



華南城

China South City Holdings Limited
華南城控股有限公司

(incorporated in Hong Kong with limited liability)
(於香港註冊成立的有限公司)

Stock Code 股份代號 : 1668



Annual Report 年報 2010/11





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Corporate Information

公司資料

Board of Directors

Executive Directors

Mr. Cheng Chung Hing (*Co-Chairman*)
Mr. Leung Moon Lam (*Chief Executive Officer*)
Professor Xu Yang

Non-Executive Directors

Dr. Ma Kai Cheung *SBS, BBS (Co-Chairman)*
Mr. Sun Kai Lit Cliff *BBS, JP*
Dr. Ma Wai Mo
Mr. Cheng Tai Po

Independent Non-Executive Directors

Mr. Leung Kwan Yuen Andrew *GBS, SBS, JP*
Mr. Li Wai Keung
Mr. Hui Chiu Chung Stephen *JP*
Mr. Shi Wan Peng

Chief Financial Officer

Mr. Fung Sing Hong Stephen (*FCPA*)

Company Secretary

Ms. Tse Man Yu Michelle (*FCPA*)

Auditors

Ernst & Young

Legal Advisors

As to Hong Kong law
Baker & McKenzie

As to China law
Commerce & Finance Law Offices

Compliance Advisor

Haitong International Capital Limited

董事會

執行董事

鄭松興先生 (*聯席主席*)
梁滿林先生 (*行政總裁*)
許揚教授

非執行董事

馬介璋博士 *銀紫荊星章、銅紫荊星章 (聯席主席)*
孫啟烈先生 *銅紫荊星章、太平紳士*
馬偉武博士
鄭大報先生

獨立非執行董事

梁君彥先生 *金紫荊星章、銀紫荊星章、太平紳士*
李偉強先生
許照中先生 *太平紳士*
石萬鵬先生

集團首席財務總監

馮星航先生 (*FCPA*)

公司秘書

謝文瑜女士 (*FCPA*)

核數師

安永會計師事務所

法律顧問

香港法律
貝克•麥堅時律師事務所

中國法律
通商律師事務所

合規顧問

海通國際資本有限公司

Principal Bankers

The Hongkong and Shanghai Banking Corporation Limited
Industrial and Commercial Bank of China Limited
Bank of China Limited
China Construction Bank Corporation Limited
Agricultural Bank of China
Shanghai Pudong Development Bank Co., Ltd.
Industrial and Commercial Bank of China (Asia) Limited

Registered Office

Room 2205, Sun Life Tower,
The Gateway, 15 Canton Road,
Tsimshatsui,
Kowloon,
Hong Kong

Share Registrar

Computershare Hong Kong Investor Services Limited
Shops 1712–1716, 17th Floor, Hopewell Centre,
183 Queen's Road East,
Wanchai,
Hong Kong

Listing Information

Share Listing

The Stock Exchange of Hong Kong Limited
Stock code: 1668

Senior Notes Listing

The Company's 13.5% 5 years senior notes due 2016

The Singapore Exchange Securities Trading Limited

Website

www.chinasouthcity.com

Investor Relations

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Email: ir@chinasouthcity.com

主要往來銀行

香港上海滙豐銀行有限公司
中國工商銀行股份有限公司
中國銀行有限公司
中國建設銀行股份有限公司
中國農業銀行
上海浦東發展銀行股份有限公司
中國工商銀行(亞洲)有限公司

註冊辦事處

香港
九龍
尖沙咀
廣東道15號港威大廈
永明金融大樓2205室

證券登記處

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心17樓1712–1716室

上市資料

股份上市

香港聯合交易所有限公司
股份代號：1668

優先票據上市

本公司之於2016年到期的13.5% 5年期
優先票據
新加坡證券交易所有限公司

網站

www.chinasouthcity.com

投資者關係

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China South City Shenzhen

深圳 · 華南城



▲Phase I Trade Centers
一期交易中心

China South City · Shenzhen

Located in Pinghu, Shenzhen, Guangdong Province, China, China South City Shenzhen ("CSC Shenzhen") covers a total site area over 1 million square meters ("sq.m.") with planned GFA of approximately 2.6 million sq.m.. Its phase I and II trade centers and ancillary facilities with a gross floor area ("GFA") of approximately 1.5 million sq.m. are in operation.

Positioned as a modern large-scale integrated logistics and trading platform to serve the Pearl River Delta Region, it covers a wide spectrum of product range, from raw materials to commodities of various industries, complemented by comprehensive ancillary facilities and services including offices, residential, conference and exhibition facilities, both bonded and common warehousing, hotel and restaurants, banking and financial services, on-site logistics services in couple of quality testing services, on-site governmental organizations, etc.

華南城 · 深圳

深圳華南城位處中國廣東省深圳平湖，淨佔地超過1百萬平方米，總規劃建築面積約2.6百萬平方米。建築面積約1.5百萬平方米的一期及二期交易中心及相關配套設施已投入營運。

作為服務珠三角地區的現代大型綜合商貿物流及商品交易平台，深圳華南城涵蓋從原材料到成品的廣泛產品種類，並配以寫字樓、住宅、會議及展覽設施、保稅倉及一般倉儲、酒店及食肆、銀行及金融服務、駐場物流及質檢服務，以及駐場政府機構等完備的配套設施。





Birdview from North Gate 從北門俯瞰華南城



Total GFA
總建築面積

2.60 million m²
百萬平方米

華南城



► Office Tower — Global Logistics Center
寫字樓 — 環球物流中心

▲ Phase II Trade Centers
二期交易中心

■ Phase III Trade Centers (Renderings)
三期交易中心(效果圖)



China South City Heyuan

河源 ◆ 華南城



► Main Entrance of Villa Area
別墅區主入口



▲ Nightview of the Villa
別墅夜景

China South City · Heyuan

Located in Heyuan, Guangdong Province, China, China South City Heyuan ("CSC Heyuan") occupies a site area of approximately 1.14 million sq.m. for the development of residential and commercial facilities with a planned GFA of approximately 2.25 million sq.m.. It also plans to develop a large-scale trade center with a planned site area of approximately 1.2 million sq.m. and GFA of approximately 1.5 million sq.m. upon completion. The construction of villas with a GFA of approximately 223,000 sq.m. has commenced. In the fiscal year ended 31 March 2011 ("FY2011"), the construction of villa units with GFA of approximately 80,000 sq.m. has been completed.

Nestled along the river of Dongjiang, the development of CSC Heyuan's residential and commercial facilities has placed strong emphasis on retaining a natural environment with extensive green works so as to provide a leisure and quality living environment.

華南城 · 河源

位處中國廣東省河源，河源華南城的商住項目淨佔地面積約為1.14百萬平方米，規劃建築面積約2.25百萬平方米。河源華南城亦計劃發展淨佔地面積及總規劃建築面積分別為1.2百萬平方米及1.5百萬平方米的大型交易中心。其建築面積約223,000平方米的別墅建設工程已經展開。截至2011年3月31日止財政年度（「2011年度」），其中80,000平方米的別墅單位已經落成。

坐擁東江河畔，河源華南城的商住建設工程致力於保存其自然優美景緻，以呈獻休閒舒適的高質生活環境。





Club House of CSC Heyuan 河源華南城會所



Total GFA
總建築面積

2.25 million m²
百萬平方米

華南城

Demonstration Unit of the
Villa
別墅示範單位



Garden view of Villas
別墅風景

China South City Nanning

南寧 ◆ 華南城



▲ Trade Centers under Construction
在建中的交易中心

China South City · Nanning

Located in Nanning, Guangxi Zhuang Autonomous Region, China, China South City Nanning (“CSC Nanning”) is planned to cover a site area of approximately 1.83 million sq.m. with planned total GFA of approximately 4.88 million sq.m. upon completion. The construction of its phase I with GFA of approximately 1.31 million sq.m. is underway.

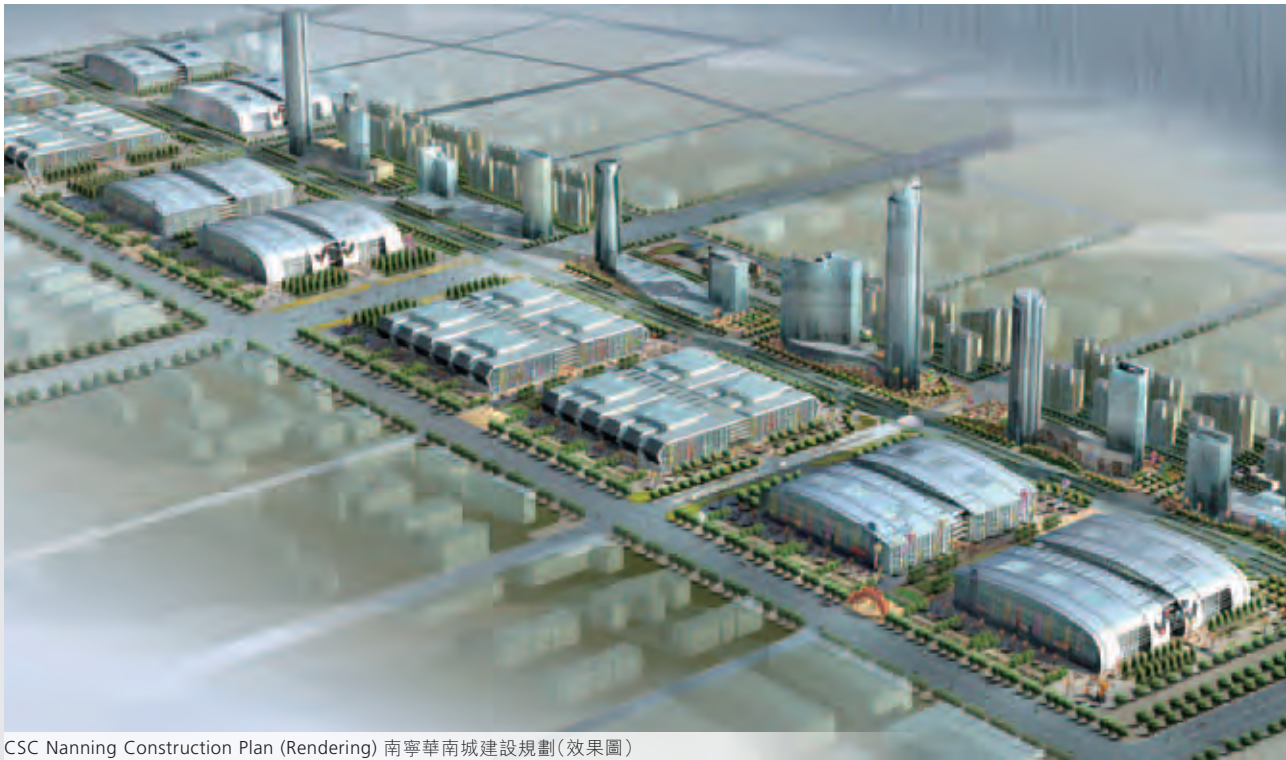
CSC Nanning is positioned as a modern and large-scale integrated logistics and trade center to serve the Northern Bay Region and Southeast Asia. It will provide a full array of facilities including trade centers for commodities of various industries in demand of the region, supporting commercial and residential facilities, hotel and warehouse facilities.

華南城 · 南寧

南寧華南城位於中國廣西省南寧壯族自治區，預計淨佔地面積約1.83百萬平方米，總規劃建築面積約4.88百萬平方米。其一期建築面積約1.31百萬平方米的建設工程已經展開。

定位為現代化大型綜合商貿物流及商品交易中心，以服務北部灣及東南亞地區，南寧華南城將提供完善配套，包括交易中心以展示區內需求殷切的商品，並配以商業及住宅設施、酒店及倉儲設備。





CSC Nanning Construction Plan (Rendering) 南寧華南城建設規劃(效果圖)



Main Entrance of CSC Nanning
南寧華南城主入口

Total GFA
總建築面積

4.88 million m²
百萬平方米

華南城



CSC Nanning
under Construction
在建中的南寧華南城

China South City Nanchang

南昌 ◆ 華南城



▲ Different Trade Centers (Renderings)
交易中心(效果圖)

China South City · Nanchang

Located in Nanchang, Jiangxi Province, China, China South City Nanchang ("CSC Nanchang") is planned to cover a site area of approximately 1.55 million sq.m. with planned total GFA of approximately 4.28 million sq.m. upon completion. The construction of its phase I with GFA of approximately 1.07 million sq.m. is underway.

CSC Nanchang is positioned as a modern and large-scale integrated logistics and trade center to serve the Pan-Pearl River Delta and Yangtze River Delta Region. It will provide a full array of facilities including trade centers for commodities of various industries in demand of the region, supporting commercial and residential facilities, hotel and warehouse facilities.

華南城 · 南昌

南昌華南城位於中國江西省南昌，預計淨佔地面積約1.55百萬平方米，總規劃建築面積約4.28百萬平方米。其一期建築面積約1.07百萬平方米的建設工程已經展開。

定位為現代化大型綜合商貿物流及商品交易中心，以服務泛珠三角及長三角地區，南昌華南城將提供完善配套，包括交易中心以展示區內需求殷切的商品，並配以商業及住宅設施、酒店及倉儲設備。





Commercial Street under Construction 在建中的商業街

Total GFA
總建築面積

4.28 million m²
百萬平方米

華南城



Residential Facilities
under Construction
在建中的住宅設施



Commercial Street
(Rendering)
商業街(效果圖)

China South City Xi'an

西安 ◆ 華南城



CSC Xi'an (Rendering) 西安華南城(效果圖)

China South City · Xi'an

Located in Xi'an, Shaanxi Province, China, China South City Xi'an ("CSC Xi'an") is planned to develop a site area of approximately 10 million sq.m. with planned total GFA of approximately 17.5 million sq.m. upon completion. The construction of its phase I of approximately 630,000 sq.m. is underway.

Benefiting from the opportunities arising from the country's strategic development of the Northwest Region, CSC Xi'an is positioned as a modern and large-scale integrated logistics and trade center to serve Northwest China. It will also provide extensive commercial and residential facilities to complement the development of the project.

華南城 · 西安

西安華南城位於中國陝西省西安，預計淨佔地面積約10百萬平方米，總規劃建築面積約17.5百萬平方米。其一期建築面積約630,000平方米的建設工程已經展開。

受惠於國家發展大西北的政策，西安華南城定位為服務中國大西北地區的現代大型綜合物流及商品交易中心。西安華南城亦將提供不同的商業及住宅設施，以配合該項目的發展需要。

Main Entrance (Rendering)
主入口(效果圖)





CSC Xi'an Construction Plan (Rendering) 西安華南城建設規劃(效果圖)

Total GFA
總建築面積

17.5 million m²
百萬平方米

華南城

Commercial center
(Rendering)
商務中心(效果圖)

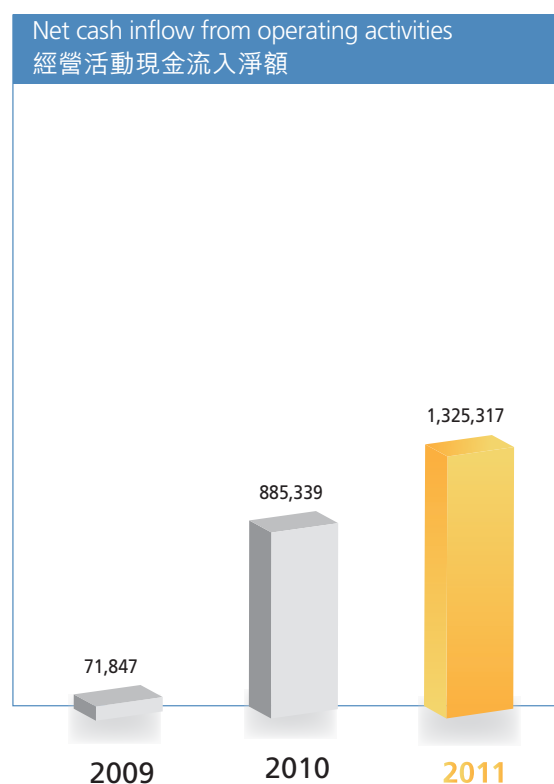
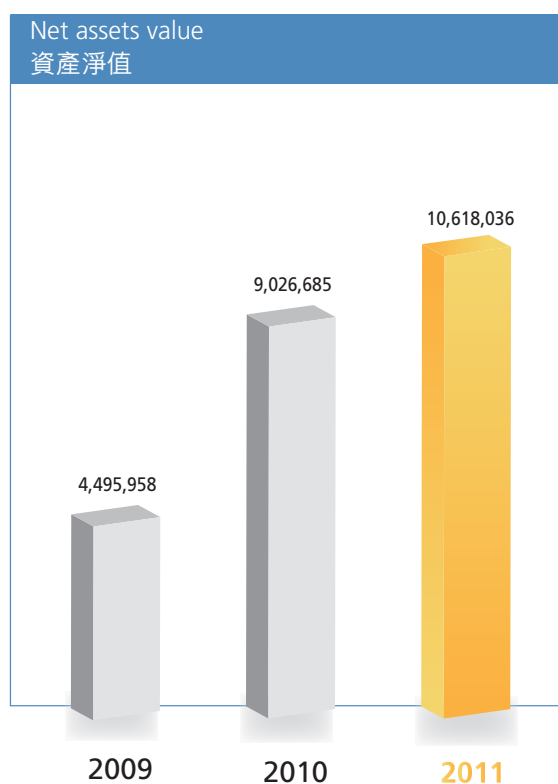
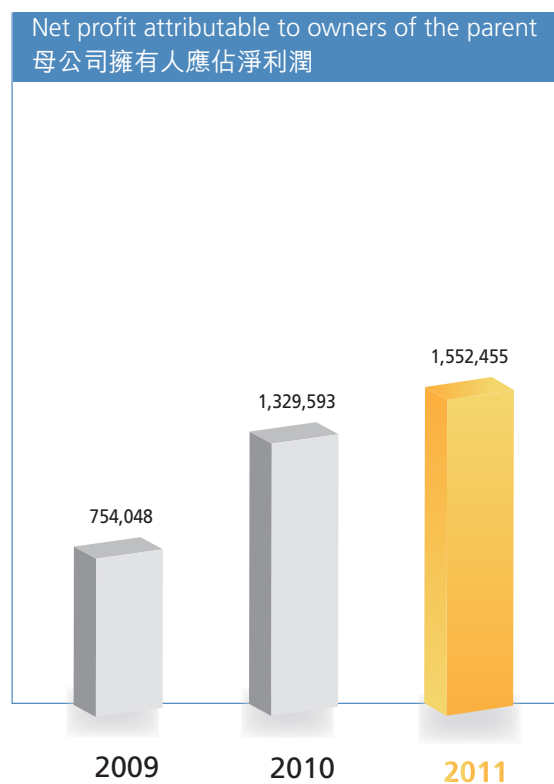
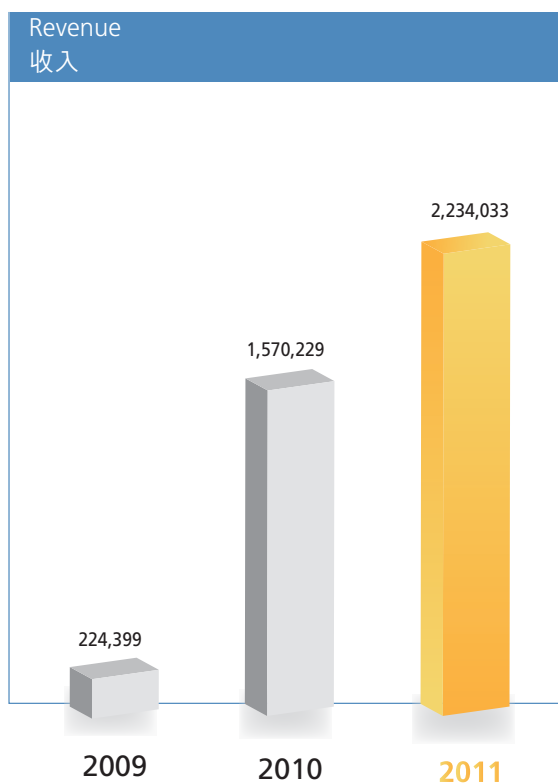


Trade center (Rendering)
交易中心(效果圖)

Financial Highlights

財務摘要

(in HK\$'000 千港元)



For the year ended 31 March

截至3月31日止年度

	2011 HK\$ 港元	2010 HK\$ 港元	Approximate Change % 概約變幅 %
Revenue 收入	2,234.0 million 百萬	1,570.2 million 百萬	↑ 42.3%
Gross profit 毛利	1,333.0 million 百萬	982.7 million 百萬	↑ 35.7%
Gross profit ratio 毛利率	60%	63%	↓ 4.8%
Profit attributable to owners of the parent 母公司擁有人應佔淨利潤	1,552.5 million 百萬	1,329.6 million 百萬	↑ 16.8%
Net profit attributable to owners of the parent excluding fair value gains on investment properties and related tax effect 未計投資物業公平值收益及相關稅務影響的 母公司擁有人應佔淨利潤	542.3 million 百萬	410.7 million 百萬	↑ 32.1%
Operating cash inflow 經營現金流入	1,325.3 million 百萬	885.3 million 百萬	↑ 49.7%
Net assets value 資產淨值	10,618.0 million 百萬	9,026.7 million 百萬	↑ 17.6%
Gearing ratio 資本負債比率	15%	6%	
Proposed final dividend per share 擬派末期股息(每股)	HK2.5 cents 港仙	HK2.0 cents 港仙	

Chairman's Statement

主席報告



On behalf of the board of directors (the "Board") of China South City Holdings Limited ("China South City" or the "Company"), together with its subsidiaries (the "Group"), I am pleased to report the annual results of the Group for the year ended 31 March 2011.

