respective customers. The concentration of credit risk is limited due to the customer base being large and unrelated. The directors believe that there is no further credit provision required in excess of the allowance for doubtful debts.

### 24. AMOUNT DUE FROM A RELATED COMPANY

The amount is unsecured, interest-free and is repayable on demand. Dr. SUEK Chai Kit, Christopher, the beneficial owner of the Company, is one of the ultimate beneficial owners of the related company.

The maximum outstanding balance for the year is HK\$10,592,709 (2009: HK\$1,362,753).

### 23. 貿易及其他應收款項、預付款項及按金 (續)

#### 呆賬撥備之變動 (續)

呆賬撥備包括於償還結欠餘額時有嚴重財務困難之個別減值貿易應收款項，結餘總額約為5,152,000港元(二零零九年：9,627,000港元)。本集團並無就該等結餘持有任何抵押。

在釐定貿易應收款項是否可收回時，本集團考慮由初始授出信貸當日起至報告期末期間，有關貿易應收款項之信貸質素有否出現任何變動。已逾期但無撥備之貿易應收款項乃指其後於報告期末已清償，或有關客戶過往並無拖欠記錄之款項。由於客戶群較大及客戶之間互不關連，故信貸風險之集中程度有限。董事相信在現有之呆賬撥備之上，毋須再作出額外信貸撥備。

### 24. 應收一家關連公司款項

該筆金額為無抵押、免息及須按通知償還。本公司實益擁有人薛濟傑博士為該關連公司之最終實益擁有人之一。

年內，最高結欠餘額為10,592,709港元(二零零九年：1,362,753港元)。

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## 綜合財務報表附註

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### 24. AMOUNT DUE FROM A RELATED COMPANY (Continued)

An ageing analysis of amount due from a related company presented based on the invoice date at the end of the reporting period.

0 – 30 days	0至30日
31 – 60 days	31至60日
61 – 90 days	61至90日
91 – 180 days	91至180日
Over 180 days	超過180日

2010	2009
二零一零年	二零零九年
HK\$	HK\$
港元	港元

1,097,133	1,362,753
920,000	–
1,450,000	–
3,460,000	–
3,665,576	–
<b>10,592,709</b>	<b>1,362,753</b>

Included in the amount due from a related company with aggregate carrying amount of approximately HK\$9,496,000 (2009: nil), which are past due at the reporting date for which the Group has not provided for impairment loss as the amount is subsequently settled. The Group does not hold any collateral over these balances. The average age of these receivables is 147 days (2009: nil).

應收一家關連公司款項中，包括賬面值總額約9,496,000港元（二零零九年：無）之應收款項，該等應收款項於報告日期已逾期，惟本集團並無提撥減值虧損，原因是有關應收款項其後已清償。本集團並無就該等款項持有任何抵押。該等應收款項之平均賬齡為147日（二零零九年：無）。

### Ageing of amount due from a related company which are past due but not impaired

已逾期但無減值之應收一家關連公司款項之賬齡

31 – 60 days	31至60日
61 – 90 days	61至90日
91 – 180 days	91至180日
Over 180 days	超過180日

2010	2009
二零一零年	二零零九年
HK\$	HK\$
港元	港元

920,000	–
1,450,000	–
3,460,000	–
3,665,576	–
<b>9,495,576</b>	<b>–</b>

Total 總計

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## 綜合財務報表附註

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### 25. SHORT-TERM BANK DEPOSITS/BANK BALANCES AND CASH

Short term bank deposits, bank balances and cash comprise cash held by the Group and bank deposits with an original maturity of three months or less. Bank balances and short-term bank deposits of approximately HK\$186,097,000 (2009: HK\$179,933,000), HK\$103,954,000 (2009: HK\$75,094,000) and HK\$5,505,000 (2009: nil) were denominated in USD, AUD and RMB respectively, the currencies other than the functional currency of the respective group entities.

Further, included in the short term bank deposits, bank balances and cash are amounts denominated in RMB of approximately HK\$42,342,000 (2009: HK\$50,196,000), which are not freely convertible into other currencies.

The bank balances and short-term bank deposits carry interest rates with a range from 0.1% to 2.5% (2009: 1.0% to 4.5%) per annum.

### 25. 短期銀行存款／銀行結餘及現金

短期銀行存款、銀行結餘及現金包括本集團所持現金及原存款期為三個月或以下之銀行存款。為數分別約186,097,000港元（二零零九年：179,933,000港元）、103,954,000港元（二零零九年：75,094,000港元）及5,505,000港元（二零零九年：無）之銀行結餘及短期銀行存款分別以美元、澳元及人民幣為單位，三者均非個別集團實體之應用貨幣。

此外，短期銀行存款、銀行結餘及現金包括相當於約42,342,000港元（二零零九年：50,196,000港元）之人民幣款項，該筆款項不可自由兌換為其他貨幣。

銀行結餘及短期銀行存款按年息率介乎0.1%至2.5%（二零零九年：1.0%至4.5%）不等計息。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

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### 26. TRADE AND OTHER PAYABLES AND ACCRUALS

The following is an ageing analysis of trade payables presented based on the invoice date at the end of the reporting period.