Results and Dividend

The Group achieved remarkable financial performance in FY2011. Total revenue rose by 42.3% year-on-year from approximately HK\$1,570.2 million to approximately HK\$2,234.0 million. Profit attributable to owners of the parent increased by 16.8% year-on-year from approximately HK\$1,329.6 million to approximately HK\$1,552.5 million. Basic earnings per share were HK25.95 cents (fiscal year 2010 ("FY2010"): HK25.32 cents).

The Board proposed a final dividend of HK2.5 cents per share for the year ended 31 March 2011 (FY2010: HK2.0 cents per share), subject to shareholders' approval at the forthcoming annual general meeting of the Company.

Review

During the year under review, China's economy as a whole continued to maintain its strong growth momentum. With this robust economic growth and the effective implementation of government policies and measures aimed at stimulating domestic demand, the consumer markets and business environment

本人謹代表華南城控股有限公司(「華南城」或「本公司」，連同其附屬公司(「本集團」))之董事會(「董事會」)欣然呈報本集團截至2011年3月31日止年度的年度業績。

業績及股息

本集團截至2011年度的財務表現錄得可觀增長。總收入由去年約1,570.2百萬港元增加42.3%至約2,234.0百萬港元。母公司擁有人應佔溢利按年由約1,329.6百萬港元增加16.8%至約1,552.5百萬港元。每股基本盈利為25.95港仙(2010財政年度(「2010年度」): 25.32港仙)。

董事會建議派付截至2011年3月31日止年度的末期股息為每股2.5港仙(2010年度: 每股2.0港仙)，惟須待股東於本公司應屆股東週年大會批准後，方可作實。

回顧

於回顧年度，中國整體經濟繼續其增長勢頭，經濟欣欣向榮，並配合政府推出有效的刺激內需的政策及措施，國內消費者市場及營商環境均令人鼓舞，這為本集團的綜合商貿物流及商品交易中心業務打造有利的經營



throughout the country were invigorated, creating a favorable market condition for the Group's integrated logistics and trade center business. In addition, the tightening property control measures launched by the government have also created an environment beneficial to the sales of trade center units.

For fiscal year 2011, CSC Shenzhen continued to have outstanding performance, enjoying both high occupancy rates and strong trade center units sales. During the year under review, the Group entered into sales contracts and letters of intent for trade center units for a total gross floor area ("GFA") of approximately 94,000 sq.m., of which approximately 85,600 sq.m. (FY2010: approximately 98,000 sq.m.) were contracted for and included in the income statement for the year under review. There was also solid growth in the selling prices of trade center units, with the average selling price reaching HK\$16,750 per sq.m., equivalent to an increase of 11.7% compared to that of last year (FY2010: approximately HK\$15,000 per sq.m.). In light of revenue contribution from CSC Heyuan, and the limited saleable trade center units in CSC Shenzhen, the Group reduced the sales quantity of trade center units during the year under review so as to keep the properties for future price appreciation.

The occupancy rates of trade center units also increased during the year under review. The total occupancy rate of the phase I trade centers and shops increased from 82% to 86%, while that of the phase II trade centers and shops which have been

環境。此外，政府推出房地產市場調控政策趨緊亦有利於交易中心商舖的銷售。

於2011財政年度，深圳華南城持續表現出色，交易中心商舖之佔用率及銷售均十分驕人。於回顧年度，本集團就交易中心商舖約94,000平方米訂立銷售合同及意向書，其中約85,600平方米(2010年度：約98,000平方米)已簽訂合同，並於回顧年度在收益表入賬；交易中心商舖的售價亦有顯著增長，平均售價約為每平方米16,750港元(2010年度：每平方米約15,000港元)，較去年上升11.7%。由於河源華南城的收益貢獻及深圳華南城有限的可售交易中心商舖面積，本集團於回顧年內決定減少交易中心的銷售面積，保留物業，以待日後升值。

於回顧年度，交易中心商舖的佔用率亦有所上升。一期交易中心及商舖的總佔用率由82%增至86%，而二期交易中心及商舖已推出面積的總佔用率亦由25%上升至36%。與

Chairman's Statement

主席報告

launched rose from 25% to 36%. Meanwhile, the average effective monthly rental rates recorded an increase of 15.7% to HK\$32 per sq.m. for the phase I trade center units and shops during the year under review. The phase II trade center units and shops were leased at approximately HK\$34 per sq.m..

CSC Shenzhen's new office tower attained a very high occupancy rate of approximately 96% shortly after its completion in the fiscal year under review. In response to the strong demand for quality office spaces at CSC Shenzhen, the Group is building another office tower with GFA of 52,000 sq.m., the construction of which is expected to be completed in the first quarter of 2012. To complement the development of CSC Shenzhen, the Group plans to start building CSC Shenzhen's phase III trade centers with GFA of approximately 785,000 sq.m. in the coming fiscal year.

Building on the comprehensive planning and strong project management capability as well as the wealth of experience gained from successfully developing CSC Shenzhen, the Group's new projects in Heyuan, Nanning, Nanchang and Xi'an all made concrete progress during the year under review and are largely on track to support the Group's sustained business growth momentum in the coming years.

The construction plan of phase I and part of phase II to build approximately 223,000 sq.m. villas at CSC Heyuan is progressing well, and a GFA of around 80,000 sq.m. had already been completed during the year under review. The villa apartments were launched for sale in mid January 2011. The sale was met with a very positive response, achieving contracted sales of approximately 50,200 sq.m. at a selling price of approximately HK\$9,990 per sq.m..

In CSC Nanning and CSC Nanchang, the phase I of the construction plan for trade center units and residential properties cover a total GFA of approximately 1.31 million sq.m. and 1.07 million sq.m., respectively, a substantial part of which is scheduled to be completed for sale or lease in the coming fiscal year. The exhibition center at CSC Nanning was completed in October 2010 in time to host the "2010 China-ASEAN Light Industrial Products Fair" (the "Fair") later that month. The Fair attracted more than 365 exhibitors and over 335,000 visitor counts, by which we believe it will help promote CSC Nanning.

此同時，一期交易中心及商舖於回顧年度的平均實際月租錄得15.7%之增長至每平方米32港元，而二期交易中心及商舖之月租約為每平方米34港元。

深圳華南城新建之寫字樓於回顧年度落成後短時間內已取得約96%的佔用率。有見深圳華南城的優質寫字樓需求殷切，本集團正著手興建另一幢寫字樓，其總建築面積約為52,000平方米，預計於2012年首季落成。為完備深圳華南城的發展，本集團計劃於下財政年度開始籌建總建築面積約785,000平方米的深圳華南城第三期交易中心。

建基於我們全面的規劃、優秀的項目管理能力，並成功開發深圳華南城的豐富經驗，促使本集團位於河源、南寧、南昌及西安的新項目均於回顧年度取得良好進展，並大致按計劃進展以支撐本集團未來的業務增長。

河源華南城規劃第一期及部分第二期建設約223,000平方米別墅單位，項目進展情況理想，並已於回顧年度完成約80,000平方米的建築面積。新落成的別墅單位已於2011年1月中開售，市場反應熱烈，約50,200平方米已訂立銷售合同，每平方米的售價約為9,990港元。

南寧華南城及南昌華南城規劃的第一期交易中心商舖及住宅物業的總建築面積分別約為1.31百萬平方米及1.07百萬平方米，其中預計大部分將於下財政年度竣工銷售或租賃用途。南寧華南城的展覽中心已於2010年10月落成，趕及同年10月底舉辦「2010年中國—東盟輕工產品展覽會」(「輕工展」)。輕工展分別吸引逾365家參展商及超過335,000人次到場參觀，我們相信這對南寧華南城有良好的品牌推廣作用。

In CSC Xi'an, where the Group has ambitious plans to develop a total site area of approximately 10 million sq.m., planning and preparation work were implemented during the year under review to help speed up the pace of development, in anticipation of a strong demand for trade center units as a result of the redevelopment of the old town in Xi'an. The Group obtained approximately 279,000 sq.m. of land in May 2011 and expects to secure more land for this project in the coming fiscal year. Construction of the project has been commenced aimed at selling the trade center units in the coming fiscal year.

In January 2011, the Company issued senior notes due in January 2016 with a nominal value of US\$250 million (equivalent to approximately HK\$1,950 million) at a coupon rate of 13.5% per annum for the purpose of financing existing and new projects and for general corporate use. The successful issuance of the senior notes not only broadened the financing channel of the Group but also proved the business model of the Group has been well recognized by the capital market. Having the senior notes issued, the Group has its cash and liquidity positions been strengthened and debt profile improved with longer debt maturity.

Prospects

Looking ahead to the coming fiscal year, the Group is optimistic about China's economic growth as the country embarks on the first year of its "Twelfth Five-Year Plan". Continued government investment and consumer spending are expected to support the strong industrial growth, resulting in consistent and solid demand for large-scale logistics and trade center facilities. As the integrated logistics industry is an industry supported by the "Twelfth Five-Year Plan", there should be more opportunities for the Group to expand its business.

With the current construction underway in CSC Shenzhen, CSC Heyuan, CSC Nanning, CSC Nanchang and CSC Xi'an, the Group is expecting to complete not less than 2.0 million sq.m. of properties in the coming fiscal year. Among these completed properties, the Group intends to sell part of the properties to attain a sale revenue of approximately HK\$7 billion to HK\$9 billion in the coming fiscal year and hold the remainder for lease and future sale. These will provide a strong foundation for the

西安華南城方面，本集團雄圖計劃開發總面積約10百萬平方米土地，並已於回顧年度落實規劃及前期準備工作，加快發展步伐以擷取因西安舊區重建而帶動對交易中心商舖的強大需求。本集團已於2011年5月取得約279,000平方米土地，並預期於下財政年度增加本項目土地之收購。本項目之建設工程已展開，並爭取於下財政年度開始銷售。

於2011年1月，本公司發行了於2016年1月到期，其面值為250百萬美元(相當於約1,950百萬港元)及每年票息率為13.5%的優先票據，為現有及新項目提供資金及作一般公司用途。成功發行優先票據不僅擴闊了本集團的融資渠道，同時證明了華南城的業務模式獲得資本市場之認同。發行優先票據增強了本集團的現金及流動性狀況，同時因債務到期日延長，使債務組合得到優化。

前景

展望下財政年度，隨著國家「十二五規劃」的出台，本集團對中國的經濟增長甚為樂觀。政府的持續投資及居民消費增長預期將強勢支持工商發展，帶動大型綜合物流及商品交易中心設施的需求。再者，綜合物流業乃「十二五規劃」提綱強調的產業之一，相信本集團將有更多擴展業務的機會。

按深圳華南城、河源華南城、南寧華南城、南昌華南城及西安華南城目前的工程進度，本集團預期於下財政年度完成不少於2.0百萬平方米的物業建設，並計劃銷售部分落成物業以達至約70億至90億港元之銷售收入，餘下建築面積則作租賃或日後銷售。此舉將為本集團未來的收入及溢利增長奠定基礎。更重要的是，此等新項目的財務貢獻將顯示本

Chairman's Statement

主席報告

Group to grow its revenue and profit in the coming fiscal years. More importantly, the contributions from these new projects will serve as a testament to the success of our business model nationwide. When these new projects start making contributions to the Group, China South City will consider further replicating its business model in other strategic regions in China to help promote the Group's sustainable growth and create greater value for its shareholders.

To substantiate the further replication plan, and in light of upcoming revenue contribution from the new projects of the Group in the coming fiscal year, the Group signed a framework agreement to develop a large-scale integrated logistics and trade centers with land area of approximately 10 square kilometers in Harbin in June 2011. The Group intends to develop the project through a joint venture which the Company expects to own 51% interest. It is preliminary anticipated that the total capital commitment by the joint venture to the project would be approximately RMB2 billion (equivalent to approximately HK\$2.4 billion). No commitment as to the project or the joint venture has been made by the Group. Details of the project and the joint venture are subject to further negotiations.

Lastly, on behalf of the Board, I would like to take this opportunity to express my sincere gratitude to all shareholders, noteholders, clients and business partners for their trust and unwavering support. I would also like to thank the management and staff for their professionalism and dedication.

Cheng Chung Hing

Co-Chairman & Executive Director

Hong Kong, 28 June 2011

集團能在全國不同地點實現我們成功的業務模式。當此等新項目開始作貢獻時，華南城將考慮進一步複製其業務模式到中國其他策略性地區，以促進本集團的可持續增長，為股東創造更高價值。

為實現進一步複製商業模式之計劃，並預期本集團之新項目將於下財政年度開始作出收益貢獻，本集團於2011年6月簽訂一份有關於哈爾濱發展佔地約10平方公里之大型綜合商貿物流及商品交易中心的框架協議。本集團擬透過合營公司之形式發展該項目，並預期本公司佔合營公司51%之權益。初步預期合營公司對該項目之總資本承擔將約為人民幣20億元(相等於約24億港元)。目前，本集團並無就該項目或合營公司作出任何承擔。該項目及組建合營公司之詳情仍待進一步協商。

最後，本人謹代表董事會衷心感謝所有股東、票據持有人、客戶及業務夥伴的信任及鼎力支持，同時亦向華南城的管理層及各員工的專業精神及貢獻深表謝意。

鄭松興

聯席主席兼執行董事

香港，2011年6月28日

Management Discussion and Analysis

管理層討論及分析

Business Review

During the fiscal year under review, China's economy maintained its stable and relatively fast development. Leveraging China's prospering economy and policies aimed at further stimulating domestic demand, the Group achieved remarkable financial results for the fiscal year 2011.

While China South City Shenzhen continued to have outstanding performance both in terms of sales and lease during the fiscal year under review, all of the Group's new projects in Heyuan, Nanning, Nanchang and Xi'an were largely on track in terms of the implementation of their respective development plans. Moreover, the Heyuan project is starting to make revenue contributions to the Group's overall business growth in the fiscal year under review.

China South City Shenzhen

CSC Shenzhen, the Group's first project in China, which is strategically located in the heart of the Pearl River Delta region, occupies a site area of approximately 1.06 million sq.m. and has a planned total GFA of approximately 2.6 million sq.m.. As of 31 March 2011, approximately 1.5 million sq.m. of the trade center units and ancillary facilities are in operation. Phase I of CSC Shenzhen has approximately 464,000 sq.m. of trade center units and ancillary facilities while phase II takes up the remaining approximately 1.0 million sq.m..

CSC Shenzhen phase I currently houses suppliers of five key light industries complementary to each other, namely, Textile and Clothing, Leather and Accessories, Electronics and Accessories, Printing, Paper and Packaging, Metals, Chemicals and Plastics. With the development of CSC Shenzhen and the surrounding region, phase II now has an expanded product range that includes industrial raw materials, finished products, small commodities, themed products and regional goods. Furthermore, a factory outlet of well-known brands was opened in April 2011. A number of trade centers of themed and regional products are already in operation or preparing for the soft opening at CSC Shenzhen. These include a branded underwear trade center, a timepiece trade center, an automobile mega showroom, a household goods center, tea product trade center as well as a Hong Kong products sales center.

業務回顧

於回顧財政年度，中國經濟維持平穩較快的發展。在中國經濟繁榮的基礎上，並國家推出的進一步刺激內需的政策，本集團成功把握時機，在2011財政年度取得可觀增長的財務業績。

於回顧財政年度，深圳華南城的銷售及租賃繼續錄得驕人成績，與此同時，本集團位於河源、南寧、南昌及西安的新項目均大致按計劃如期發展。河源項目更已開始為本集團帶來收入貢獻。

深圳華南城

深圳華南城是本集團在中國的首個項目，位處珠江三角洲優越地理位置。深圳華南城淨建設用地約1.06百萬平方米，而總規劃建築面積則約為2.6百萬平方米。於2011年3月31日，約1.5百萬平方米的交易中心商舖及配套設施已投入運作。深圳華南城一期有約464,000平方米的交易中心商舖及配套設施，其餘約1.0百萬平方米則屬於二期。

深圳華南城一期目前涵蓋五大互補的輕工業行業，包括紡織服裝、皮革皮具、電子原材料、印刷紙品包裝、五金化工和塑膠。隨著項目及鄰近地區不斷發展，深圳華南城二期的產品系列亦拓展至工業原材料、製成品、小商品、主題商品及地區性商品。此外，品牌廠商直銷奧特萊斯中心亦已於2011年4月開幕；並有不少的主題性及地區性商品交易中心已開始投入服務或正在洽談籌備試業，當中包括品牌內衣交易中心、鐘錶展貿中心、大型汽車陳列室、家居廣場、茶葉交易中心及港企產品經銷中心。

Management Discussion and Analysis

管理層討論及分析



Ancillary facilities like conference and exhibition facilities, warehouses and residential facilities
配套設施如會議及展覽設施、倉儲及住宅

As a modern integrated logistics platform, CSC Shenzhen provides exhibition, wholesaling as well as trading facilities and makes available to its tenants and their clients a full range of ancillary facilities and services, including offices, residential facilities, both bonded and common warehousing, and hotel and restaurants. Banking and financial services, on-site logistics services and quality testing services provided by third parties and on-site governmental organizations are available as well. The tenants and their clients are able to enjoy convenient one-stop services at CSC Shenzhen.

CSC Shenzhen recorded outstanding performance during the reporting period with regard to the sale and lease of its trade center units. In the fiscal year ended 31 March 2011, CSC Shenzhen entered into sale contracts and letters of intent for trade center units for approximately 94,000 sq.m., of which approximately 85,600 sq.m. (FY2010: approximately 98,000 sq.m.) were contracted and included in the consolidated income statement of the Group. There was also solid growth in the selling price of trade center units, with an average selling price of approximately HK\$16,750 per sq.m., representing an increase of 11.7% compared to that of last fiscal year (FY2010: approximately HK\$15,000 per sq.m.). In light of the limited saleable GFA of trade center units and revenue contribution of CSC Heyuan, the Group decided to sell less trade center units in CSC Shenzhen during the year under review so as to keep properties for future price appreciation.

作為一個現代化的綜合商貿物流平台，深圳華南城為租戶及其客戶提供全面的配套設施及服務，包括寫字樓、住宅設施、保稅倉及一般倉儲，以及酒店及食肆等，亦有由第三方提供的銀行及金融服務、駐場物流服務、質檢服務以及駐場政府機構，讓租戶及其客戶能享有便捷的一站式服務。

於回顧期內，深圳華南城交易中心的銷售及租賃均表現驕人。截至2011年3月31日止財政年度，深圳華南城就交易中心商舖約94,000平方米訂立銷售合同及意向書，其中約85,600平方米(2010年度：約98,000平方米)已簽訂銷售合同，並在本集團之綜合收益表入賬。交易中心的售價亦有顯著增長，平均售價約為每平方米16,750港元(2010年度：每平方米約15,000港元)，較去年上升11.7%。鑑於深圳華南城有限的可售交易中心商舖面積，及河源華南城開始提供收益貢獻，本集團決定於回顧年度中減少出售深圳華南城的交易中心面積，保留物業，以待日後升值。

As of 31 March 2011, the total occupancy rate of phase I trade centers and shops increased from 82% last year to 86%, while that of phase II trade centers and shops' launched GFA rose from 25% to 36%. The average effective monthly rental rate for phase I trade centers and shops was HK\$32 per sq.m., while that for phase II trade centers and shops was HK\$34 per sq.m..

During the fiscal year under review, CSC Shenzhen secured finance lease arrangements for approximately 24,000 sq.m. for the office tower in phase II. The average price for the finance lease arrangement was approximately HK\$8,760 per sq.m.. The new office tower with GFA of approximately 38,000 sq.m. achieved a remarkable total occupancy rate of 96% shortly after its completion during the year under review. The average effective monthly rental rate for the operating lease of the new office tower was approximately HK\$39 per sq.m..

In light of the strong market demand for office spaces, during the fiscal year under review, CSC Shenzhen commenced construction of another new office tower with GFA of approximately 52,000 sq.m.. To complement the development of CSC Shenzhen, the Group plans to commence the construction of phase III trade centers, which will have a total GFA of approximately 785,000 sq.m., in the coming fiscal year.

截至2011年3月31日，一期交易中心及商舖的總佔用率由去年的82%增加至86%；而二期交易中心及商舖已推出面積的總佔用率亦由25%增至36%。一期與二期交易中心及其商舖的平均實際月租分別為每平方米32港元及34港元。

於回顧財政年度，深圳華南城就二期寫字樓約24,000平方米訂立融資租賃安排，平均融資租賃價約每平方米8,760港元。該新寫字樓之建築面積約38,000平方米，於回顧年度內落成後不久，其總佔用率已迅速達至96%。該新寫字樓之經營租賃的平均實際月租約為每平方米39港元。

鑑於寫字樓市場需求龐大，本集團已於回顧年度內開始興建另一幢建築面積約52,000平方米之新寫字樓。為完備深圳華南城的發展，本集團擬於下財政年度開始興建總建築面積約785,000平方米的三期交易中心。



Trade centers and the office tower of phase I & II
一、二期交易中心及寫字樓

Management Discussion and Analysis

管理層討論及分析



The new office tower under construction
在建中的新寫字樓



At opening ceremony of 2nd CIIF
第2屆工博會開幕

Trade Centers and Trade Fairs in CSC Shenzhen

To cater to the exhibition and promotion needs of different industries, CSC Shenzhen established themed trade centers and organized various trade fairs during the fiscal year under review.

In April 2010 and October 2010, the Group continued to co-host the 2nd and 3rd China (Shenzhen) International Industrial Fair (“CIIF”) with China Council for Promotion of International Trade, China Chamber of International Commerce and Shenzhen Municipal People’s Government. CIIF is one of CSC Shenzhen’s premier events. The 2nd and 3rd CIIF boasted exhibition areas over 72,000 sq.m. and 90,000 sq.m., respectively. The 2nd CIIF attracted over 1,200 exhibitors and 103,000 visitor counts while the 3rd one drew approximately 1,300 exhibitors and 128,000 visitor counts from across China and around the world. The success of CIIF not only had boosted the economy of the region, but also enhanced the traffic and business flows at CSC Shenzhen, and uplifted the reputation of the Group.

In May 2010, Runfang China South City Mega Showroom was opened in CSC Shenzhen to showcase and sell some of China’s hottest mid-range car models. A two-day car show, occupying an area of over 20,000 sq.m., was held in August 2010 and attracted participation of more than 30 car makers from China and overseas.

In April 2010, Shenzhen International Branded Underwear Fair (“SIUF”) held its branded underwear show at CSC Shenzhen. The CSC SIUF International Branded Underwear Trade Center was later opened in August with a planned exhibition area of

深圳華南城的交易中心及貿易展覽會

為配合不同行業的展覽及推廣需要，深圳華南城於回顧年度內設立了不同的主題交易中心，並舉辦不同類型的貿易展覽會。

於2010年4月及2010年10月，本集團繼續與中國國際貿易促進委員會、中國國際商會及深圳市政府合辦第二及第三屆中國(深圳)國際工業博覽會(「工業博覽會」)。該工業博覽會是深圳華南城的盛事之一。第二及第三屆工業博覽會展覽場地面積分別逾72,000平方米及90,000平方米；第二屆工業博覽會吸引國內外超過1,200家參展商及103,000人次進場參觀，而第三屆的參展商及進場人次則約為1,300家及128,000人次參觀。工業博覽會的成功不單促進了當地的經濟，更增加深圳華南城的人流及商務活動，並同時提升本集團聲譽。

於2010年5月，潤方華南城車展在深圳華南城隆重開幕，展示及出售大部份中國中檔熱銷車型。本集團於2010年8月舉行了為期兩天的汽車展覽會，佔地超過20,000平方米，吸引超過30個中外汽車品牌參展商參加。

於2010年4月，深圳國際內衣展(「SIUF」)在深圳華南城舉行品牌內衣展示活動。其後SIUF華南城國際品牌內衣展示交易中心於同年8月開幕，規劃展覽面積約40,000平



The car show at Runfang China South City Mega Showroom
潤方華南城車展之汽車展覽會



The Pearl River Delta Hong Kong Products Sales Center
珠三角港企產品總經銷中心

approximately 40,000 sq.m.. Positioned as the largest underwear exhibition and trade platform in China, CSC SIUF International Branded Underwear Trade Center has already attracted a number of recognized underwear brands, such as Embry Form and Aimer.

The Pearl River Delta Hong Kong Products Sales Center (“HK Products Sales Center”) is one of the key projects that highlights the collaboration between Shenzhen and Hong Kong. In October 2010, the Trade and Information Technology Commission of Shenzhen Municipality (SZSITIC) and the Federation of Hong Kong Industries (FHKI) announced the establishment of HK Products Sales Center in CSC Shenzhen, which is a platform for Hong Kong brands and products to explore and expand their distribution channels in the Mainland. It also serves as a bridge for introducing Hong Kong products into the Chinese market. After months of planning, market research and promotion, HK Products Sales Center has successfully attracted a number of enterprises and is scheduled to commence operation in the coming fiscal year. Currently, it is expected that Phase I of the sales center is expected to occupy approximately 10,000 sq.m..

On 28 April 2011, Shenzhen Outlet Center, with a planned GFA of 50,000 sq.m. was launched in CSC Shenzhen. It represented a significant enhancement to the service mix provided by the Group. As of the report date, the outlet center has already successfully attracted a number of well-known sports-wear brands, including Nike, Lining, Anta, Kappa and Baleno, with the first phase of it occupying a GFA of approximately 7,000 sq.m.. More famous brands are expected to set foot in Shenzhen Outlet

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Some of the brands in our CSC Shenzhen Outlet Center
已進駐深圳華南城奧特萊斯中心的品牌

Center in the future, which will further expand the outlet center's business. By the time when the outlet center is fully developed, it is expected to be the largest outlet center in the Pearl River Delta Region.

In addition, CSC Shenzhen has continuously introduced other themed trade centers with variety, including a timepiece trade center, as well as a tea products trade center and a household goods center which are in the progress of preparation. CSC Shenzhen will constantly bring in new products to meet the local demand.

China South City Heyuan

Located in Heyuan, Guangdong Province, CSC Heyuan occupies a total site area of approximately 1.14 million sq.m.. The planned total GFA of residential properties and supporting commercial facilities of the project is approximately 2.25 million sq.m..

Construction for phase I and part of phase II have been commenced and is expected to yield a total GFA of approximately 223,000 sq.m. villa apartments. The construction of the villa apartments with a total GFA of about 80,000 sq.m. was completed during the fiscal year under review. The properties were launched to the market in mid January 2011 and were met with strong market response. The Group secured contracted sales of approximately 50,200 sq.m. at an average selling price of approximately HK\$9,990 per sq.m.. Construction of phase I and part of phase II are well on track and an additional GFA of approximately 81,000 sq.m. of villa apartments are expected to be completed in the coming fiscal year.

此將進一步擴展奧特萊斯中心之相關業務。當完成發展奧特萊斯中心時，預期它將成為珠三角最具規模的奧特萊斯中心。

除此以外，深圳華南城亦陸續引進其他不同類型的主題性交易中心，如已啟動進駐的鐘錶展貿中心，以及正籌備駐場的茶葉交易中心和家居廣場等。深圳華南城將不斷引進適切當地市場需要的產品。

河源華南城

河源華南城位處中國廣東省河源市，總建築淨佔地面積約為1.14百萬平方米；規劃建設住宅物業及商業配套設施，總建築面積約2.25百萬平方米。

一期及部分二期工程已經啟動，預期建設總建築面積約223,000平方米的別墅單位。於回顧年度內，約80,000平方米的別墅單位已落成，並於2011年1月中推出，市場反應熱烈。本集團已就約50,200平方米的別墅單位訂立銷售合同，平均每平方米售價約9,990港元。該一期及部分二期工程正如期建設，預期另外約81,000平方米的別墅單位將於下財政年度落成。



Completed Villas in CSC Heyuan
河源華南城已建成之別墅

CSC Heyuan planned to expand its business scope to include large-scale integrated logistics and trade centers by signing a master agreement with the Government of Zijin County of Heyuan City of Guangdong Province of China (廣東省河源市紫金縣人民政府) in December 2010. The expected site area and GFA for the integrated logistics and trade center are approximately 1.2 million sq.m. and 1.5 million sq.m. respectively.

China South City Nanning

Strategically located in Nanning, Guangxi Zhuang Autonomous Region, CSC Nanning is expected to occupy a site area of approximately 1.83 million sq.m.. According to the construction plan, CSC Nanning will have a total GFA of approximately 4.88 million sq.m. and upon completion will provide a full array of facilities, including trade centers, supporting commercial facilities and residential facilities, hotel, warehouse facilities, and car parks.

Taking advantage of its close proximity to Southeast Asia, the Group intends to develop CSC Nanning into one of the most modern large-scale integrated logistics and trade centers to serve manufacturers and merchants from the Northern Bay region and Southeast Asia. With the establishment of the China-ASEAN Free Trade Area in January 2010, the waived tariffs for cross-border trade will help boost business and trade activities for CSC Nanning.

The Group acquired a piece of land of approximately 890,000 sq.m., which has a planned GFA of approximately 2.40 million sq.m., in October 2009. Construction of the project will be carried out in stages. Phase I of the complex will have a total GFA of approximately 1.31 million sq.m., comprising about 855,000

河源華南城計劃擴展其業務範疇至大型綜合商貿物流及商品交易中心，並已於2010年12月與廣東省河源市紫金縣人民政府簽訂框架協議。目前預期該綜合商貿物流及商品交易中心的佔地面積及總建築面積將分別約為1.2百萬平方米及1.5百萬平方米。

南寧華南城

南寧華南城策略性地位於中國廣西壯族自治區南寧市，預計項目建築淨佔地面積約為1.83百萬平方米。根據工程規劃，南寧華南城落成後的總建築面積將約為4.88百萬平方米，提供全面的設施，包括交易中心、商業及住宅配套設施、酒店、倉儲設施及停車場等。

憑藉毗鄰東南亞地區的優勢，本集團擬將南寧華南城發展成為服務北部灣及東南亞製造商和企業的最現代化大型綜合商貿物流及商品交易中心之一。自中國—東盟自由貿易區於2010年1月成立，跨境貿易之關稅豁免為南寧華南城的業務及商貿活動創造有利條件。

本集團於2009年10月購得一幅建築淨佔地約890,000平方米的土地，其規劃總建築面積約為2.40百萬平方米，將分階段建設。一期工程的總建築面積將約為1.31百萬平方米，其中約855,000平方米為交易中心商舖及約

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sq.m. of trade centers units and 456,000 sq.m. of residential facilities. According to the current plan, approximately 1.01 million sq.m. of the GFA under construction will be completed in the coming fiscal year. Both trade center units and residential facilities are expected to be launched for sale and lease in the coming fiscal year.

The marketing for CSC Nanning has been rolled out in tandem with the construction in order to promote and accelerate the development of the project. Currently, CSC Nanning has contracted for long term lease for a block of trade centers with a professional market operator of home furnishing products in China. With the keen demand generated from the local market and from cross border trade among China-ASEAN countries, the Group is confident about the development of CSC Nanning.

China-ASEAN Light Industrial Products Fair in CSC Nanning

The China-ASEAN Light Industrial Products Fair, co-organised by the China Chamber of International Commerce, the China-ASEAN Expo Secretariat, the Nanning Municipal People's Government and the Group, was successfully held at CSC Nanning in October 2010 when the exhibition center was completed. The five-day Fair occupied an exhibition area of approximately 14,100 sq.m., and attracted over 365 exhibitors and more than 335,000 domestic and international visitor counts. The success of the fair has enhanced the Group's brand recognition in the region and among ASEAN countries.

456,000平方米為住宅設施。根據現時的計劃，預計約1.01百萬平方米的建築面積將於下財政年度竣工。該等交易中心商舖及住宅設施將於下財政年度推出市場銷售及作租賃用途。

在建設的同時，南寧華南城的市場招商活動亦已展開，以推廣及加快項目的發展。目前，南寧華南城已與國內一家居產品專業營運商簽訂整幢交易中心的租約。基於當地市場和中國 — 東盟國家的跨境貿易的殷切需求，本集團對南寧華南城的發展充滿信心。

南寧華南城的中國 — 東盟輕工產品展覽會

南寧華南城展覽中心落成後，於2010年10月成功舉辦了由中國國際商會、中國 — 東盟博覽會秘書處和南寧市政府共同舉辦的中國 — 東盟輕工產品展覽會。該為期五天的輕工展會場面積約14,100平方米，吸引了超過365家參展商及超過335,000名國內外的參觀人次。該展會的成功，提升了本集團在區內和東盟國家之間的品牌知名度。



Spectacular scenery of China-ASEAN Light Industrial Products Fair
輕工展盛況



The sales office of CSC Nanchang is in use
南昌華南城招商中心現已啟用



*Construction of phase I trade centers in CSC Nanchang in full-swing
南昌華南城一期交易中心建設工程如火如荼



China South City Nanchang

Located in Nanchang, Jiangxi Province, CSC Nanchang is expected to occupy a site area of approximately 1.55 million sq.m. and, according to the construction plan, will have a total GFA of approximately 4.28 million sq.m. upon completion. It will provide comprehensive facilities that include trade centers, supporting commercial and residential facilities, warehouse facilities and car parks.

CSC Nanchang is strategically located to serve the Pan Pearl River Delta and Yangtze River Delta regions. It is in close proximity to the extensive transportation network in Nanchang. The Group believes that CSC Nanchang is well-positioned to benefit from the development of Central China.

In December 2009, CSC Nanchang acquired a plot of land of approximately 1.05 million sq.m., which has a planned GFA of 2.48 million sq.m.. Construction of the project will be carried out in stages. Phase I of the construction will provide a total GFA of approximately 1.07 million sq.m., of which approximately 682,000 sq.m. will be trade centers and 384,000 sq.m. residential units. According to the current plan, approximately 760,000 sq.m. of the GFA under construction will be completed in the coming fiscal year. Both trade center units and residential facilities are expected to be launched for sale in the coming fiscal year.

南昌華南城

南昌華南城位於江西省南昌市，預計項目建築淨佔地面積約為1.55百萬平方米。根據工程規劃，南昌華南城於落成後的總建築面積約為4.28百萬平方米，將提供全面的設施，包括交易中心、商業及住宅配套設施、倉儲設施及停車場等。

南昌華南城之策略性位置為服務泛珠三角及長江三角地區，毗鄰南昌市的交通樞紐。本集團相信南昌華南城的地理優勢將受惠於中國中部的發展。

南昌華南城於2009年12月購得一幅建築淨佔地約1.05百萬平方米的土地，其規劃建築面積約2.48百萬平方米。項目將分階段建設：一期工程的總建築面積將約為1.07百萬平方米，其中約682,000平方米為交易中心及約384,000平方米為住宅。按現時的計劃，預計約760,000平方米的建築面積將於下財政年度竣工，預計該等交易中心及住宅設施將於下財政年度推出銷售。

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China South City Xi'an

Located in Xi'an International Trade and Logistics Park, CSC Xi'an is expected to occupy a total site area of 10 square kilometers. According to the current plan, it is expected to have a total GFA of approximately 17.5 million sq.m., with about half of the area planned to be integrated logistics and trade centers, while the remainder for ancillary residential and commercial facilities. CSC Xi'an is a joint venture between the Group and Xin Hao Da (Hong Kong) Holding Limited and is 65% owned by the Company.