		2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
0 – 30 days	0至30日	<b>34,329,771</b>	28,590,389
31 – 60 days	31至60日	<b>8,211,155</b>	665,231
61 – 90 days	61至90日	<b>1,631,567</b>	929,215
Over 90 days	超過90日	<b>410,951</b>	862,889
Total trade payables	貿易應付款項總額	<b>44,583,444</b>	31,047,724
Accrued expenses and other payables	應付費用及其他應付款項	<b>17,264,364</b>	16,295,392
		<b>61,847,808</b>	47,343,116

The average credit period is 90 days. The Group has financial risk management policies in place to ensure that all payables within the credit timeframe.

Trade payables of approximately HK\$12,294,000 (2009: HK\$19,621,000) and HK\$964,000 (2009: HK\$403,000) were denominated in RMB and JPY respectively, the currencies other than the functional currency of the respective group entities.

### 27. BANK BORROWINGS

The bank borrowings are unsecured bank import loans which are repayable within one year from the end of the reporting period and carry at Hong Kong Interbank Offered Rate plus spread, ranging from 2% to 2.2% (2009: 3% to 3.5%) per annum.

All the bank borrowings were denominated in USD, the currency other than the functional currency of the respective group entities.

### 26. 貿易及其他應付款項及應計費用

以下為根據報告期末之發票日期呈列之貿易應付款項賬齡分析。

	2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
0 – 30 days	<b>34,329,771</b>	28,590,389
31 – 60 days	<b>8,211,155</b>	665,231
61 – 90 days	<b>1,631,567</b>	929,215
Over 90 days	<b>410,951</b>	862,889
Total trade payables	<b>44,583,444</b>	31,047,724
Accrued expenses and other payables	<b>17,264,364</b>	16,295,392
	<b>61,847,808</b>	47,343,116

平均信貸期為90日。本集團已制定財務風險管理政策，以確保所有應付款項按期支付。

為數分別約12,294,000港元（二零零九年：19,621,000港元）及964,000港元（二零零九年：403,000港元）之貿易應付款項分別以人民幣及日圓為單位，兩者均非個別集團實體之應用貨幣。

### 27. 銀行借貸

銀行借貸為無抵押銀行入口貸款，須於報告期末起計一年內償還，按香港銀行同業拆息加年息差介乎2%至2.2%（二零零九年：3%至3.5%）不等計息。

所有銀行借貸均以美元為單位，而美元並非個別集團實體之應用貨幣。

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## 綜合財務報表附註

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### 28. DEFERRED TAXATION

The following are the major deferred tax liabilities (asset) recognised and movements thereon during the current and prior years:

		Accelerated tax depreciation 加速稅務 折舊 HK\$ 港元	Tax losses 稅務虧損 HK\$ 港元	Intangible assets 無形資產 HK\$ 港元	Total 總計 HK\$ 港元
At 1 April 2008	於二零零八年四月一日	15,970,160	(536,570)	–	15,433,590
(Credit) charge to profit or loss for the year	(撥入) 扣除自本年度損益	(1,785,857)	74,616	–	(1,711,241)
Effect of change in tax rate	稅率變動之影響	(917,848)	27,148	–	(890,700)
At 31 March 2009	於二零零九年 三月三十一日	13,266,455	(434,806)	–	12,831,649
(Credit) charge to profit or loss for the year	(撥入) 扣除自本年度損益	(1,270,823)	134,562	(284,385)	(1,420,646)
Acquisition of subsidiaries	收購附屬公司	–	–	2,497,420	2,497,420
<b>At 31 March 2010</b>	<b>於二零一零年 三月三十一日</b>	<b>11,995,632</b>	<b>(300,244)</b>	<b>2,213,035</b>	<b>13,908,423</b>

At the end of the reporting period, the Group has estimated unused tax losses of approximately HK\$14,036,000 (2009: HK\$40,826,000) available to offset against future profits. A deferred tax asset has been recognised in respect of approximately HK\$1,820,000 (2009: HK\$2,635,000) of the tax losses. No deferred tax asset has been recognised in respect of the remaining tax losses of HK\$12,216,000 (2009: HK\$38,191,000) due to the unpredictability of future profit streams. Such losses may be carried forward indefinitely.