Riding on the opportunities arising from the country's strategic development of the northwestern regions, the Group intends to position CSC Xi'an as a major, comprehensive logistics and trade center in the region serving the growing development needs of northwest China. The region's urban development also represents a good development opportunity for CSC Xi'an. The Group is confident that the demand for trade center facilities in Xi'an will be strong as its municipal government plans to relocate and upgrade its existing trade markets. During the year under review, the Group carried out detailed development plan and pre-construction preparation work to make sure that the construction of CSC Xi'an can commence as soon as possible after the first piece of land is acquired.

In May 2011, CSC Xi'an acquired its first plot of land of approximately 279,000 sq.m. and is expected to secure more land in the coming fiscal year. With the extensive preparation performed in the year under review, the construction of trade center units was commenced to meet burgeoning market demand as a result of the demolition of old trade centers under the city's old town redevelopment program. Currently it is planned to build trade centers and exhibition centers with an aggregate GFA of approximately 630,000 sq.m., of which the trade center units will be launched for sales in the coming fiscal year.

西安華南城

西安華南城位於西安國際港務區，預期總佔地面積約10平方公里。按現時的規劃，項目總建築面積約為17.5百萬平方米，約一半面積將規劃作綜合商貿物流及商品交易中心，其餘則將興建住宅及商業配套設施。西安華南城為本集團與新豪德(香港)控股有限公司的合營公司，本公司擁有其中65%之權益。

受惠於國家策略性發展西北部地區的機遇，本集團銳意將西安華南城打造成區內的主要綜合商貿物流及商品交易中心，以配合中國西北部日益增長的發展需要，而區內的城市化發展亦為西安華南城帶來發展良機。由於市政府擬對市內的專業市場進行拆遷和升格，本集團深信區內交易中心商舖的需求將十分強勁。於回顧年度，本集團已對本項目作出詳細發展規劃及施工前的準備工作，以確保在購得第一幅土地後，能盡快施工建造。

西安華南城已於2011年5月購得第一幅約279,000平方米的土地，亦預期將於來年獲得更多此項目的土地。建基於回顧期內的充裕準備，交易中心的建設工程已迅速開動，以擷取市內因重建舊區而拆遷舊有專業市場所帶來的殷切需要。目前計劃興建約630,000平方米之交易中心及展示館，並將於下財政年度開始銷售交易中心商舖。



Night view of CSC Xi'an (Rendering)
西安華南城夜景(效果圖)

Issuance of Senior Notes

In January 2011, the Company issued senior notes due in January 2016 with a nominal value of US\$250 million (equivalent to approximately HK\$1,950 million) at a coupon rate of 13.5% per annum for the purpose of financing existing and new projects and for general corporate use. The successful issuance of the senior notes not only broadened the financing channel of the Group but also proved the business model of the Group has been well recognized by the capital market. Having the senior notes issued, the Group has its cash and liquidity positions strengthened and debt profile improved with longer debt maturity.



Successful Issuance of Senior Notes
成功發行優先票據

Business Model and Strategy

The Group pioneers a unique and flexible business model of “One Body with Two Wings”. “One Body” refers to the large-scale integrated logistics and trade centers strategically located in various regional economic hubs which serve the economic and industry needs of the regions. They are supported by “Two Wings”, the supplementary residential properties and commercial facilities that complement the trade centers’ rapid and sustainable development by in response to the demand for residential properties and commercial facilities within the project and the region around. For each of the new projects, the integrated logistics and trade centers, being the “Body”, will account for approximately 40-50% of the total GFA of the project, while the supporting commercial and residential facilities, being the two “Wings”, will account for the remaining 50-60% of the total GFA. For each of these large-scale projects, construction will be in stages. The Group intends to sell all the residential areas and not more than 50% of the trade center areas to ensure quick cash flows to cover capital expenditure requirement for the development of the project. The remaining trade center areas will be held for lease and long-term benefits of the Group. For the commercial facilities, the Group intends to hold and operate on its own or form partnership with specialized players.

Prospect and Outlook

Looking forward, we believe China’s continued economic growth will continue to support the demand for large-scale integrated logistics and trade centers. Domestic government policies, aimed

發行優先票據

於2011年1月，本公司發行了於2016年1月到期，其面值為250百萬美元(相當於約1,950百萬港元)及每年票息率為13.5%的優先票據，為現有及新項目提供資金及作一般公司用途。成功發行優先票據不僅擴闊了本集團的融資渠道，同時證明了華南城的業務模式獲得資本市場之認同。發行優先票據增強了本集團的現金及流動性狀況，同時因債務到期日延長，而使債務組合得到優化。

商業模式及策略

本集團開拓獨特及靈活的「一體兩翼」商業模式。「一體」是指策略性地於地區經濟樞紐建立大型綜合商貿物流及商品交易中心，以配合當地地區經濟和工業需求。另外輔以「兩翼」，即配套住宅物業和商業設施，以滿足項目內及區內對住宅及商業配套設施的需求。就各新項目，作為主體的綜合商貿物流及商品交易中心，將佔整個項目之總建築面積約40%-50%；而作為輔翼的商業及住宅配套設施，則約佔總建築面積的50%-60%。每個大型項目均會分階段建設。本集團擬把所有住宅作銷售用途，並銷售不多於50%的交易中心，以確保項目能快速地產生現金流，以應付項目發展所需的資金，而保留的餘下交易中心面積將用以出租作本集團長遠的收益。就商業配套設施而言，本集團擬持有作自營或引入專業合作伙伴營運。

前景及展望

展望未來，我們相信中國強勁的經濟增長將支撐對大型綜合商貿物流及商品交易中心的需求，而刺激內需的政策將令本集團的交易

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at consistently stimulating domestic demand, will also provide a favorable environment for the sale and leasing of the Group's trade center units. With the continued development of second tier cities where our new projects are located, we are confident that our residential projects will do well in terms of sales, despite a series of macro policies on residential sector.

In the coming fiscal year, we believe CSC Shenzhen will continue to have outstanding performance. As for new developments in CSC Shenzhen, CSC Nanning, CSC Nanchang and CSC Heyuan, we will have a total GFA of approximately 3.44 million sq.m. under the current plan. With the land already acquired and to be acquired in the coming fiscal year, CSC Xi'an is expected to add a total GFA of approximately 630,000 sq.m. to its phase I development. Unless affected by changes in market conditions or adjustment in the Group's development plans, the Group expects to complete no less than 2.0 million sq.m. in the coming fiscal year, and sell part of the completed properties to attain a sale revenue of approximately HK\$7 billion to HK\$9 billion in the coming fiscal year. With various new projects beginning to make contributions, the Group's revenue and profit are expected to grow substantially in the coming years.

As regards China's sustained economic growth, CSC's various projects are also making stunning progress. We believe this favorable environment provides the Group with more opportunities to diversify its business scope and achieve further growth. Leveraging its unique business model, the extensive experience of its management team and support from local governments, the Group is confident that it can replicate the successful business model of CSC Shenzhen in other strategic regions in China, to further realize our "One Body with Two Wings" business model, and thereby help the Group to achieve sustainable growth and create greater value for its shareholders.

To substantiate the replication plan, and in light of upcoming revenue contribution from the new projects in the coming fiscal year, the Group signed a framework agreement to develop a large-scale integrated logistics and trade centers with land area of approximately 10 square kilometers in Harbin in June 2011. The Group intends to develop the project through a joint venture, of which the Company expects to own 51% interest. It is preliminary anticipated that the total capital commitment by the joint venture to the project would be approximately RMB2 billion (equivalent to approximately HK\$2.4 billion). No commitment as to the project or the joint venture has been made by the Group for the meanwhile. Details of the project and the joint venture are subject to further negotiations.

中心商舖的銷售及租賃受惠。由於本集團的項目所處的二線城市正值蓬勃發展，儘管政府收緊房地產宏觀政策，我們仍對本集團的住宅物業的銷情具有信心。

我們相信深圳華南城於下財政年度仍然表現出色。按現時的发展計劃，深圳華南城、南寧華南城、南昌華南城及河源華南城等地之新發展將提供總建築面積約為3.44百萬平方米。就已購得或預期於下財政年度內所購得的土地，預期西安華南城一期將有約630,000平方米的總建築面積。除非宏觀市場變動或本集團調整計劃，本集團計劃於下財政年度完成不少於2百萬平方米的規劃建設，並銷售部分完工之物業以達至約70億至90億港元之銷售收入。由於多個新項目開始帶來收入，預期本集團的收入及溢利將於未來年度有相當理想的增長。

受惠於中國經濟持續上揚，華南城多個項目均進展良好。我們相信，此利好環境令本集團得享更多良機作多元化發展，並力爭進一步增長。憑著本集團獨特的商業模式、經驗豐富的管理團隊，以及地方政府的支持，本集團有信心能夠在中國其他策略性地區複製深圳華南城的成功商業模式，進一步實現本集團「一體兩翼」的商業模式，從而為本集團帶來可持續的增長，並為股東創造最大價值。

為實現進一步複製商業模式之計劃，並預期本集團之新項目將於下財政年度開始作出收益貢獻，本集團於2011年6月簽訂一份有關於哈爾濱發展佔地約10平方公里之大型綜合商貿物流及商品交易中心的框架協議。本集團擬透過合營公司之形式發展該項目，並預期本公司佔合營公司51%之權益。初步預期合營公司對該項目之總資本承擔約為人民幣20億元(相等於約24億港元)。目前，本集團並無就該項目或合營公司作出任何承擔。該項目及組建合營公司之詳情仍待進一步協商。

Financial Review

For the fiscal year 2011, the Group reported a remarkable growth in its financial performance, with revenue growth of 42.3% to approximately HK\$2,234.0 million (FY2010: approximately HK\$1,570.2 million). Meanwhile, profit attributable to owners of the parent grew 16.8% to approximately HK\$1,552.5 million (FY2010: approximately HK\$1,329.6 million). Excluding the effects of the fair value gains of our investment properties and related tax effect, the adjusted profit attributable to owners of the parent increased by 32.1% to approximately HK\$542.3 million (FY2010: HK\$410.7 million). Net cash inflow from operations during the year increased by 49.7% to approximately HK\$1,325.3 million (FY2010: approximately HK\$885.3 million).

Revenue

Revenue increased by 42.3% to approximately HK\$2,234.0 million (FY2010: approximately HK\$1,570.2 million). The increase was mainly due to the commencement of sales of residential properties located in CSC Heyuan, and the significant increase in finance lease income, which was mainly generated from the leasing of office units located in CSC Shenzhen during the fiscal year under review.

財務回顧

於2011年財政年度，本集團財務表現錄得可觀增長，收入增加42.3%至約2,234.0百萬港元(2010年度：約1,570.2百萬港元)。同時，母公司擁有人應佔利潤增加16.8%至約1,552.5百萬港元(2010年度：約1,329.6百萬港元)。撇除投資物業公平值收益及有關稅項影響，調整後的母公司擁有人應佔淨利潤上升32.1%至約542.3百萬港元(2010年度：約410.7百萬港元)。本年度經營現金流入淨額上升49.7%至約1,325.3百萬港元(2010年度：約885.3百萬港元)。

收入

收入增加42.3%至約2,234.0百萬港元(2010年度：約1,570.2百萬港元)。增長主要由於回顧年度內開始出售位於河源華南城的住宅物業，以及主要來自位於深圳華南城寫字樓租賃的融資租賃收入大幅增加所致。

		For the year ended 31 March		
		截至3月31日止年度		
		2011	2010	Change
		HK\$'000	HK\$'000	變幅
		千港元	千港元	%
Sales of properties	物業銷售	1,832,580	1,408,108	30.1%
Sales of properties — trade centers	物業銷售 — 交易中心	1,358,310	1,408,108	(3.5%)
Sales of properties — residential properties	物業銷售 — 住宅物業	474,270	—	N/A 不適用
Finance lease income	融資租賃收入	213,729	11,245	1,800.7%
Rental income	租金收入	133,453	101,277	31.8%
Property management service fee income	物業管理服務收入	30,695	24,523	25.2%
Hotel income	酒店收入	21,670	22,930	(5.5%)
Other fee income	其他費用收入	1,906	2,146	(11.2%)
		2,234,033	1,570,229	42.3%

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Revenue from Sales of Properties

Revenue from sales of properties increased by 30.1% to approximately HK\$1,832.6 million (FY2010: approximately HK\$1,408.1 million). The increase was mainly due to the commencement of sales of residential properties located in CSC Heyuan, which generated revenue of approximately HK\$474.3 million. During the fiscal year under review, the Group sold approximately 50,200 sq.m. of residential properties with an average selling price of approximately HK\$9,990 per sq.m..

For CSC Shenzhen trade center units, the Group sold approximately 85,600 sq.m. (FY2010: approximately 98,000 sq.m.) during the year at an average selling price of approximately HK\$16,750 per sq.m., equivalent to an increase of 11.7% compared to that of the past year (FY2010: approximately HK\$15,000 per sq.m.). In view of revenue contribution from CSC Heyuan and the limited saleable trade center units in CSC Shenzhen, the Group reduced the sales quantity of trade center units during the year so as to keep the properties for future price appreciation.

Finance Lease Income

Finance lease income, derived from the leasing of office units and residential properties, increased sharply by approximately 18 times to approximately HK\$213.7 million (FY2010: approximately HK\$11.2 million). The increase was primarily due to the completion of the office tower, Global Logistics Center in CSC Shenzhen, during the fiscal year under review, of which finance lease arrangements were entered into with tenants for approximately 24,000 sq.m. The average price for the finance lease arrangements was approximately HK\$8,760 per sq.m..

Rental Income

Rental income increased by 31.8% to approximately HK\$133.5 million (FY2010: approximately HK\$101.3 million). The increase was primarily due to the rising rental income contribution from CSC Shenzhen phase II Trade Plaza One and Trade Plaza Two following their respective commencement of operation in Q4 and Q3 2009.

物業銷售收入

物業銷售收入增加30.1%至約1,832.6百萬港元(2010年度：約1,408.1百萬港元)，增幅主要由於開始銷售位於河源華南城的住宅物業產生約474.3百萬港元的收益所致。於回顧財政年度內，約50,200平方米的住宅物業已作出售，平均銷售單價約每平方米9,990港元。

就深圳華南城交易中心商舖而言，本集團於本年度以平均銷售單價約每平方米16,750港元出售約85,600平方米(2010年度：約98,000平方米)較去年增加11.7%(2010年度：約每平方米15,000港元)。由於河源華南城的收益貢獻及深圳華南城的有限可售交易中心商舖，本集團於年內減少出售交易中心商舖的面積，保留物業，以待未來價格升值。

融資租賃收入

來自寫字樓單位及住宅物業租賃的融資租賃收入大增約18倍至約213.7百萬港元(2010年度：約11.2百萬港元)。增幅主要由於回顧財政年度內深圳華南城的寫字樓——環球物流中心經已落成，當中約24,000平方米已與承租人訂立融資租賃安排。融資租賃安排的平均價格約為每平方米8,760港元。

租金收入

租金收入增加31.8%至約133.5百萬港元(2010年度：約101.3百萬港元)。增幅主要來自深圳華南城二期一號交易廣場及二號交易廣場分別於2009年第四季及第三季開始投入使用後所帶來租金收入增長。

Occupancy at CSC Shenzhen has been driven by the demand for large-scale integrated logistics and trade center facilities and the growing profile of China South City. As at 31 March 2011, the total occupancy rate of the phase I trade centers and shops was at a rate of approximately 86% (FY2010: 82%), while the total occupancy rate for phase II Trade Plaza One and Trade Plaza Two trade centers and shops was about 36% (FY2010: 25%) of the launched area. The average effective monthly rental rates for the phase I and phase II trade centers and shops were approximately HK\$32 per sq.m. and HK\$34 per sq.m., respectively.

Property Management Service Fee Income

Income from property management service fee rose 25.2% to approximately HK\$30.7 million (FY2010: approximately HK\$24.5 million). The increase was primarily due to the rising property management fee contribution from CSC Shenzhen phase II Trade Plaza One, Trade Plaza Two and their supporting facilities, with the total occupancy rate increased during the year and up to 36% of the launched area as at 31 March 2011.

Cost of Sales

Cost of sales of the Group mainly includes construction cost of properties sold, construction cost of properties under finance lease and rental expenses. Cost of sales increased by 53.4% to approximately HK\$901.0 million (FY2010: approximately HK\$587.5 million). The increase was mainly due to the commencement of sales of residential properties in CSC Heyuan and the finance lease of office units in CSC Shenzhen during the fiscal year under review.

Gross Profit

Gross profit increased by 35.7% to approximately HK\$1,333.0 million (FY2010: approximately HK\$982.7 million). Gross profit margin dropped slightly to 59.7% during the fiscal year under review (FY2010: 62.6%), which was mainly due to the change of product mix to include the sales of residential properties and the finance lease of office units. Sales of trade center units usually generated a comparatively higher gross profit margin when compared with other types of revenue.

市場對大型綜合商貿物流及商品交易中心設施的殷切需求，以及華南城不斷提高的知名度均有助帶動深圳華南城的出租率。於2011年3月31日，一期交易中心及商舖的總佔用率約為86%（2010年度：82%），而二期一號交易廣場、二號交易廣場之交易中心及商舖已推出面積的總佔用率約36%（2010年度：25%）。一期及二期交易中心及商舖的平均實際月租分別約為每平方米32港元及34港元。

物業管理服務收入

物業管理服務收入增加25.2%至約30.7百萬港元（2010年度：約24.5百萬港元），增幅主要由於深圳華南城二期一號交易廣場、二號交易廣場及其配套設施的物業管理費增加所致，其佔用率亦於年內增加，於2011年3月31日，總佔用率為已推出面積的36%。

銷售成本

本集團的銷售成本主要包括已售物業建築成本、融資租賃項下建築成本及租金支出。銷售成本增加53.4%至約901.0百萬港元（2010年度：約587.5百萬港元）。升幅主要由於回顧財政年度內開始銷售河源華南城的住宅物業，以及深圳華南城寫字樓單位的融資租賃所致。

毛利

毛利上升35.7%至約1,333.0百萬港元（2010年度：約982.7百萬港元）。於回顧財政年度內，毛利率輕微下降至59.7%（2010年度：62.6%），毛利率輕微下降主要由於本年度產品組合有所變動，加入住宅物業銷售及寫字樓融資租賃所致。銷售交易中心商舖相對其他收益類別有較高的毛利率。

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Other Income and Gains

Other income and gains decreased by 73.7% to approximately HK\$39.5 million (FY2010: approximately HK\$150.4 million). The decrease was mainly due to the previous year's one-off gain on the restructuring and buying back of interest-bearing notes of HK\$136.7 million. As there was no similar one-off gain recorded during the fiscal year under review, other income and gains reduced accordingly.

Fair Value Gains on Investment Properties

The fair value gains on investment properties increased by 11.9% to approximately HK\$1,464.2 million (FY2010: approximately HK\$1,308.5 million). The increase was mainly due to the continuous rise in property prices in Shenzhen during the fiscal year under review and the addition of new investment properties during the year.

Selling and Distribution Costs

Selling and distribution costs increased by 33.8% to approximately HK\$111.8 million (FY2010: approximately HK\$83.6 million). The increase was mainly due to advertising and promotion expenses incurred by our new projects during the fiscal year under review, especially CSC Heyuan which commenced sales of residential properties, and CSC Nanning which held the China-ASEAN Light Industrial Products Fair in October 2010.

Administrative Expenses

Administrative expenses increased by 10.9% to approximately HK\$208.1 million (FY2010: approximately HK\$187.7 million). The rise was primarily due to the increase in business activities as a result of more new projects underway and the expanded management team.

Finance Costs

Finance costs decreased by 7.5% to approximately HK\$30.5 million (FY2010: approximately HK\$33.0 million). The decrease was mainly attributable to an increase in new bank and other loans for construction purposes with interest expenses capitalized to properties under development.

其他收入及收益

其他收入及收益下跌73.7%至約39.5百萬港元(2010年度：約150.4百萬港元)。由於回顧財政年度內並無錄得去年於重組及購回計息票據所得136.7百萬港元的一次性收益，其他收入及收益因而減少。

投資物業公平值收益

投資物業公平值收益增加11.9%至約1,464.2百萬港元(2010年度：約1,308.5百萬港元)。升幅主要由於回顧財政年度內深圳物業價格持續上漲，以及年內新添投資物業所致。

銷售及分銷成本

銷售及分銷成本增加33.8%至約111.8百萬港元(2010年度：約83.6百萬港元)。增幅主要由於回顧財政年度內新項目的廣告及推廣開支所致，當中以河源華南城及南寧華南城的開支最大。前者剛開始銷售住宅物業，而後者則於2010年10月舉辦中國—東盟輕工產品展覽會。

行政開支

行政開支增加10.9%至約208.1百萬港元(2010年度：約187.7百萬港元)。增幅主要由於業務活動因應更多新項目的發展而增加及增聘管理團隊所致。

融資成本

融資成本減少7.5%至約30.5百萬港元(2010年度：約33.0百萬港元)。融資成本下降是由於新增的銀行及其他貸款主要用作建設用途而其利息開支資本化至發展中物業所致。

Tax

Tax expenses increased by 15.7% to approximately HK\$908.7 million (FY2010: approximately HK\$785.3 million). The increase in tax expenses was mainly due to the increases in both current and deferred tax expenses during the fiscal year under review, which was in line with the increase in revenue and gains.

Liquidity and Financial Resources

The Group finances its operation primarily through internally generated funds, bank and other loans, debt financing and IPO proceeds.

Borrowing and Charges on the Group's Assets

As at 31 March 2011, the Group had approximately HK\$4,564.5 million in cash and bank balances and restricted cash (FY2010: approximately HK\$3,703.0 million), among which non-restricted cash and bank balances were approximately HK\$4,521.3 million (FY2010: approximately HK\$3,694.1 million).

The Group's cash and bank balances and restricted cash are mainly denominated in RMB, HK dollar and US dollar.

As at 31 March 2011, the Group had approximately HK\$6,142.8 million in interest-bearing bank and other borrowings and senior notes (FY2010: approximately HK\$4,202.7 million). The Group had an aggregated interest-bearing bank and other borrowings as at 31 March 2011 of approximately HK\$4,242.7 million (FY2010: approximately HK\$4,202.7 million), of which approximately HK\$1,696.4 million will be repayable within one year or on demand, approximately HK\$1,060.4 million will be repayable in the second year, approximately HK\$829.0 million will be repayable in the third to fifth years and approximately HK\$656.9 million will be repayable beyond five years. As at 31 March 2011, the Group's interest-bearing bank and other borrowings of approximately HK\$2,896.1 million were secured by certain of its buildings, hotel properties, investment properties, properties under development and leasehold land with total carrying values of approximately HK\$9,338.3 million.

稅項

稅項開支增加15.7%至約908.7百萬港元(2010年度：約785.3百萬港元)。稅項開支增加主要由於回顧財政年度內的即期及遞延稅項開支均有所增加所致，而該等稅項開支增長與收益增長同步。

流動資金及財務資源

本集團主要透過內部產生的資金、銀行及其他貸款、債券融資及首次公開招股所得款項撥付業務所需資金。

借貸及本集團資產抵押

於2011年3月31日，本集團持有現金及銀行結餘及受限制現金約4,564.5百萬港元(2010年度：約3,703.0百萬港元)，當中不受限制現金及銀行結餘為約4,521.3百萬港元(2010年度：約3,694.1百萬港元)。

本集團持有的現金及銀行結餘及受限制現金主要以人民幣、港幣及美元為單位。

於2011年3月31日，本集團有計息及其他借貸及優先票據約6,142.8百萬港元(2010年度：約4,202.7百萬港元)。本集團於2011年3月31日的計息銀行及其他借貸合計約為4,242.7百萬港元(2010年度：4,202.7百萬港元)，約1,696.4百萬港元須於一年內或應要求償還，約1,060.4百萬港元須於第二年償還，約829.0百萬港元須於第三至第五年償還及約656.9百萬港元須於五年後償還。於2011年3月31日，本集團的計息銀行及其他借貸合計約2,896.1百萬港元由本集團的部分樓宇、酒店物業、投資物業、發展中物業及租賃土地作抵押，其賬面總值約為9,338.3百萬港元。

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All interest-bearing bank and other borrowings of the Group bear interest at floating rates ranging from 4.78% to 6.10% per annum and are denominated in RMB. Furthermore, as at 31 March 2011, the Group had unutilized banking facilities of approximately HK\$2,186.5 million. The Group will deploy as appropriate the unutilized banking facilities, depending on project development needs and the Group's working capital status.

In January 2011, the Company issued senior notes due in January 2016 with a nominal value of US\$250 million (equivalent to approximately HK\$1,950 million) at a coupon rate of 13.5% per annum for the purpose of financing existing and new projects and for general corporate use.

As at 31 March 2011, the carrying value of the Group's senior notes was approximately HK\$1,900.1 million (FY2010: Nil).

The successful issuance of the senior notes not only broadened the financing channel of the Group but also proved the business model of the Group has been well recognized by the capital market. Having the senior notes issued, the Group has its cash and liquidity positions strengthened and the debt profile improved with longer debt maturity.

Gearing ratio

The gearing ratio of the Group was 15% (net debt divided by total equity) as at 31 March 2011, which increased from 6% as at 31 March 2010 mainly due to the payment made for project construction costs.

Net Current Assets and Current Ratio

As at 31 March 2011, the Group had net current assets of approximately HK\$2,064.7 million (FY2010: approximately HK\$2,066.9 million), while the current ratio was at 1.53 (FY2010: 1.72).

本集團所有計息銀行及其他借貸按每年4.78%至6.10%不等的浮動利率計息，並以人民幣為單位。此外，於2011年3月31日，本集團未動用銀行信貸額度約為2,186.5百萬港元。本集團將於適當時視乎項目發展需要及本集團的營運資金狀況調配有關未動用銀行信貸額度。

於2011年1月，本公司已發行2016年1月到期、面值250百萬美元(相當於約1,950百萬港元)及每年票息率為13.5%的優先票據，為現有及新項目提供資金及作一般公司用途。

於2011年3月31日，本集團優先票據的賬面值約為1,900.1百萬港元(2010年度：無)。

成功發行優先票據不僅擴闊了本集團的融資渠道，同時證明了華南城的業務模式獲得資本市場之認同。發行優先票據增強了本集團的現金及流動性狀況，同時因債務到期日延長，而使債務組合得到優化。

資本負債比率

於2011年3月31日，本集團的資本負債比率(債務淨額除以權益總額)為15%，較2010年3月31日的6%為高，主要由於償付建設項目的建築成本所致。

流動資產淨值及流動比率

於2011年3月31日，本集團流動資產淨值為約2,064.7百萬港元(2010年度：約2,066.9百萬港元)。流動比率為1.53(2010年度：1.72)。

Contingent Liabilities

The Group has provided guarantees in respect of banking facilities granted by certain banks in connection with the mortgage loans entered into by purchasers of the Group's trade center units and residential properties, and bank loans entered into by lessees of the Group's residential and commercial properties. As at 31 March 2011, the guarantees amounted to approximately HK\$152.6 million (FY2010: approximately HK\$217.9 million). The guarantees granted to purchasers will be released when the purchasers obtain the building ownership certificates which will then be pledged to the banks. For leased residential and commercial properties, the guarantees will be released accordingly along with the repayment of loan principals by the lessees.

Capital Commitments

As at 31 March 2011, the Group's future capital expenditure contracted but not yet provided for amounted to approximately HK\$966.1 million (FY2010: approximately HK\$48.9 million), while its future capital expenditure authorized but not yet contracted for amounted to approximately HK\$6,408.7 million (FY2010: approximately HK\$5,641.4 million).

Foreign Exchange Risk

The Group conducts its business, inclusive of income and expenses, and assets and liabilities, mainly in Renminbi. The management believes that the fluctuation of Renminbi will not have a significant impact on the Group's operation. The Group has not issued any financial instruments for hedging purposes.

Acquisitions and Disposals of Subsidiaries and Associated Companies

Except for the acquisition of the remaining 30% non-controlling interest in CSC Heyuan, the Group did not have any material acquisition or disposal of subsidiaries or associated companies during the fiscal year under review.

或然負債

本集團為其交易中心商舖及住宅物業買家及住宅及商業物業承租人取得銀行融資而與銀行訂立的按揭貸款及銀行貸款提供擔保。於2011年3月31日，擔保金額為約152.6百萬港元(2010年度：約217.9百萬港元)。授予買家的擔保將於買家取得房地產所有權證，並於其後抵押予銀行時解除。就租賃住宅及商業物業而言，擔保將於承租人償還貸款本金時相應解除。

資本承擔

於2011年3月31日，本集團的已訂約但未撥備的未來資本開支金額為約966.1百萬港元(2010年度：約48.9百萬港元)，已授權但未訂約的未來資本開支金額為約6,408.7百萬港元(2010年度：約5,641.4百萬港元)。

外匯風險

本集團主要以人民幣進行業務，包括收入及開支、資產及負債。管理層相信人民幣波動不會對本集團的業務構成重大影響。本集團並無為對沖目的而發行任何金融工具。

收購及出售附屬公司及聯營公司

除收購河源華南城30%的餘下非控股權益外，本集團於回顧財政年度內並無任何收購或出售附屬公司或聯營公司之重大項目。

Management Discussion and Analysis

管理層討論及分析

Restrictions on Sales

Pursuant to several land grant contracts entered into by CSC Shenzhen, the saleable GFA of properties built on these parcels of land is limited to 30% of the total GFA that can be built. The Group holds and constructs the properties with sales restrictions for leasing and self-use. Pursuant to the land grant contracts entered into by CSC Nanchang and CSC Nanning respectively, the saleable GFA of trade center units and storage built on these parcels of land are limited to 60% of the total GFA that is built for such purpose. This restriction does not apply to the properties that are built for residential, commercial and other uses. Despite the restriction, the Group plans to hold not less than 50% of the total GFA of such properties for leasing. Management believes that the Group benefits from maintaining this optimal mix between properties for sale and properties held for investment.

Human Resources

As at 31 March 2011, the Group had a workforce of approximately 1,870 people, including approximately 1,680 people directly employed by the Group and approximately 190 people employed by our jointly-controlled entities. The total employee benefit expense amounted to approximately HK\$143.4 million for the year ended 31 March 2011. The Group aims to recruit, retain and develop competent individuals committed to its long-term success and growth. Remuneration and other benefits of employees are reviewed annually in response to market conditions and trends, and are based on qualifications, experience, responsibilities and performance. In addition to basic salaries and other staff benefits, discretionary bonuses and share options may be awarded to employees displaying an outstanding performance and contribution to the Group. For fiscal year 2011, 6,000,000 share options has been granted under the share option scheme.

On 11 April 2011, a total of 226,900,000 share options under the share option scheme were granted to an executive director and certain employees of the Company and its subsidiaries in respect of their services to the Group. These share options have an exercise price of HK\$1.29 per share and an exercise period ranging from 11 April 2011 to 10 April 2016.

銷售限制

根據深圳華南城簽訂的多份土地出讓合同，建在該等地塊上的物業之可銷售建築面積限於總建築面積的30%。本集團持有及興建此等受到銷售限制的物業作出租及自用。根據南昌華南城和南寧華南城分別簽訂的若干土地出讓合同，建在該項目若干地塊上的交易中心商鋪和倉儲物業的可銷售建築面積限於該等物業總建築面積的60%。此限制不適用於住宅、商務及其他用途的物業。儘管有此限制，本集團計劃持有該等物業不少於50%的總建築面積作租賃用途。管理層相信本集團可透過維持此最合適的物業銷售及投資物業比例而獲益。

人力資源

於2011年3月31日，本集團有僱員約1,870人，其中直接隸屬本集團的僱員約有1,680人，共同控制實體的僱員約有190人。截至2011年3月31日止年度所產生的僱員福利開支約為143.4百萬港元。本集團旨在聘用、保留及培訓該等致力於集團長遠成功及增長的人員。僱員的薪酬及其他福利乃參考每年的市況及市場趨勢，以及按彼等的資格、經驗、職責及表現每年進行審查。除基本薪金及其他員工福利外，表現優秀且為本集團帶來貢獻的僱員亦可能獲獎勵酌情花紅及購股權。於2011年財政年度，已根據購股權計劃授出6,000,000份購股權。

於2011年4月11日，本公司按購股權計劃授出合共226,900,000股購股權予本公司及其附屬公司的其中一名執行董事及若干該等僱員，行使價為每股1.29港元。購股權行使期為2011年4月11日至2016年4月10日。

Project Portfolio

項目組合

Properties held for sale/Finance lease 持作銷售／融資租賃物業

Project	Location	Group's Interest	Project site area (sq.m.)	Description	Approx. GFA (sq.m.)	Completion Year
項目	地點	本集團權益	項目佔地面積 (平方米)	內容	概約建築面積 (平方米)	竣工年份
China South City Shenzhen 深圳華南城	No. 1 Hua Nan Main Road, Pinghu, Longgang District, Shenzhen, China 中國深圳市龍崗區平湖華南大道一號	100%	1,060,000	Phase One trade centers 一期交易中心	15,197	2004
				Phase Two residential facilities — West Garden 二期住宅配套設施 — 華南西苑	27,515	2008
				Phase Two commercial and other supporting facilities — Warehouse 二期商業及其他配套設施 — 倉儲	43,902	2008
				Phase Two trade centers 二期交易中心	28,354	2009
				Phase Two commercial and other supporting facilities — Global Logistics Center 二期商業及其他配套設施 — 環球物流中心	13,703	2010
China South City Heyuan 河源華南城	Linjiang Section of Donghuan Road, Heyuan City, Guangdong Province, China 中國廣東省河源市東環路臨江路段	100%	1,138,000	Phase One residential facilities — Golden East Coast 一期住宅配套設施 — 十里東岸	29,096	2011

Properties for Investment 投資物業

Project	Location	Group's Interest	Description	Approx. GFA (sq.m.)	Lease Term
項目	地點	本集團權益	內容	概約建築面積 (平方米)	契約年期
China South City Shenzhen 深圳華南城	No. 1 Hua Nan Main Road, Pinghu, Longgang District, Shenzhen, China 中國深圳市龍崗區平湖華南大道一號	100%	Phase One trade centers 一期交易中心	167,116	Medium Term Lease 中期契約
			Phase One Commercial and other supporting facilities — Business centers 一期商業及其他配套設施 — 商務中心	22,360	Medium Term Lease 中期契約
			Phase Two trade centers 二期交易中心	352,818	Medium Term Lease 中期契約
			Phase Two commercial and other supporting facilities — Global Logistics Center 二期商業及其他配套設施 — 環球物流中心	15,111	Medium Term Lease 中期契約
			Phase Two commercial and other supporting facilities — West Garden Shopping Plaza 二期商業及其他配套設施 — 華南西苑商場	15,250	Medium Term Lease 中期契約

Project Portfolio

項目組合

Properties under Development — with land use rights certificates

發展中物業 — 具備土地使用權證書

Project/Location	Group's Interest	Approx. Project site area ⁽¹⁾	Approx. GFA ⁽²⁾	Description	GFA under construction ⁽³⁾	Stage of completion	Estimated completion calendar year
項目/地點	本集團權益	概約項目佔地面積 (sq.m.) (平方米)	概約建築面積 ⁽²⁾ (sq.m.) (平方米)	內容	在建建築面積 (sq.m.) ⁽³⁾ (平方米)	完成階段	預計竣工曆年
1. China South City Shenzhen 深圳華南城 No. 1 Hua Nan Main Road, Pinghu, Longgang District, Shenzhen, China 中國深圳市龍崗區平湖華南大道一號	100%	1,060,000	2,120,000	a. Trade centers, commercial and supporting facilities 交易中心、商業及其他配套設施 b. Remaining portions 餘下部分	837,000 —	Foundation work and superstructure in progress 地基工程及上蓋工程進行中 Planning 規劃中	2012-2013 —
2. China South City Nanning 南寧華南城 No. 56, Shajing Blvd, Jiangan District, Nanning City, Guangxi Zhuang Autonomous Region, China 中國廣西壯族自治區南寧市江南區沙井大道56號	100%	890,000	2,397,000	a. Trade centers, residential, commercial and supporting facilities 交易中心、住宅、商業及其他配套 b. Remaining portions 餘下部分	1,311,000 —	Foundation work and superstructure in progress 地基工程及上蓋工程進行中 Planning 規劃中	2011-2013 —
3. China South City Nanchang 南昌華南城 China South City Nanchang, Xiangyun Blvd, Honggutan New District, Nanchang City, Jianxi Province, China 中國江西省南昌市紅谷灘新區祥雲大道南昌華南城	100%	1,050,000	2,482,000	a. Trade centers, residential, commercial and supporting facilities 交易中心、住宅、商業及其他配套 b. Remaining portions 餘下部分	1,066,000 —	Foundation work and superstructure in progress 地基工程及上蓋工程進行中 Planning 規劃中	2012-2013 —
4. China South City Heyuan 河源華南城 Linjiang Section of Donghuan Road, Heyuan City, Guangdong Province, China 中國廣東省河源市東環路臨江路段	100%	1,138,000	2,253,000	a. Residential facilities 住宅配套設施 b. Remaining portions 餘下部分	143,000 —	Superstructure in progress 上蓋工程進行中 Planning 規劃中	2011-2013 —
5. China South City Xi'an 西安華南城 No. 8, Port Avenue, Xi'an International Trade & Logistics Park, Xi'an City, Shaanxi Province, China 中國陝西省西安市西安國際港務區港務大道8號	65%	279,000	837,000	a. Trade centers, commercial and other supporting facilities 交易中心、商業及其他配套設施 b. Remaining portions 餘下部分	837,000 —	Foundation work and superstructure in progress 地基工程及上蓋工程進行中 Planning 規劃中	2012-2013 —

Note 1: The Group has acquired these parcels of land as at 31 March 2011. The parcels of land for our Xi'an project were acquired at 20 May 2011.