### 28. 遞延稅項

以下為於現時及過往年度確認之主要遞延稅務負債(資產)及其變動:

於報告期末，本集團可供抵銷未來溢利之估計未動用稅務虧損約為14,036,000港元(二零零九年：40,826,000港元)。本集團已就為數約1,820,000港元(二零零九年：2,635,000港元)之稅務虧損確認遞延稅務資產。由於難以預測未來溢利流量，故並無就其餘稅務虧損12,216,000港元(二零零九年：38,191,000港元)確認遞延稅務資產。該等虧損可無限期結轉。



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## 綜合財務報表附註

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### 29. SHARE CAPITAL

### 29. 股本

		Par value of each ordinary share 每股普通股面值 HK\$ 港元	Number of shares 股份數目	Share capital 股本 HK\$'000 千港元
Ordinary shares	普通股			
Authorised:	法定:			
At 1 April 2008, 31 March 2009 and 31 March 2010	於二零零八年四月一日、 二零零九年三月三十一日及 二零一零年三月三十一日	0.005	100,000,000,000	500,000,000
Issued and fully paid:	已發行及繳足:			
At 1 April 2008, 31 March 2009 and 31 March 2010	於二零零八年四月一日、 二零零九年三月三十一日及 二零一零年三月三十一日	0.005	10,193,545,600	50,967,728

### 30. ACQUISITION OF SUBSIDIARIES

On 16 June 2009, the Group acquired the entire equity interest in Newway Entertainment Limited and its subsidiaries (collectively referred to as the "Newway Entertainment Group") for cash consideration of HK\$65,000,000 from Newway Enterprise Holdings Limited ("Newway Enterprise"). The acquisition had been accounted for using the purchase method of accounting.

Dr. SUEK Chai Kit, Christopher, the beneficial owner of Newway Enterprise, has grant a put option ("Put Option") to the Group, exercisable at any time from the completion of this acquisition ("Completion") and ending on the second anniversary date of the Completion to require Dr. SUEK Chai Kit, Christopher to buy back the entire equity interest in Newway Entertainment Group at a consideration of HK\$65,000,000 and any investment cost contributed by the Group after the Completion. The directors considered the consideration paid of HK\$65,000,000 represents the fair value of business acquired, accordingly, the fair value of the Put Option of approximately HK\$19,561,000 at initial recognition is considered as a deemed contribution and hence credited to the equity.

### 30. 收購附屬公司

於二零零九年六月十六日，本集團自Newway Enterprise Holdings Limited（「Newway Enterprise」）收購Newway Entertainment Limited及其附屬公司（統稱「Newway Entertainment集團」）全部股權，現金代價為65,000,000港元。該項收購已採用購買會計法入賬。

薛濟傑博士為Newway Enterprise之實益擁有人，已向本集團授予認沽期權（「認沽期權」），可於該項收購完成（「完成」）至截至完成之滿第二週年當日期間任何時間行使，要求薛濟傑博士以代價65,000,000港元購回Newway Entertainment集團全部股權及於完成後本集團應佔投資成本。董事認為所支付之代價65,000,000港元為所收購業務之公平值，因此，認沽期權公平值約19,561,000港元於初步確認時被視為一項視作貢獻及因而被計入權益。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

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### 30. ACQUISITION OF SUBSIDIARIES (Continued)

The net assets acquired in the transaction, and the goodwill arising, are as follows:

### 30. 收購附屬公司 (續)

交易所收購之資產淨值及所產生之商譽如下：

		Acquiree's carrying amounts before combinations 於合併前 被收購方之 賬面值 HK\$ 港元	Fair value adjustments 公平值調整 HK\$ 港元	Fair value 公平值 HK\$ 港元
Net assets acquired:	所收購資產淨值：			
Bank balances and cash	銀行結餘及現金	6,509,892	-	6,509,892
Film rights	影片版權	5,525,678	625,996	6,151,674
Trade and other receivables	貿易及其他應收款項	8,109,480	-	8,109,480
Other creditors and accruals	其他應付賬款及應計 款項	(2,578,559)	-	(2,578,559)
Tax payable	應付稅項	(746,399)	-	(746,399)
Intangible assets in relation to artiste contracts and trademark	與藝人合約及商標 有關之無形資產	-	14,509,880	14,509,880
Deferred tax	遞延稅項	-	(2,497,420)	(2,497,420)
		16,820,092	12,638,456	29,458,548
Goodwill	商譽			36,025,324
				65,483,872
Total consideration satisfied by:	總代價以下列方式支付：			
Cash	現金			65,000,000
Directly attributable costs	直接應佔成本			483,872
				65,483,872
Net cash outflow arising on acquisition:	收購產生之現金流出 淨額：			
Cash consideration paid	已付現金代價			(65,483,872)
Bank balances and cash	銀行結餘及現金			6,509,892
				(58,973,980)

# Notes to the Consolidated Financial Statements

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### 30. ACQUISITION OF SUBSIDIARIES (Continued)

Goodwill arose in the acquisition of Neway Entertainment Group because the cost of the combination included a control premium. In addition, the consideration paid for the combination effectively included amounts in relation to the benefit of revenue growth and future market development. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets. The Group also acquired the customer relationships of Neway Entertainment Group as part of the acquisition. These assets could not be separately recognised from goodwill because they are not capable of being separated from the Group and sold, transferred, licensed, rented or exchanged, either individually or together with any related contracts.