Note 2: The approximate GFA does not include the area of underground facilities.

Note 3: The approximate GFA under construction includes the area of underground facilities.

附註1：本集團於2011年3月31日已收購該等地塊。西安項目地塊亦於2011年5月20日收購。

附註2：概約建築面積不包括地底設施面積。

附註3：概約在建工程建築面積包括地底設施面積。

Financial Summary

財務概要

		Year ended 31 March 截至3月31日止年度				
		2011 HK\$'000 千港元	2010 HK\$'000 千港元	2009 HK\$'000 千港元	2008 HK\$'000 千港元	2007 HK\$'000 千港元
RESULTS 業績						
Revenue	收入	2,234,033	1,570,229	224,399	562,880	136,081
Gross Profit	毛利	1,333,048	982,707	70,759	276,904	97,568
Profit before tax	稅前利潤	2,452,776	2,112,991	1,025,740	796,850	576,930
Income tax expense	所得稅開支	(908,658)	(785,345)	(272,170)	(241,726)	(403,091)
Profit for the year	本年度利潤	1,544,118	1,327,646	753,570	555,124	173,839
Attributable to:	下列各方應佔：					
Owners of the parent	母公司擁有人	1,552,455	1,329,593	754,048	556,075	174,375
Non-controlling interests	非控股權益	(8,337)	(1,947)	(478)	(951)	(536)
Net profit/(loss) attributable to owners of the parent excluding fair value gains on investment properties & related tax effect	未計投資物業公平值收益及相關稅務影響的母公司擁有人應佔淨利潤／(淨虧損)	542,339	410,692	(106,034)	58,176	(29,343)
ASSETS AND LIABILITIES 資產及負債						
Non-current assets	非流動資產	15,398,215	11,379,165	8,398,009	5,774,890	4,009,832
Current assets	流動資產	5,985,682	4,920,603	923,306	1,531,378	371,089
Total assets	資產總值	21,383,897	16,299,768	9,321,315	7,306,268	4,380,921
Current liabilities	流動負債	3,920,948	2,853,708	1,565,645	935,479	384,408
Non-current liabilities	非流動負債	6,844,913	4,419,375	3,259,712	2,728,237	1,474,084
Total liabilities	負債總額	10,765,861	7,273,083	4,825,357	3,663,716	1,858,492
Equity attributable to owners of parent	母公司擁有人應佔權益	10,540,914	8,913,024	4,461,963	3,608,780	2,500,805
Non-controlling interests	非控股權益	77,122	113,661	33,995	33,772	21,624
Total equity	權益總額	10,618,036	9,026,685	4,495,958	3,642,552	2,522,429
Earnings per share attributable to ordinary equity holders of the parent 歸屬於母公司普通股權益持有人之每股盈利						
Basic	基本	HK25.95 cents 港仙	HK25.32 cents 港仙	HK16.76 cents 港仙	N/A 不適用	N/A 不適用
Diluted	攤薄	HK25.80 cents 港仙	HK25.10 cents 港仙	HK16.76 cents 港仙	N/A 不適用	N/A 不適用

Biographical Details of Directors and Key Management 董事及主要管理層履歷

Executive Directors

Mr. CHENG Chung Hing, aged 50, is our Co-Chairman and an executive Director. He is a co-founder of our Group and has been appointed as a Director since 2 August 2002. He is primarily responsible for formulating the overall strategies and assessing the performance of the Group as well as providing leadership for the Board. He has more than 27 years of management experience in the manufacturing, wholesale and distribution businesses. Mr. Cheng has been awarded the “Young Industrialist Awards of Hong Kong 1997” from the Federation of Hong Kong Industries, the Distinguished International Entrepreneur of the Year Award 1997 from San Francisco State University and the Chinese Outstanding Entrepreneur Award 2008 from the China Enterprise Confederation and the China Enterprise Directors Association. Mr. Cheng is a member of the 3rd, the 4th and the 5th Shenzhen Committee of the Chinese People’s Political Consultative Conference. Mr. Cheng is also presently the honorary life president of the Hong Kong Gemstone Manufacturers’ Association Limited, foundation honorary chairman of Gem and Jewelry Committee of China General Chamber of Commerce, honorary chairman of Zhejiang Pearl Trade Association, chairman of the Shenzhen Logistics and Supply Chain Management Association, vice chairman of the Shenzhen Industrial and Economic Association, a standing member of the China Enterprise Confederation and the China Enterprise Directors Association and vice president of the China Chamber of International Commerce Shenzhen. Mr. Cheng is also the chairman of Man Sang International Limited, a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) (stock code: 938), and China Metro-Rural Holdings Limited (formerly known as Man Sang International (B.V.I.) Limited), a company listed on the NYSE Amex, formerly known as the American Stock Exchange (ticker symbol: CNR). Mr. Cheng is a younger brother of Mr. Cheng Tai Po, a non-executive Director.

Mr. LEUNG Moon Lam, aged 55, is the Chief Executive Officer and an executive Director. He is a co-founder of our Group and has been appointed as a Director since 1 June 2002. He is primarily responsible for the execution of the Board’s decision and the overall management of the Group. He has more than 27 years of management experience in the garment manufacturing, wholesale and distribution businesses. Mr. Leung received the

執行董事

鄭松興先生，50歲，聯席主席兼執行董事。彼為本集團的創辦人之一，自2002年8月2日獲委任為董事，主要負責制定本集團的整體策略及評估本集團的業績，並領導董事會。彼在製造及批發分銷業務方面取得逾27年管理經驗。鄭先生獲香港工業總會頒發1997年香港青年工業家獎、獲三藩市州立大學頒發Distinguished International Entrepreneur of the Year Award 1997，以及獲中國企業聯合會及中國企業家協會頒發2008年中國優秀企業家獎。鄭先生為中國人民政治協商會議廣東省深圳市第三屆、第四屆及第五屆委員會委員。彼現時亦為香港寶石廠商會永遠名譽會長、中國商業聯合會珠寶首飾委員會名譽創會會長、浙江省珍珠行業協會名譽會長、深圳市物流與供應鏈管理協會會長、深圳市工業經濟聯合會副會長、中國企業聯合會及中國企業家協會常務委員及深圳國際商會副會長。鄭先生亦為民生國際有限公司（一家於香港聯合交易所有限公司（「聯交所」）主板上市的公司，股份代號：938）及China Metro-Rural Holdings Limited（前稱Man Sang International (B.V.I.) Limited）（一家於NYSE Amex（前稱American Stock Exchange）上市的公司，股份代號：CNR）的主席。鄭先生為非執行董事鄭大報先生之弟。

梁滿林先生，55歲，行政總裁兼執行董事。彼為本集團的創辦人之一，自2002年6月1日獲委任為董事，主要負責執行本公司董事會的決定及本集團的整體管理。彼於服裝製造及批發分銷業務方面擁有逾27年管理經驗。梁先生獲中國企業聯合會及中國企業家協會頒發2008年中國優秀企業家獎。梁先生

Chinese Outstanding Entrepreneur Award 2008 from the China Enterprise Confederation and the China Enterprise Directors Association. Mr. Leung was a member of the 3rd and the 4th Shenzhen Committee of the Chinese People's Political Consultative Conference. At present, Mr. Leung is a member of the Liaoning Committee of the Chinese People's Political Consultative Conference, the vice chairman of the Jiangxi Chinese Overseas Friendship Association, chairman of Shenzhen Textile Industry Association, the executive chairman of the Shenzhen Leather Industry Association, an honorary chairman of the Shenzhen Longgang Charity Association and the honorary professor of Business of Hang Seng School of Commerce. Also, Mr. Leung is the chairman of Wetter (China) Limited and Kings Faith International Limited.

Professor XU Yang, aged 72, is an executive Director. Professor Xu joined our Group as a senior consultant in September 2002, and was appointed as a Director since 4 February 2008. He is primarily responsible for the general development direction, operational strategy, market promotion, and governmental relations of the Group. Professor Xu has over 22 years of experience in capital operations management, focusing on optimizing allocation and managing the use of capital in business operations. From 1992 to 2000, Professor Xu was the chairman of Shenzhen Investment Limited (previously known as Shum Yip Investment Limited, which is listed on the Main Board of the Stock Exchange, stock code: 604). He was the vice chairman of the 2nd Shenzhen Committee of the Chinese People's Political Consultative Conference, deputy chief secretary of the Shenzhen Municipal Government and director of the Shenzhen Economic Development Bureau. Professor Xu is currently the permanent honorary chairman of the Federation of Shenzhen Industries (previously known as Shenzhen Industrial and Economic Association), honorary chairman of Shenzhen Enterprise Confederation and Shenzhen Entrepreneur Association and deputy chairman of China National Industrial and Economic Association. Professor Xu graduated from Harbin Institute of Technology in 1964. He completed the Stanford executive program at Stanford University in 1988. He also holds the qualification of senior engineer.

曾為中國人民政治協商會議廣東省深圳市第三屆及第四屆委員會委員。梁先生現為中國人民政治協商會議遼寧省委員會委員、江西海外聯誼會副理事長、深圳市紡織行業協會會長、深圳市皮革行業協會執行會長、深圳市龍崗區慈善會名譽會長以及香港恒生商學書院榮譽商學教授。此外，梁先生亦為香港匯達(中國)有限公司及京暉國際有限公司的董事長。

許揚教授，72歲，執行董事。許教授於2002年9月加入本集團出任高級顧問一職，自2008年2月4日獲委任為董事。彼主要負責本集團整體發展方向、運營策略、市場推廣及與政府的關係。許教授擁有超過22年資本運營管理經驗，專注於優化分配及管理業務運營的資本運用。許教授於1992年至2000年間曾出任深圳控股有限公司(前稱深業控股有限公司，為聯交所主板上市的公司，股份代號：604)董事長，彼曾任中國人民政治協商會議廣東省深圳市第二屆委員會副主席、深圳市人民政府副秘書長，以及深圳市經濟發展局局長。許教授現時為深圳工業總會(前稱深圳市工業經濟聯合會)永遠榮譽會長、深圳市企業聯合會及深圳市企業家協會榮譽會長及中國工業經濟聯合會副會長。許教授於1964年畢業於哈爾濱工業大學，並於1988年於史丹福大學完成史丹福行政人員課程。彼亦持有高級工程師資格。

Biographical Details of Directors and Key Management 董事及主要管理層履歷

Non-Executive Directors

Dr. MA Kai Cheung, SBS, BBS, aged 69, is our Co-Chairman and a non-executive Director. He is a co-founder of our Group and has been appointed as a Director since 2 August 2002. He is primarily responsible for advising on the formulation of the Group's general business models and development strategies and major issues. Dr. Ma has more than 40 years of management experience in garment distribution and manufacturing businesses. Dr. Ma was awarded a Bronze Bauhinia Star (BBS) and a Silver Bauhinia Star (SBS) by the Government of Hong Kong Special Administrative Region in 2003 and 2009 respectively. Since 1998, he has been a committee member of the Chinese People's Political Consultative Conference. Dr. Ma is the president of Shenzhen Overseas Chinese International Association, permanent honorary president of Hong Kong Chiu Chow Chamber of Commerce Limited, president and standing committee member of Federation of Hong Kong Guangdong Community Organizations, president of Hong Kong & Kowloon Chiu Chow Public Association and permanent honorary president of Federation of Hong Kong Chiu Chow Community Organizations. Dr. Ma received an honorary doctoral degree in philosophy from the Morrison University in the United States in 2004. He received a fellowship from the Asian Knowledge Management Association in 2008. Dr. Ma is also the chairman of Tak Sing Alliance Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 126).

Mr. SUN Kai Lit Cliff, BBS, JP, aged 57, is a non-executive Director. He is a co-founder of our Group and has been appointed as a Director since 2 August 2002. He is primarily responsible for advising on the formulation of the Group's general business models, development strategies and major issues. Mr. Sun is an associate of the Institute of Industrial Engineers of Ohio and has over 32 years of management experience in the businesses of wholesale distribution and manufacturing of kitchenware and other metal and plastic products. He was appointed as Justice of the Peace and was awarded a Bronze Bauhinia Star (BBS) by the Government of Hong Kong Special Administrative Region respectively in July 2003 and July 2006. At present, Mr. Sun is a member of the 10th Zhejiang Committee of Chinese People's Political Consultative Conference and a member of the Standing Committee of the 13th Ningbo Committee of Chinese People's Political Consultative

非執行董事

馬介璋博士，銀紫荊星章、銅紫荊星章，69歲，聯席主席兼非執行董事。彼為本集團的創辦人之一，自2002年8月2日獲委任為董事，主要負責就制定本集團的整體業務模式、發展策略及重大事項提供意見。馬博士在成衣分銷及製造業方面有40多年的管理經驗。馬博士分別於2003年及2009年獲香港特別行政區政府頒授銅紫荊星章(BBS)及銀紫荊星章(SBS)。彼自1998年起任中國人民政治協商會議全國委員會委員至今。馬博士為深圳市僑商國際聯合會會長、香港潮州商會永遠名譽會長、香港廣東社團總會會長兼常務會董、香港九龍潮州公會主席及香港潮屬社團總會永遠名譽主席。馬博士於2004年獲美國莫里森大學頒授榮譽哲學博士學位。彼於2008年獲亞洲知識管理協會頒授院士名銜。馬博士亦為達成集團(一家於聯交所主板上市的公司，股份代號：126)主席。

孫啟烈先生，銅紫荊星章、太平紳士，57歲，非執行董事。彼為本集團的創辦人之一，自2002年8月2日獲委任為董事，主要負責就制定本集團的整體業務模式、發展策略及重大事項提供意見。孫先生為俄亥俄州工業工程學會會員，於廚具及其他金屬及塑膠產品批發分銷及製造業方面積逾32年的管理經驗。彼分別於2003年及2006年7月，獲香港特別行政區政府委任為太平紳士及頒授銅紫荊星章(BBS)。孫先生現時為中國人民政治協商會議第十屆浙江省委員會委員及中國人民政治協商會議第十三屆寧波市委員會常務委員。彼同時亦為香港工業總會主席、香港出口商會名譽主席、香港優質產品標誌局名譽主席、香港塑膠業廠商會有限公司會長、深圳工業總會(前稱深圳市工業經濟聯合會)顧問主

Conference. He is also the chairman of the Federation of Hong Kong Industries, honorary chairman of The Hong Kong Exporters' Association, honorary chairman of the Hong Kong Q Mark Council, president of the Hong Kong Plastics Manufacturers Association Ltd., honorary president of the Federation of Shenzhen Industries (formerly known as Shenzhen Federation of Industrial Economics) and the honorary founding president and executive vice president of Shenzhen Overseas Chinese International Association. Mr. Sun is the executive director of Kinox Enterprises Limited and Kin Hip Metal and Plastic Factory Ltd. He is currently an independent non-executive director of Ming Fai International Holdings Limited (stock code: 3828) and Ka Shui International Holdings Ltd., (stock code: 822), which are listed on the Main Board of the Stock Exchange.

Dr. MA Wai Mo, aged 67, is a non-executive Director. He is a co-founder of our Group and has been appointed as a Director of the Company since 2 August 2002. He is primarily responsible for advising on the formulation of the Group's general business models, development strategies and major issues. He has more than 32 years of management experience in the printing and packaging, manufacturing, wholesale and distribution businesses. Dr. Ma was a member of the 3rd and the 4th Shenzhen Committee of the Chinese People's Political Consultative Conference, the chairman of the 13th, 14th, 16th and 17th Hong Kong Corrugated Paper Manufacturers' Association. Currently, he is a member of Shenzhen People's Congress Foreign Affairs Committee, a member of the Standing Committee of the Chaoyang District Shantou City Committee of the Chinese People's Political Consultative Conference, the vice chairman of the 7th general committee of the China Packaging Technology Association, the honorary chairman of the 7th Shenzhen Packaging Association, the vice president of the 7th and the 8th Guangdong Printing and Replicate Association, the executive vice president of the Guangdong Overseas Chinese Enterprises Association, the honorary founding president and the executive vice president of Shenzhen Overseas Chinese International Association. Dr. Ma is also the chairman of Luk Ka International Limited, a wholly owned subsidiary of Luk Ka Overseas Investments Limited. Dr. Ma was awarded the World's Outstanding Chinese in 2005 and received an honorary doctor of science degree from Armstrong University in 2005.

席、深圳市僑商國際聯合會創會名譽會長及常務副會長。孫先生為建樂士企業有限公司及建業五金塑膠廠有限公司的執行董事。彼現為聯交所主板上市的明輝國際控股有限公司(股份代號：3828)及嘉瑞國際控股有限公司(股份代號：822)的獨立非執行董事。

馬偉武博士，67歲，非執行董事。彼為本集團的創辦人之一，自2002年8月2日獲委任為本公司董事，主要負責就制定本集團的整體業務模式、發展策略及重大事項提供意見。馬博士在印刷及包裝、製造及批發分銷業務方面積逾32年的管理經驗。馬博士曾為中國人民政治協商會議廣東省深圳市第三屆及第四屆委員會委員、香港瓦通紙業廠商會第十三、十四、十六及十七屆會長。現時，馬博士為深圳市人大常委會外事僑務工作委員會委員、中國人民政治協商會議汕頭市潮陽區常務委員、中國包裝聯合會第七屆理事會副會長、深圳市包裝行業協會第七屆名譽會長、第七屆及第八屆廣東省印刷複製業協會副會長、廣東省僑商投資企業協會常務副會長、深圳市僑商國際聯合會創會名譽會長及常務副會長。馬博士同時亦為Luk Ka Overseas Investments Limited的全資附屬公司力嘉國際集團有限公司董事長。於2005年，馬博士獲選為世界傑出華人。同年，馬博士獲Armstrong University頒授榮譽科學博士學位。

Biographical Details of Directors and Key Management

董事及主要管理層履歷

Mr. CHENG Tai Po, aged 59, is a non-executive Director. He has been appointed as a Director since 30 April 2010 and is primarily responsible for advising on the formulation of the Group's general business models, development strategies and major issues. Mr. Cheng has over 26 years' experience in manufacturing, wholesale and distribution businesses. He is a board member of the Zhanjiang Ocean University, China and a general committee member of the Hong Kong Jewelry Manufacturers' Association Ltd. Mr. Cheng is also the executive director and deputy chairman of Man Sang International Limited, a company listed on the Main Board of the Stock Exchange (stock code: 938) and the director and vice-chairman of China Metro-Rural Holdings Limited (formerly known as Man Sang International (B.V.I.) Limited), a company listed on the NYSE Amex (formerly known as an American Stock Exchange) (ticker symbol: CNR). Mr. Cheng is an elder brother of Mr. Cheng Chung Hing, the Co-Chairman and executive Director and the controlling Shareholder of the Company.