The fair value of the Put Option of approximately HK\$19,561,000 at initial recognition is contributed by Dr. SUEK Chai Kit, Christopher. The fair value of the Put Option was determined at the date of grant using Black-Scholes option pricing model. The following assumptions were used to calculate the fair value of the Put Option:

Share price (Note i)	HK\$65,000,000
Exercise price	HK\$65,000,000
Expected life of options	2 years
Expected volatility (Note ii)	54.5%
Expected dividend yield	1.49%
Risk free rate	0.704%

### 30. 收購附屬公司 (續)

由於合併成本包括控制權溢價，故收購Neway Entertainment集團產生商譽。此外，合併之已付代價實際包括與收益增長及未來市場發展之利益有關之金額。由於該等利益不符合可識別無形資產之確認條件，故並無與商譽分開確認。本集團亦已收購Neway Entertainment集團之客戶關係（作為收購一部分）。由於該等資產不能與本集團分開及個別或連同與任何相關合約出售、轉讓、特許使用、出租或交換，因而無法與商譽分開確認。

認沽期權於初步確認時之公平值約19,561,000港元由薛濟傑博士貢獻。認沽期權之公平值於授出日期使用畢蘇期權定價模式釐定。以下假設乃用以計算認沽期權之公平值：

股價 (附註i)	65,000,000港元
行使價	65,000,000港元
預期期權年期	2年
預期波幅 (附註ii)	54.5%
預期股息率	1.49%
無風險利率	0.704%

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## 綜合財務報表附註

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### 30. ACQUISITION OF SUBSIDIARIES (Continued)

The Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of the share price. The changes in the subjective input assumptions can materially affect the fair value estimate.

Notes:

- (i) The share price is HK\$65,000,000, which is equal to the purchase consideration of the acquisition.
- (ii) The expected volatility of the Put Option is based on the historical daily share price movements of a set of comparable companies over a historical period of 2 years.

Neway Entertainment Group contributed approximately HK\$809,000 to the Group's profit for the period between the date of acquisition and at the end of the reporting period.

If the acquisition had been completed on 1 April 2009, total group revenue and profit for the year would have been HK\$579,139,000 and HK\$57,299,000 respectively. The pro forma information is for illustrative purposes only and is not necessarily an indication of the revenue and results of the operations of the Group that actually would have been achieved had the acquisition been completed on 1 April 2009, nor is it intended to be a projection of future results.

### 30. 收購附屬公司 (續)

畢蘇期權定價模式要求輸入高度主觀假設，包括股價波幅。主觀輸入假設變動可重大影響公平值估計。

附註：

- (i) 股價為65,000,000港元，相等於收購事項之購買代價。
- (ii) 認沽期權之預期波幅乃以一組可資比較公司過去兩年期間過往每日股價變動為基礎。

Neway Entertainment集團於收購日期至報告期末期間為本集團溢利貢獻約809,000港元。

倘該項收購於二零零九年四月一日已經完成，本年度集團總收益及溢利分別應為579,139,000港元及57,299,000港元。備考資料僅供說明用途，並不表示該項收購於二零零九年四月一日已經完成時本集團實際可達致之收益及經營業績，亦不擬作為未來業績之預測。

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## 綜合財務報表附註

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### 31. LEASE COMMITMENTS

At the end of the reporting period, the Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of premises which fall due as follows:

		2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
Within one year	一年內	4,527,643	4,072,240
In the second to fifth year inclusive	第二至第五年內 (包括首尾兩年)	7,446,802	9,126,865
Over five years	超過五年	51,877,565	53,302,389
		63,852,010	66,501,494

Operating lease payments represent rentals payable by the Group for factory premises and staff quarters in the PRC. Leases for factory premises and staff quarters are negotiated for terms of 1 to 50 years. Rentals are fixed for 1 to 5 years.

### 31. 租賃承擔

於報告期末，本集團就物業之不可撤銷經營租賃應付之未來最低租賃款項承擔於以下期間到期繳付：

		2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
		4,527,643	4,072,240
		7,446,802	9,126,865
		51,877,565	53,302,389
		63,852,010	66,501,494

經營租賃款項指本集團就位於中國之工廠物業及員工宿舍應付之租金。工廠物業及員工宿舍之租賃期議定為1至50年不等。租金於1至5年內固定不變。

### 32. CAPITAL COMMITMENTS

Capital expenditure contracted for but not provided in the consolidated financial statements in respect of acquisition of property, plant and equipment and land use rights

就收購物業、廠房及設備以及土地使用權而巳訂約但未在綜合財務報表中提撥準備之資本開支

### 32. 資本承擔

		2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
		15,597,305	16,140,902

15,597,305

16,140,902



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### 33. RETIREMENT BENEFITS SCHEMES

The Group operates a defined contribution retirement benefits scheme ("ORSO Scheme") for certain qualifying employees in Hong Kong. The assets of the ORSO Scheme are held separately from those of the Group in funds under the control of the trustee. Contributions to the ORSO Scheme are at rates specified in the rules of the ORSO Scheme. Where there are employees who leave the ORSO Scheme prior to vesting in full in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions.

With effect from 1 December 2000, the Group has also joined a mandatory provident fund scheme ("MPF Scheme") for its employees in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Scheme Authority under the Mandatory Provident Fund Scheme Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the MPF Scheme, the employer and its employees are each required to make contributions to the MPF Scheme at rates specified in the rules. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions. Except for voluntary contribution, no forfeited contribution under the MPF Scheme is available to reduce the contribution payable in future years.

The retirement benefits schemes contributions arising from the ORSO Scheme and the MPF Scheme charged to the consolidated statement of comprehensive income represent contributions payable to the funds by the Group at rates specified in the rules of the schemes.

### 33. 退休福利計劃

本集團為香港之若干合資格僱員推行定額供款退休福利計劃（「ORSO計劃」）。ORSO計劃之資產由信託人控制之基金持有，與本集團之資產分開處理。ORSO計劃之供款乃按ORSO計劃之規則所訂明之比率計算。倘僱員於可全數取得供款前退出ORSO計劃，本集團應作出之供款可因沒收之供款而減少。

自二零零零年十二月一日起，本集團亦已為其香港僱員參加強制性公積金計劃（「強積金計劃」）。強積金計劃已根據強制性公積金計劃條例於強制性公積金計劃管理局註冊。強積金計劃之資產由獨立信託人控制之基金持有，與本集團之資產分開處理。根據強積金計劃，僱主及其僱員各須按規則訂明之比率向強積金計劃作出供款。本集團於強積金計劃下之唯一責任為作出規定作出之供款。除自願供款外，概無任何強積金計劃之沒收供款可用以減少來年應作出之供款。

於綜合全面收益表內扣除之ORSO計劃及強積金計劃下之退休福利計劃供款，乃指本集團按該等計劃規則訂明之比率應向基金作出之供款。

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### 33. RETIREMENT BENEFITS SCHEMES (Continued)

For the retirement benefits of the Group's qualifying employees in the PRC, the Group has participated in the retirement benefits scheme operated by the local municipal government of Shenzhen. The Group is required to contribute a specified percentage of their payroll costs to the scheme to fund the benefits. The employees are entitled to retirement pension calculated with reference to their basic salaries on retirement and their length of services in accordance with the relevant government regulations. The only obligation of the Group with respect to the scheme is to pay the ongoing required contributions under the scheme. Contributions to the scheme are charged to the consolidated statement of comprehensive income as they become payable in accordance with the rules of the scheme.

At 31 March 2010 and 2009, there were no significant forfeited contributions which arose upon employees leaving the schemes before they are fully vested in the contributions and which are available to reduce the contributions payable by the Group in the future.

### 34. RELATED PARTY TRANSACTIONS

(a) Apart from the amount due from a related company as disclosed in note 24, during the year, the Group has entered into significant transactions between related parties and subsidiaries of the Company as follows:

		2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
Promotion service fee income (Note i)	推廣服務費收入 (附註i)	8,010,000	-
Licensed fee income (Note ii)	特許收入(附註ii)	2,465,576	-
Sales of goods (Note ii)	出售貨品(附註ii)	303,460	356,072
Office rental expenses (Note i)	辦公室租金開支 (附註i)	270,000	-
Premises rental expenses (Note iii)	物業租金開支(附註iii)	840,000	840,000

### 33. 退休福利計劃(續)

至於本集團在中國之合資格僱員之退休福利方面，本集團已參加由深圳地方市政府管理之退休福利計劃。本集團須按有關僱員薪酬成本之某一百分比向計劃供款，以為福利提供資金。僱員可享有根據相關政府規例按退休時之基本薪金及服務年期計算之退休福利。本集團於該計劃之唯一責任為持續作出計劃規定作出之供款。向該計劃作出之供款會根據該計劃之規則，於應繳時在綜合全面收益表內扣除。