Independent Non-Executive Directors

Mr. LEUNG Kwan Yuen Andrew, *GBS, SBS, JP*, aged 60, has been appointed as an independent non-executive Director since 4 September 2009. He has more than 32 years of management experience in the textile manufacturing, wholesale and distribution businesses. Mr. Leung is a member of the Industrial (First) Functional Constituency of the Legislative Council of Hong Kong, also a member of the National Committee of the Chinese People's Political Consultative Conference. Mr. Leung is currently the chairman of the Vocational Training Council, the honorary chairman of Textile Council of Hong Kong, a council member of the Hong Kong Trade Development Council, the honorary president of the Federation of Hong Kong Industries, a fellow of The Textiles Institute as well as The Clothing and Footwear Institute in the United Kingdom. In addition, Mr. Leung is the chairman of Sun Hing Knitting Factory Limited, he is also an independent non-executive director of Dah Sing Banking Group Limited, a company listed on the Main Board of the Stock Exchange, (stock code: 2356). During the period from 12 January 2007 to 18 April 2010, Mr. Leung was an independent non-executive director of Meadville Holdings Limited, a company withdrawing its listing of shares from the Stock Exchange effective 19 April 2010 (stock code: 3313).

鄭大報先生，59歲，非執行董事。自2010年4月30日獲委任為董事，主要負責就制定本集團的整體業務模式、發展策略及重大事項提供意見。鄭先生於製造及批發分銷業務方面具逾26年的經驗。彼為中國湛江海洋大學校董及香港珠寶製造業廠商會之理事。鄭先生亦為民生國際有限公司(一家於聯交所主板上市的公司，股份代號：938)之執行董事及副主席及China Metro-Rural Holdings Limited(前稱Man Sang International (B.V.I.) Limited)(一家於NYSE Amex(前稱American Stock Exchange)上市之公司，股份代號：CNR)之董事及副主席。鄭先生為本公司之聯席主席兼執行董事及控股股東鄭松興先生之胞兄。

獨立非執行董事

梁君彥先生，*金紫荊星章、銀紫荊星章、太平紳士*，60歲，自2009年9月4日獲委任為獨立非執行董事。彼於紡織品製造、批發及分銷業務方面擁有逾32年管理經驗。梁先生現為香港立法會工業界(第一)功能界別成員，亦為中國人民政治協商會議全國委員會委員。梁先生同時亦為職業訓練局主席、香港紡織業聯會理事委員會名譽會長、香港貿易發展局理事會成員、香港工業總會名譽會長、英國的紡織學會以及製衣業及鞋類學會資深會員。此外，梁先生為新興織造廠有限公司主席，亦是大新銀行集團有限公司(一家在聯交所主板上市的公司，股份代號：2356)的獨立非執行董事。由2007年1月12日至2010年4月18日止期間，梁先生為美維控股有限公司(一家於2010年4月19日起在聯交所除牌的公司，股份代號：3313)的獨立非執行董事。

Mr. Li Wai Keung, aged 54, has been appointed as an independent non-executive Director since 4 September 2009. Mr. Li has more than 34 years of experience in financial management. Mr. Li graduated from the Hong Kong Polytechnic University and holds a master degree in business administration from the University of East Asia, Macau, currently known as the University of Macau. He is a fellow of The Chartered Association of Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Li is the executive director and chief financial officer of GDH Limited, and presently he is also a non-executive director of Guangdong Investment Limited, a company listed on the Main Board of the Stock Exchange (stock code: 270) and an independent non-executive director of Shenzhen Investment Limited and Hans Energy Company Limited, the companies listed on the Main Board of the Stock Exchange (stock codes: 604 and 554 respectively). He is a director of Shenzhen City Airport (Group) Company Limited, a member of the Council of the Hong Kong Chinese Orchestra Limited, and serves as the vice chairman of the Financial and Accounting Affairs Steering Committee of the Hong Kong Chinese Enterprises Association. Mr. Li was also an independent non-executive director of Hong Long Holdings Limited (stock code: 1383) until 27 May 2011.

Mr. Hui Chiu Chung Stephen, aged 64, has been appointed as an independent non-executive Director since 11 April 2011. Mr. Hui has over 40 years of experience in the securities and investment industry. He had for years been serving as a council member and vice chairman of the Stock Exchange, a member of the Advisory Committee of the Hong Kong Securities and Futures Commission, a director of the Hong Kong Securities Clearing Company Limited, a member of the Listing Committee of the Hong Kong Exchanges and Clearing Limited, an appointed member of the Securities and Futures Appeal Tribunal, a member of the Standing Committee on Company Law Reform and an appointed member of the Hong Kong Institute of Certified Public Accountants Investigation Panel A. He was also a member of the Committee on Real Estate Investment Trusts of the Hong Kong Securities and Futures Commission. Mr. Hui is a member of Government "Appointees" (independent member) of Appeal Panel of the Travel Industry Council of Hong Kong. Mr. Hui was appointed by the Government of the Hong Kong Special

李偉強先生，54歲，自2009年9月4日獲委任為獨立非執行董事。李先生擁有逾34年財務管理經驗。李先生畢業於香港理工大學，並持有澳門東亞大學(現稱為澳門大學)工商管理碩士學位。彼為英國特許公認會計師公會及香港會計師公會資深會員。李先生現為粵海控股集團有限公司的執行董事兼財務總監，同時亦為粵海投資有限公司(一家在聯交所主板上市的公司，股份代號：270)之非執行董事、在聯交所主板上市的深圳控股有限公司及漢思能源有限公司(股份代號分別為604及554)之獨立非執行董事。彼為深圳市機場(集團)有限公司董事、香港中樂團理事會理事及香港中國企業協會財會專業委員會副主任委員。李先生於2011年5月27日前亦是鴻隆控股有限公司(股份代號1383)之獨立非執行董事。

許照中先生，64歲，自2011年4月11日獲委任為獨立非執行董事。許先生具備逾40年之證券及投資經驗。多年來曾出任聯交所理事會理事及副主席、香港證券及期貨事務監察委員會諮詢委員會委員、香港中央結算有限公司董事、香港交易及結算所有限公司上市委員會委員、證券及期貨事務上訴審裁處委員、公司法改革常務委員會委員及香港會計師公會調查小組A組委員。彼曾為香港證券及期貨事務監察委員會房地產投資信託基金委員會委員及現為香港旅遊業議會上訴委員會獨立委員。許先生於2004年獲香港特區政府「政府委任成員」頒授太平紳士榮銜，並於2006年獲中國珠海市人民政治協商會議委任為政協委員。現為僑豐金融集團(香港)有限公司副主席。許先生亦為股份於聯交所上市之香港交易及結算所有限公司(股份代號：388)、六福集團(國際)有限公司(股份代號：

Biographical Details of Directors and Key Management

董事及主要管理層履歷

Administrative Region a Justice of the Peace in 2004 and was also appointed as a member of the Zhuhai Municipal Committee of the Chinese People's Political Consultative Conference in 2006. Mr. Hui is currently the vice chairman of OSK Holdings Hong Kong Limited. He also serves as independent non-executive director of Hong Kong Exchanges and Clearing Limited (stock code: 388), Luk Fook Holdings (International) Limited (stock code: 590), Jiuzhou Development Company Limited (stock code: 908), Lifestyle International Holdings Limited (stock code: 1212), Chun Wo Development Holdings Limited (stock code: 711) and Frasers Property (China) Limited (stock code: 535), whose shares are listed on the Stock Exchange.

Mr. SHI Wan Peng, aged 74, has been appointed as an independent non-executive Director since 4 September 2009. Mr. Shi graduated from Beijing Jiaotong University, previously known as Northern Jiaotong University in 1960. He is a professor-level senior engineer. Mr. Shi served as deputy director of the Transport Bureau of the State Economic Commission, director of the Economic and Technical Cooperation Bureau, director of the Production and Dispatch Bureau of the State Development Planning Commission, deputy officer (of ministerial grade) of the State Economic and Trade Commission, president of the China Textiles Association, the alternate member of the 15th Central Committee of the Communist Party of China, a standing member of the 10th National Committee of the Chinese People's Political Consultative Conference. Mr. Shi is currently the vice chairman of the World Packaging Organization, the president of China Packaging Federation and an independent non-executive director of CPMC Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 906). Mr. Shi has worked in the People's Republic of China ("PRC") government departments and organizations for more than 40 years, and has been engaged in the areas of planning and management of government economic work as well as in economic operations, with extensive experience in the management of macroeconomic affairs in development of economy in the PRC.

590)、九洲發展有限公司(股份代號:908)、利福國際集團有限公司(股份代號:1212)、俊和發展集團有限公司(股份代號:711)及星獅地產(中國)有限公司(股份代號:535)之獨立非執行董事。

石萬鵬先生，74歲，自2009年9月4日獲委任為獨立非執行董事。石先生於1960年畢業於北京交通大學(前稱北方交通大學)，彼為教授級高級工程師。石先生歷任國家經委交通局副局長、經濟技術協作局局長、國家計劃委員會生產調度局局長、國家經濟貿易委員會副主任(正部長級)、中國紡織總會會長、中國共產黨第十五屆中央委員會候補委員及中國人民政治協商會議第十屆全國委員會常委。石先生現為世界包裝組織副主席、中國包裝聯合會會長及中糧包裝控股有限公司(一家於聯交所主板上市的公司，股份代號:906)的獨立非執行董事。石先生曾於中華人民共和國(「中國」)政府部門及機構工作超過40年，長期從事政府經濟的規劃和管理以及經濟運行方面的營運工作，於中國經濟發展宏觀經濟事宜方面擁有豐富的管理經驗。

Key Management

Mr. FUNG Sing Hong Stephen, aged 46, is our Group's chief financial officer. Mr. Fung joined our Group in July 2006, and is responsible for formulating corporate financing strategy, investor relations and the overall financial management of the Group. Mr. Fung graduated from the University of Wales, United Kingdom with a master degree in business administration. He is a member of the American Institute of Certified Public Accountants and a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Fung has more than 18 years of experience in financial management, mergers and acquisitions, capital markets financing and corporate restructuring. Prior to joining our Group, Mr. Fung was an executive director and the chief financial officer of Guangdong Investment Limited ("GDI"). From December 2002 to November 2004, Mr. Fung served as an executive director and the chief financial officer of Kingway Brewery Holdings Limited ("Kingway"). Both GDI and Kingway are companies listed on the Main Board of the Stock Exchange (stock codes: 270 and 124, respectively). Mr. Fung was also a key member of the Guangdong Enterprises (Holdings) Limited ("GDE") restructuring team and has been extensively involved in the US\$5.3 billion debt restructuring of GDE.

Mr. CHEN Jiacheng, aged 48, is our Group's chief operating officer. He joined our Group on 18 June 2010, and is responsible for overall operation management of the Group. He has extensive experience in corporate governance and modern corporate management. Mr. Chen obtained a bachelor degree in engineering from Northwest Industrial University in 1983 and a master degree in business administration from Tsinghua University in 1999. Prior to joining our Group, Mr. Chen was the executive director and chief executive director of XinAo Gas Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2688).

主要管理層

馮星航先生，46歲，集團首席財務總監。馮先生於2006年7月加入本集團，負責制定企業財務策略、投資者關係及本集團的整體財務管理。馮先生畢業於英國威爾斯大學，持有工商管理碩士學位。彼為美國執業會計師公會及香港會計師公會資深會員。馮先生於財務管理、合併及收購、資本市場融資及企業重組方面擁有超過18年經驗。加入本集團之前，馮先生為粵海投資有限公司（「粵海投資」）執行董事及財務總監。自2002年12月至2004年11月，馮先生擔任金威啤酒集團有限公司（「金威」）執行董事及財務總監。粵海及金威均為聯交所主板上市的公司（股份代號分別為270及124）。馮先生亦曾為粵海企業（集團）有限公司（「粵海企業」）重組隊伍的主要成員，廣泛地參與粵海企業涉及53億美元的債務重組。

陳加成先生，48歲，集團首席營運官。於2010年6月18日加入本集團，負責本集團整體營運管理。彼在公司管治及現代企業管理方面具豐富經驗。陳先生於1983年獲西北工業大學頒授工學學士及於1999年獲清華大學頒授工商管理碩士學位。加入本集團之前，陳先生曾任新奧燃氣控股有限公司（一家於聯交所主板上市之公司，股份代號：2688）之執行董事及首席執行官。

Biographical Details of Directors and Key Management

董事及主要管理層履歷

Ms. TSE Man Yu, aged 40, is the company secretary, head of investor relations and the Group's deputy chief financial officer. Ms. Tse joined our Group in February 2008. She assists the chief financial officer in the overall financial management of the Group and is responsible for investor relations and the company secretarial duties. Ms. Tse graduated from the City University of Hong Kong with a bachelor of science (honours) degree in finance. She is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Ms. Tse has more than 14 years of experience in financial management, mergers and acquisitions, corporate finance and asset management. Prior to joining our Group, Ms. Tse was the assistant chief financial officer of GDI, which is a company listed on the Main Board of the Stock Exchange (stock code: 270). Ms. Tse was an alternate director of Guangdong Development Fund Limited ("GDF"), which is a company listed on the London Stock Exchange (code: gdf), and a director of Guangdong Investment Management Limited, which is the fund manager of GDF. Ms. Tse had also been a senior corporate finance executive of Tung Fong Hung (Holdings) Limited (now known as Freeman Financial Corporation Limited) and Sing Pao Media Group Limited (now known as China Gamma Group Limited), which were companies listed on the Main Board of the Stock Exchange (stock codes: 279 and 164 respectively).

Mr. JIANG Kai, aged 59, is the Group's deputy general manager. He joined our Group in January 2007, and is responsible for managing construction projects of the Group, including co-ordinating the planning and designs, managing tenders and bids, budgeting, costing and construction management. Mr. Jiang has over 17 years of management experience in the construction industry. Mr. Jiang had been working for the 1st branch of the Shenzhen Architectural Design Institute as the chief engineer, Shenzhen Construction Investment Holdings Ltd. as the manager of the construction department, and Shenzhen New World Group Co., Ltd. as the group deputy general manager. Mr. Jiang graduated from the Underground Construction Faculty of Tongji University in 1982 with a bachelor degree in underground construction, and holds a qualification of senior engineer.

謝文瑜女士，40歲，公司秘書、投資者關係主管及集團副財務總監。謝女士於2008年2月加入本集團。彼協助集團首席財務總監進行本集團的整體財務管理及負責投資者關係和公司秘書事務。謝女士畢業於香港城市大學，取得財務學榮譽理學士學位。彼為英國特許公認會計師公會及香港會計師公會資深會員。謝女士於財務管理、合併及收購、企業財務及資產管理方面擁有超過14年經驗。加入本集團之前，謝女士為粵海投資（一家於聯交所主板上市的公司，股份代號：270）的助理財務總監。謝女士曾為Guangdong Development Fund Limited（「GDF」）（一家於倫敦證券交易所上市的公司，代號：gdf）替任董事及Guangdong Investment Management Limited（GDF的基金經理）董事。謝女士亦曾任東方紅集團有限公司（現稱民豐企業控股有限公司）及成報傳媒集團有限公司（現稱中國伽瑪集團有限公司）（均為聯交所主板上市的公司，股份代號分別為279及164）的高級企業融資人員。

江凱先生，59歲，集團副總經理。彼於2007年1月加入本集團，負責本集團各項目的工程管理，包括協調規劃及設計、投標管理、預算及成本、建設管理等。江先生於建築行業擁有逾17年管理經驗。江先生曾為深圳市建築設計第一分院總工程師、深圳市建設投資控股公司工程管理部經理及深圳市新世界集團有限公司的集團副總經理。江先生於1982年畢業於同濟大學地下工程學系，取得地下建築學士學位，並持有高級工程師資格。

Mr. LIU Xiao Dong, aged 40, is the general manager of CSC Shenzhen. He joined our Group in November 2004, and is responsible for the overall operation and daily management of CSC Shenzhen. Mr. Liu graduated from Poitiers University in France with a master degree in business administration. Mr. Liu has approximately 17 years of experience in marketing and management. From 1992 to 1993, he worked for Jiangxi Shangrao Social Science Association as a reporter and editor. From 1993 to 1999, he worked for Jiangxi Jiang China-Japan Sales Co. Ltd. and was responsible for marketing strategy and sales management. From 1999 to 2004, he worked for Jiangzhong Medicine Manufacturing Group and held various positions including strategic planning manager, human resources department manager, regional director of Eastern China region and was responsible for developing new businesses in the Shanghai, Jiangsu, Zhejiang, Anhui and Jiangxi markets.

Mr. WANG De Wen, aged 33, is the general manager of CSC Xi'an. He joined our Group in October 2009, and is responsible for the overall operation and daily management of the CSC Xi'an project. Mr. Wang graduated from Cornell University in 2006 with a master degree in applied statistics. Prior to joining our Group, Mr. Wang was an analyst in the investment research department of Guosen Securities, the project manager of the investment banking division of Great Wall Securities Co., Ltd. He was also the managing director of Shenzhen Howard Investment Co., Ltd., and was responsible for overseeing the operations of various logistics trade centers.

劉曉東先生，40歲，深圳華南城總經理。彼於2004年11月加入本集團，負責深圳華南城的整體運營及日常管理工作。劉先生畢業於法國Poitiers University，取得工商管理碩士學位。劉先生於營銷及管理方面擁有約17年經驗。自1992年至1993年，彼於中共江西省上饒地委社科聯任職記者及編輯。自1993年至1999年，彼於江西江中日化銷售有限公司任職，負責市場策略及銷售管理。自1999年至2004年，彼於江西江中制藥(集團)有限責任公司任職，擔任多個職務，包括策略管理經理、人力資源部經理、華東區區域總監，負責於上海、江蘇、浙江、安徽及江西市場發展新業務。

王德文先生，33歲，西安華南城總經理。彼於2009年10月加入本集團，負責西安項目的整體運營及日常管理工作。王先生於2006年畢業於美國康奈爾大學，獲授應用統計學碩士。在加入本集團前，王先生曾於國信證券任行業研究員，於長城證券任投資銀行事業部項目經理，亦曾於深圳市豪德投資有限公司任董事總經理，負責旗下多個商貿流園區運作。

Biographical Details of Directors and Key Management

董事及主要管理層履歷

Mr. ZHANG Xue Fang, aged 47, is the general manager of CSC Nanchang. He joined our Group in 2007, and is responsible for the overall operation and daily management of CSC Nanchang. Mr. Zhang graduated from Jingtangshan University in 1981, majoring in Chinese. He also completed a postgraduate program at the School of International Politics in Shandong University in 1999. Prior to joining our Group, Mr. Zhang held senior managerial positions with a large-scale national defense industrial corporation in Jiangxi, was a chancellor of Jiangxi National Defense Industrial Staff University, an adjunct professor of Jiangxi Normal University and a general manager of Yuan Wang Group. He was also engaged in property development education, and was an executive council member of China Market Economics Society.