於二零一零年及二零零九年三月三十一日，概無因僱員於全數取得供款前退出該等計劃而沒收，並可用以減少本集團之未來應繳供款之重大沒收供款。

### 34. 關連人士交易

(a) 除附註24所披露應收一家關連公司款項外，年內本集團有若干關連人士與本公司附屬公司進行下列多項重大交易：

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### 34. RELATED PARTY TRANSACTIONS (Continued)

#### (a) (Continued)

Notes:

- (i) The transactions have carried out with Neway Karaoke Box Limited, a company beneficially owned by Dr. SUEK Chai Kit, Christopher.
- (ii) The transactions were carried out with subsidiaries of Neway Karaoke Box Limited.
- (iii) The transaction was carried out with another related company, a company beneficially owned by the spouse and sons of Dr. SUEK Chai Kit, Christopher.

#### (b) Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

		2010 二零一零年 HK\$ 港元	2009 二零零九年 HK\$ 港元
Short-term benefits	短期福利	10,442,469	7,927,120
Post-employment benefits	離職後福利	184,726	138,808
		<b>10,627,195</b>	<b>8,065,928</b>

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

### 34. 關連人士交易 (續)

#### (a) (續)

附註:

- (i) 該等交易乃與薛濟傑博士實益擁有之公司Neway Karaoke Box Limited進行。
- (ii) 該等交易乃與Neway Karaoke Box Limited之附屬公司進行。
- (iii) 該項交易乃與另一家關連公司(一家由薛濟傑博士之配偶及兒子實益擁有之公司)進行。

#### (b) 主要管理人員之報酬

以下為董事及其他主要管理人員於本年度之酬金:

董事及主要行政人員之酬金乃由薪酬委員會按個別人士之表現及市場趨勢釐定。

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### 35. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to owners through the optimisation of the debt and equity balance.

The capital structure of the Group consists of debt, which includes bank borrowings disclosed in note 27, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued capital and reserves.

The management of the Group reviews the capital structure on a continuous basis taking into account the cost of capital and the risk associated with the capital. The Group will balance its overall capital structure through new share issues, repurchase of shares and the issue of new debt or the redemption of the existing debt.

The Group's overall strategy remains unchanged from prior year.

### 36. EVENT AFTER THE REPORTING PERIOD

In June 2010, the Group entered a sale and purchase agreement with an independent third party to dispose film rights and prepayment on film production with a consideration of HK\$8,800,000. The carrying amount of film rights and prepayment as at 31 March 2010 is approximately HK\$6,152,000 and HK\$3,180,000 respectively. The disposal does not have significant financial impact to the results of the Group.

### 35. 資本風險管理

本集團管理其資本以確保本集團旗下各實體能持續經營，同時透過維持良好的債項及權益平衡，盡量提高擁有人回報。

本集團之資本架構由債項（包括附註27所披露之銀行借貸，扣除現金及現金等值）及本公司擁有人應佔權益（包括已發行股本及儲備）組成。

本集團之管理層持續檢討資本架構，考慮之事項包括資本成本及資本所涉及之風險。本集團將透過發行新股、購回股份及新增債項或贖回現有債項平衡其整體資本架構。

本集團之整體策略與上年度相同。

### 36. 報告期後事項

於二零一零年六月，本集團與獨立第三方訂立買賣協議，出售影片版權及電影製作預付款項，代價為8,800,000港元。於二零一零年三月三十一日，影片版權及預付款項之賬面值分別約為6,152,000港元及3,180,000港元。是項出售不會對本集團業績造成重大財務影響。

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 37. PARTICULARS OF SUBSIDIARIES

### 37. 附屬公司之詳情

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 註冊成立／註冊地點	Paid up issued/ registered share capital 繳足已發行／ 註冊股本	Effective percentage of issued share capital/registered capital held by the Company 本公司所持已發行 股本／註冊資本 實際百分比		Principal activities 主要業務
			2010 二零一零年	2009 二零零九年	
Chung Tai Printing Holdings Limited (previously known as "Chung Tai Printing (B.V.I.) Limited")	BVI	HK\$10,000	100	100	Investment holding
Chung Tai Printing Holdings Limited (前稱Chung Tai Printing (B.V.I.) Limited)	英屬處女群島	10,000港元	100	100	投資控股
Chung Tai Printing Company Limited	Hong Kong	HK\$1,000 ordinary HK\$500,000 deferred non-voting	100	100	Investment holding
中大印刷有限公司	香港	1,000港元普通股 500,000港元 無投票權遞延股	100	100	投資控股
The Greatime Printing (Shenzhen) Co., Ltd. 雅大印刷(深圳)有限公司	The PRC 中國	HK\$12,000,000 registered capital 12,000,000港元 註冊資本	100	100	Label and offset printing 標籤及柯式印刷
中大印刷(清遠)有限公司	The PRC	HK\$72,000,000 registered capital	100	100	Inactive
中大印刷(清遠)有限公司	中國	72,000,000港元 註冊資本	100	100	暫無業務
雅大印刷(清遠)有限公司	The PRC	HK\$10,000,000 registered capital	100	100	Inactive
雅大印刷(清遠)有限公司	中國	10,000,000港元 註冊資本	100	100	暫無業務



# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 37. PARTICULARS OF SUBSIDIARIES (Continued)

### 37. 附屬公司之詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 註冊成立/註冊地點	Paid up issued/ registered share capital 繳足已發行/ 註冊股本	Effective percentage of issued share capital/registered capital held by the Company 本公司所持已發行 股本/註冊資本 實際百分比		Principal activities 主要業務
			2010 二零一零年	2009 二零零九年	
Chung Tai Printing (China) Company Limited	Hong Kong	HK\$1,000 ordinary HK\$10,000 deferred non-voting	100	100	Label and offset printing
中大印刷(中國)有限公司	香港	1,000港元普通股 10,000港元 無投票權遞延股	100	100	標籤及柯式印刷
The Greatime Offset Printing Company Limited	Hong Kong	HK\$1,000 ordinary HK\$1,000,000 deferred non-voting	100	100	Inactive
雅大柯式印刷有限公司	香港	1,000港元普通股 1,000,000港元 無投票權遞延股	100	100	暫無業務
Delight Source Limited	Hong Kong	HK\$200,000 ordinary	100	100	Trading of advertising materials
亮燃有限公司	香港	200,000港元普通股	100	100	買賣廣告物料
Profit Link Investment Limited	Hong Kong	HK\$100 ordinary HK\$2 deferred non-voting	100	100	Property investment
中大投資管理有限公司	香港	100港元普通股 2港元 無投票權遞延股	100	100	物業投資
Chung Tai Investment & Development Co. Limited (previously known as "Gifts Source Limited")	Hong Kong	HK\$1 ordinary	100	100	Inactive
中大投資發展有限公司 (前稱: Gifts Source Limited)	香港	1港元普通股	100	100	暫無業務

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 37. PARTICULARS OF SUBSIDIARIES (Continued)

### 37. 附屬公司之詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 註冊成立/註冊地點	Paid up issued/ registered share capital 繳足已發行/ 註冊股本	Effective percentage of issued share capital/registered capital held by the Company 本公司所持已發行 股本/註冊資本 實際百分比		Principal activities 主要業務
			2010 二零一零年	2009 二零零九年	
Chung Tai Management Limited 中大管理有限公司	Hong Kong 香港	HK\$100 ordinary HK\$2 deferred non-voting 100港元普通股 2港元 無投票權遞延股	100	100	Inactive 暫無業務
Chung Tai Packaging Limited 中大包裝有限公司	Hong Kong 香港	HK\$10,000 10,000港元	100	100	Inactive 暫無業務
Brilliant Wise International Limited Brilliant Wise International Limited	BVI 英屬處女群島	US\$1 ordinary 1美元普通股	100	100	Investment holding 投資控股
Gain Capital International Limited Gain Capital International Limited	BVI 英屬處女群島	US\$1 ordinary 1美元普通股	100	100	Investment holding 投資控股
General Star Industrial Limited 港星實業有限公司	Hong Kong 香港	HK\$1 ordinary 1港元普通股	100	100	Investment in TV series production 電視連續劇製作 投資
Neway Entertainment Limited Neway Entertainment Limited	BVI 英屬處女群島	US\$1 Ordinary 1美元普通股	100	–	Investment holding 投資控股
Star Entertainment Limited 星娛樂有限公司	Hong Kong 香港	HK\$1 Ordinary 1港元普通股	100	–	Inactive 暫無業務

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## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 37. PARTICULARS OF SUBSIDIARIES (Continued)

### 37. 附屬公司之詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 註冊成立/註冊地點	Paid up issued/ registered share capital 繳足已發行/ 註冊股本	Effective percentage of issued share capital/registered capital held by the Company 本公司所持已發行 股本/註冊資本 實際百分比		Principal activities 主要業務
			2010 二零一零年	2009 二零零九年	
Star Entertainment (Universe) Limited	Hong Kong	HK\$1 Ordinary	100	–	Provision of artists management and music licensing services and sales of music albums
星娛樂(環宇)有限公司	香港	1港元普通股	100	–	提供藝人管理及音樂版權服務及銷售音樂唱片
Newway Star Limited	Hong Kong	HK\$10,000 Ordinary	100	–	Provision of music licensing services and investment holding
新時代星工廠有限公司	香港	10,000港元普通股	100	–	提供音樂版權服務及投資控股
Sansible Corporation Limited 成豐號有限公司	Hong Kong 香港	HK\$10,000 ordinary 10,000港元普通股	100 100	– –	Inactive 暫無業務
Newway Star Pictures Limited	Hong Kong	HK\$10,000 Ordinary	100	–	Production and distribution of movies
新時代影畫製作有限公司	香港	10,000港元普通股	100	–	電影製作及發行
Newway Star Music Limited	Hong Kong	HK\$10,000 Ordinary	100	–	Sales of music albums
新時代音樂製作有限公司	香港	10,000港元普通股	100	–	銷售音樂唱片
Newway Star Artiste Management Limited	Hong Kong	HK10,000 Ordinary	100	–	Provision of artists management services
新時代藝員管理有限公司	香港	10,000港元普通股	100	–	提供藝人管理服務

# Notes to the Consolidated Financial Statements

## 綜合財務報表附註

For the year ended 31 March 2010

截至二零一零年三月三十一日止年度

### 37. PARTICULARS OF SUBSIDIARIES (Continued)

### 37. 附屬公司之詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration 註冊成立/註冊地點	Paid up issued/ registered share capital 繳足已發行/ 註冊股本	Effective percentage of issued share capital/registered capital held by the Company 本公司所持已發行 股本/註冊資本 實際百分比		Principal activities 主要業務
			2010 二零一零年	2009 二零零九年	
SmartMax International Limited	BVI	US\$1 Ordinary	100	100	Investment holding
SmartMax International Limited	英屬處女群島	1美元普通股	100	100	投資控股
Citicorp Development Limited	Hong Kong	HK\$1 ordinary	100	100	Investment holding
啓高發展有限公司	香港	1港元普通股	100	100	投資控股

*Note:* The Greatime Printing (Shenzhen) Co., Ltd., 中大印刷(清遠)有限公司 and 雅大印刷(清遠)有限公司 are wholly foreign owned enterprises in the PRC.

*附註:* 雅大印刷(深圳)有限公司、中大印刷(清遠)有限公司及雅大印刷(清遠)有限公司乃中國之外商獨資企業。

All operations are carried out in Hong Kong and the PRC.

所有業務均於香港及中國進行。

Chung Tai Printing Holdings Limited, Brilliant Wise International Limited, Gain Capital International Limited, Citicorp Development Limited and SmartMax International Limited are directly owned by the Company. All other subsidiaries are indirectly owned by the Company.

Chung Tai Printing Holdings Limited、Brilliant Wise International Limited、Gain Capital International Limited、啓高發展有限公司及SmartMax International Limited由本公司直接擁有。所有其他附屬公司由本公司間接擁有。

The deferred non-voting shares, which are not held by the Group, practically carry no rights to dividends nor to receive notice of nor to attend or vote at any general meeting of the relevant companies or to participate in any distribution on winding up.

無投票權遞延股(非由本集團持有)之持有人實質上無權獲派股息及接收股東大會通告或出席有關公司之任何股東大會或於會上投票,或於清盤時參與任何分派。

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

附屬公司於年終或年內任何時間概無任何尚未償還之債務證券。

# Financial Summary

## 財務概要

### RESULTS

### 業績

For the year ended 31 March

截至三月三十一日止年度

		2006	2007	2008	2009	2010
		二零零六年	二零零七年	二零零八年	二零零九年	二零一零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	收益	662,544	678,029	728,563	691,495	<b>569,016</b>
Profit (loss) before taxation	除稅前溢利 (虧損)	63,969	40,761	41,184	(16,016)	<b>63,166</b>
Taxation	稅項	(6,512)	(6,268)	(2,164)	(1,920)	<b>(2,953)</b>
Profit (loss) for the year	本年度溢利 (虧損)	57,457	34,493	39,020	(17,936)	<b>60,213</b>

### ASSETS AND LIABILITIES

### 資產與負債

At 31 March

於三月三十一日

		2006	2007	2008	2009	2010
		二零零六年	二零零七年	二零零八年	二零零九年	二零一零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Total assets	資產總值	646,424	658,326	1,015,703	817,001	<b>896,267</b>
Total liabilities	負債總值	92,383	86,988	236,577	62,511	<b>87,562</b>
Total equity	權益總額	554,041	571,338	779,126	754,490	<b>808,705</b>



**Neway Group Holdings Limited**  
**中星集團控股有限公司**

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