Mr. ZHANG Li Yang, aged 45, is the deputy general manager of CSC Nanning. He joined our Group in November 2006, and was seconded to Nanning in May 2008. He is responsible for the overall operation and daily management of the CSC Nanning project. Mr. Zheng graduated from the Party School of the Central Committee of C.P.C. in 2000, majoring in Economic Management.

Mr. YU Shao Guang, aged 32, is the general manager of CSC Heyuan. He joined our Group in 2005, and is responsible for the overall operation and daily management of the Heyuan project. He graduated from Sun Yat-Sen University in 2002, majoring in Economic Law. Prior to joining our Group, he worked for Man Hing Industry Development (Shenzhen) Company Ltd. and was responsible for property management.

章學方先生，47歲，南昌華南城總經理。彼於2007年加入本集團，負責南昌華南城的整體運營及日常管理工作。章先生於1981年畢業於井崗山學院，主修中文，並於1999年於山東大學國政學院修畢研究生課程。在加入本集團前，章先生曾先後擔任江西國防工業大型企業的高管職位、江西國防工業職工大學校長、江西師範大學的客座教授，以及遠望集團公司總經理，亦曾從事有關教育的地產開發工作及曾為中國市場經濟研究會的常務理事。

張利陽先生，45歲，南寧華南城副總經理。彼於2006年11月加入本集團，並於2008年5月派駐南寧。彼負責南寧華南城項目的整體運營及日常管理工作。張先生於2000年畢業於中共中央黨校，主修經濟管理。

余少光先生，32歲，河源華南城總經理。彼於2005年加入本集團，負責河源項目的整體運營及日常管理工作。余先生於2002年畢業於中山大學本科，主修法律學系經濟法。在加入本集團前，余先生曾在民興實業發展(深圳)有限公司工作，負責物業管理工作。

Report of the Directors

董事會報告

The directors of the Company (the “Directors”) have pleasure in presenting this annual report and the audited consolidated financial statements of the Group for the year ended 31 March 2011.

Principal Activities

The principal activities of the Group are developing and operating large-scale integrated logistics and trade centers in China, providing a comprehensive trading platform of raw materials and finished products for domestic and international wholesale suppliers, buyers, manufacturers and distributors. With its unique business model, the Group not only sells and leases well-designed, high quality trade center units for businesses to display and sell their products, but also provides trade center occupants and their customers with a full range of facilities and services such as offices, residential facilities, warehousing and on-site logistics services, conference and exhibition facilities, hotels, restaurants, banking services, on-site government services in a bid to offer one-stop convenient supply chain solutions. Details of the principal activities of the principal subsidiaries, jointly-controlled entities and associates are set out in notes 19, 20 and 21 to consolidated financial statements respectively.

Results and Dividends

The Group’s results for the year ended 31 March 2011 and the state of affairs of the Company and the Group at that date are set out in the consolidated financial statements on pages 81 to 204 of this annual report.

The Board recommends the payment of a final dividend of HK2.5 cents per share in respect of the year ended 31 March 2011 (2010: HK2.0 cents). Subject to the approval of the shareholders of the Company (the “Shareholders”) at the annual general meeting to be held on 16 August 2011 (the “AGM”), the proposed final dividend will be distributed on or about 5 September 2011 to Shareholders whose names appear on the register of members of the Company on 24 August 2011.

本公司董事(「董事」)欣然呈列本集團截至2011年3月31日止年度的年報及經審核綜合財務報表。

主要業務

本集團的主要業務為在中國開發及經營大型綜合商貿物流及商品交易中心，為內地和國際批發供應商、買家、製造商及分銷商提供原材料和製成品的全面交易平台。憑藉其獨特的業務模式，本集團不僅銷售及出租設計優良、高質的交易中心商舖，供企業展示和出售其產品，亦為交易中心商戶與其客戶提供完善的設施及服務，包括寫字樓、住宅設施、倉儲和駐場物流服務、會議展覽設施、酒店、餐廳、銀行服務、駐場政府服務，藉此提供一站式便捷供應鏈解決方案。主要附屬公司、共同控制實體及聯營公司的主要業務之詳情分別載於綜合財務報表附註19、20及21。

業績及股息

本集團截至2011年3月31日止年度的業績及本公司與本集團於該日的事務狀況載於本年報第81至204頁之綜合財務報表。

董事會建議派付截至2011年3月31日止年度的末期股息每股2.5港仙(2010年：2.0港仙)。待本公司股東(「股東」)於2011年8月16日舉行的股東週年大會(「股東週年大會」)上批准後，建議末期股息將於2011年9月5日或其前後派付予於2011年8月24日名列本公司股東名冊之股東。

Report of the Directors

董事會報告

The register of members of the Company will be closed from 22 August 2011 to 24 August 2011, both days inclusive. In order to be qualified for the proposed final dividend, all transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 19 August 2011.

Use of Proceeds from the Company's Listing

The proceeds from the Company's issue of new shares at the time of its listing on the Stock Exchange on 30 September 2009, after deduction of the related issuance expenses, amounted to approximately HK\$2,996 million.

As at year ended 31 March 2011, HK\$2,243 million of the net proceeds has been utilized in accordance with the proposed application set out in the section headed "Future plans and use of proceeds" contained in the prospectus of the Company dated 17 September 2009. The unutilized balances have been placed as deposit with banks and financial institutions.

Reserves

Details of movements in the reserves of the Group and the Company during the year are set out in the section "Consolidated Statement of Changes in Equity" and in note 36 to consolidated financial statements, respectively.

Distributable Reserves

Details of the Company's reserves available for distribution as at 31 March 2011, calculated in accordance with the provision of Section 79B of the Hong Kong Companies Ordinance, amounted to HK\$459,331,000 (2010: HK\$471,858,000), of which HK\$149,689,000 (2010: HK\$119,591,000) has been proposed as final dividend for the year are disclosed in note 12 to consolidated financial statements.

本公司將由2011年8月22日至2011年8月24日(包括首尾兩天)止期間暫停辦理股份過戶登記。為符合資格獲派付建議末期股息，全部轉讓文件連同相關股票最遲須於2011年8月19日下午4時30分前遞交本公司之股份過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。

本公司上市所得款項之用途

本公司於2009年9月30日在聯交所上市時發行新股的所得款項，經扣除相關發行費用後約達2,996百萬港元。

截至2011年3月31日止年度，所得款項淨額中2,243百萬港元已根據本公司2009年9月17日之招股章程內「未來計劃及所得款項用途」一節所載的擬訂用途動用。未動用結餘以存款之形式存放於銀行及金融機構。

儲備

本集團及本公司於年內的儲備變動詳情分別載於「綜合權益變動表」及綜合財務報表附註36。

可分派儲備

本公司按照香港公司條例第79B條條文計算於2011年3月31日的可分派儲備為459,331,000港元(2010年：471,858,000港元)，並建議動用當中149,689,000港元(2010年：119,591,000港元)作本年度末期股息，有關詳情載於綜合財務報表附註12披露。

Senior Notes

On 14 January 2011, the Company issued senior notes due January 2016 with a nominal value of US\$250 million (equivalent to approximately HK\$1,950 million) at a coupon rate of 13.5% per annum (the "Senior Notes") for the purpose of, amongst others, funding its properties under development and planned for future development (including land grant fees) and for general corporate purposes. Further details of the Senior Notes of the Company are set out in note 32 to consolidated financial statements.

Property, Plant and Equipment

Details of property, plant and equipment of the Group are set out in note 14 to consolidated financial statements.

Donations

During the year, the Group made charitable donations totaling HK\$8,630,000 (2010: HK\$1,000,000) to various charitable organizations.

Subsidiaries

Details of the Company's subsidiaries as at 31 March 2011 are set out in note 19 to consolidated financial statements.

Directors

The Directors during the year and up to the date of the report of the Directors are:

Executive Directors

Mr. Cheng Chung Hing (*Co-Chairman*)
Mr. Leung Moon Lam (*Chief Executive Officer*)
Professor Xu Yang

Non-Executive Directors

Dr. Ma Kai Cheung, *SBS, BBS (Co-Chairman)*
Mr. Sun Kai Lit Cliff, *BBS, JP*
Dr. Ma Wai Mo
Mr. Cheng Tai Po (*appointed on 30 April 2010*)

Independent Non-Executive Directors

Mr. Leung Kwan Yuen Andrew, *GBS, SBS, JP*
Mr. Li Wai Keung
Mr. Hui Chiu Chung Stephen, *JP (appointed on 11 April 2011)*
Mr. Shi Wan Peng

優先票據

於2011年1月14日，本公司發行將於2016年1月到期、本金額為250百萬美元(相當於約1,950百萬港元)、年票息率13.5%的優先票據(「優先票據」)，用作(其中包括)撥付其正在興建的物業及已規劃的未來發展(包括土地出讓價)以及一般商業用途。本公司優先票據的進一步詳情載於綜合財務報表附註32。

物業、廠房及設備

本集團的物業、廠房及設備詳情載於綜合財務報表附註14。

捐款

年內，本集團向各慈善機構合共捐出8,630,000港元(2010年：1,000,000港元)的慈善捐款。

附屬公司

本公司於2011年3月31日的附屬公司詳情載於綜合財務報表附註19。

董事

年內及截至此董事會報告日期之董事包括：

執行董事

鄭松興先生(*聯席主席*)
梁滿林先生(*行政總裁*)
許揚教授

非執行董事

馬介璋博士 *銀紫荊星章、銅紫荊星章(聯席主席)*
孫啟烈先生 *銅紫荊星章、太平紳士*
馬偉武博士
鄭大報先生(*於2010年4月30日獲委任*)

獨立非執行董事

梁君彥先生 *金紫荊星章、銀紫荊星章、太平紳士*
李偉強先生
許照中先生 *太平紳士(於2011年4月11日獲委任)*
石萬鵬先生

Report of the Directors

董事會報告

In accordance with the Company's articles of association (the "Articles"), Mr. Cheng Chung Hing, Professor. Xu Yang, Dr. Ma Kai Cheung, Dr. Ma Wai Mo and Mr. Hui Chiu Chung Stephen shall retire from office and, being eligible, will offer themselves for re-election at the forthcoming AGM.

The Company has received an annual confirmation of independence from each of independent non-executive Directors (except Mr. Hui Chiu Chung Stephen as his appointment date was 11 April 2011) pursuant to rule 3.13 of the Rules governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). The Company considers all independent non-executive Directors be independent.

Directors' Service Contracts

Each of the executive Directors has entered into service contract with the Company while each of the non-executive Directors and independent non-executive Directors has entered into letter of appointment with the Company for a term of three years. The service contract or letter of appointment may be terminated by either party thereto by giving not less than three months' prior written notice.

None of the Directors has entered into any service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

Changes in Information of Directors

The changes in the information of Directors since the publication of the 2010/11 Interim Report are set out below pursuant to Rule 13.51B(1) of the Listing Rules:

Directors' Emoluments

With effect from 1 April 2011, the basic annual salary payable to each of Mr. Cheng Chung Hing and Mr. Leung Moon Lam has been increased by HK\$1,900,000.

Directors' Interests in Contracts of Significance

None of the Directors had a material beneficial interest, whether directly or indirectly, in any significant contract to which the Company or any of its subsidiaries, its holding companies or a subsidiary of its holding companies was a party during the year or as at 31 March 2011.

根據本公司之章程(「章程」)，鄭松興先生、許揚教授、馬介璋博士、馬偉武博士及許照中先生將退任，並合資格於應屆股東週年大會膺選連任。

本公司已接獲各獨立非執行董事(許照中先生除外，因彼於2011年4月11日才獲委任)根據聯交所證券上市規則(「上市規則」)第3.13條編製的年度獨立確認書。本公司認為全體獨立非執行董事均屬獨立。

董事服務合約

各執行董事已與本公司訂立服務合約，而本公司亦與各非執行董事及獨立非執行董事訂立委任函，該服務合約及委任函為期三年。任何一方可向對方事先發出不少於三個月書面通知終止該合約或委任函。

董事與本公司概無訂立任何本公司於一年內不作賠償(法定賠償除外)而不可終止的服務合約。

董事資料變動

自2010/11年中期報告刊發後之董事資料變動根據上市規則第13.51B(1)條呈列如下：

董事酬金

鄭松興先生及梁滿林先生各人之基本年度薪酬已增加1,900,000港元，並於2011年4月1日起生效。

董事於重大合約的權益

年內或於2011年3月31日，概無董事於本公司或其任何附屬公司、其控股公司或其控股公司的附屬公司訂立的任何重大合約中直接或間接擁有重大實際權益。

Biographical Information of Directors

Brief biographical information of Directors and Key Management of the Company are set out in the section headed "Biographical Details of Directors and Key Management" on pages 44 to 54 of this annual report.

Enforcement of the Deed of Non-Competition

Pursuant to a deed of non-competition, dated 4 September 2009 ("Non-Competition Undertaking"), entered into by, each of Mr. Cheng Chung Hing, Mr. Leung Moon Lam and Mr. Cheng Tai Po, each of them has undertaken with the Company (for itself and on behalf of each other member of the Group) that so long as the Company is listed on the Main Board of the Stock Exchange and so long as any of:

- (i) in respect of Mr. Cheng Chung Hing, he remains as the controlling Shareholder or a Director;
- (ii) in respect of Mr. Leung Moon Lam, he remains as a Director;
- (iii) in respect of Mr. Cheng Tai Po, he remains as the controlling Shareholder,

that he shall not, and shall procure his associates not to, either alone or jointly with any other person or entity, or for any other person, firm or company, or as principal, partner, director, employee, consultant or agent through any body corporate, partnership, joint venture or other contractual arrangement, be engaged, invested, or otherwise involved, whether as a shareholder, director, employee, partner, agent or otherwise, directly or indirectly, in the carrying on of any business in any form or manner in China that is in competition or is likely to be in the competition, directly or indirectly, with the business of the Group, unless those business opportunity has been first offered to the Group upon terms which are fair and reasonable and the Board has declined such opportunity, in accordance with the provisions of the Non-Competition Undertaking, Mr. Cheng Chung Hing, Mr. Leung Moon Lam and Mr. Cheng Tai Po or any of them or their respective associates may pursue such opportunity.

董事履歷

本公司董事及主要管理層的履歷詳情載於本年報第44至54頁「董事及主要管理層履歷」一節。

履行不競爭契據

根據鄭松興先生、梁滿林先生及鄭大報先生各自於2009年9月4日訂立的不競爭契據（「不競爭承諾」），彼等各自向本公司（就其本身及代表本集團各其他成員公司）承諾，只要本公司仍於聯交所主板上市，且以下其中一項仍生效：

- (i) 有關鄭松興先生，當他仍為控股股東或董事；
- (ii) 有關梁滿林先生，當他仍為董事；
- (iii) 有關鄭大報先生，當他仍為控股股東，

彼等各自將不會及促使其聯繫人不會就其本身或聯同任何其他人士或實體或代任何其他人士、企業或公司，或以其主事人、合夥人、董事、僱員、顧問或代理身分透過任何法人團體、合作夥伴、合營企業或其他合約安排，以股東、董事、僱員、合夥人、代理或其他身份直接或間接於中國以任何形式或方式經營、投資或以其他方式涉足與本集團業務直接或間接構成競爭或可能構成競爭的任何業務，除非該等商機按公平合理的條款首先向本集團提出及由董事會根據不競爭承諾的條文拒絕該等商機後，鄭松興先生、梁滿林先生及鄭大報先生或彼等任何一方或彼等各自的聯繫人才可尋求該等商機。

Report of the Directors

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The Company has received confirmations from Mr. Cheng Chung Hing, Mr. Leung Moon Lam and Mr. Cheng Tai Po respectively that they have complied with the Non-Competition Undertaking for the period from the IPO Date to 31 March 2011. The independent non-executive Directors have reviewed their compliance with the Non-Competition Undertaking.

本公司已分別接獲鄭松興先生、梁滿林先生及鄭大報先生確認有關彼等自首次公開發售股份日期至2011年3月31日止期間已遵守不競爭承諾。獨立非執行董事已檢討其已遵守不競爭承諾。

Directors' and Chief Executive's Interests in Securities

As at 31 March 2011, the interests and short positions of the Directors in the shares of the Company (the "Shares"), underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register maintained by the Company under section 352 of the SFO or as notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

董事及主要行政人員於證券的權益

於2011年3月31日，董事於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的本公司股份(「股份」)、相關股份及債權證中擁有載入本公司根據證券及期貨條例第352條須予存置的登記冊，或根據上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所的權益及淡倉如下：

Long position in the Shares and Underlying Shares of the Company

於本公司股份及相關股份的好倉

Name of Directors	Class of Shares	Number of Shares				Total	Approximate percentage of the Company's total issued share capital ⁽⁸⁾
		Corporate interest	Personal interest	Family interest	Share options		
董事姓名	股份類別	公司權益	個人權益	家族權益	購股權	總計	佔本公司全部已發行股本概約百分比 ⁽⁸⁾
Cheng Chung Hing 鄭松興	Ordinary shares/share options 普通股/購股權	2,456,508,558 ⁽²⁾	10,000,000	—	66,000,000 ⁽¹⁾	2,532,508,558	42.30%
Ma Kai Cheung 馬介璋	Ordinary shares 普通股	888,966,649 ⁽³⁾	—	—	—	888,966,649	14.85%
Leung Moon Lam 梁滿林	Ordinary shares/share options 普通股/購股權	654,874,712 ⁽⁴⁾	5,000,000	2,000,000	66,000,000 ⁽¹⁾	727,874,712	12.16%
Sun Kai Lit Cliff 孫啟烈	Ordinary shares 普通股	217,241,662 ⁽⁵⁾	—	800,000	—	218,041,662	3.64%
Ma Wai Mo 馬偉武	Ordinary shares 普通股	226,197,662 ⁽⁶⁾	—	—	—	226,197,662	3.78%
Cheng Tai Po 鄭大報	Ordinary shares 普通股	2,456,508,558 ⁽⁷⁾	4,936,000	—	—	2,461,444,558	41.11%
Li Wai Keung 李偉強	Ordinary shares 普通股	—	2,000,000	—	—	2,000,000	0.03%

Notes:

- (1) These represent the long positions of the Shares falling to be allotted and issued to the relevant Directors upon the exercise of the outstanding share options of the Company granted to the Directors as their personal interest under the pre-IPO share option agreements dated 31 July 2008.
- (2) Mr. Cheng Chung Hing is interested in 50% and 42% of the respective issued share capital of Accurate Gain Developments Limited and Proficient Success Limited which in turn holds 1,339,913,759 and 1,116,594,799 Shares respectively and is therefore deemed to be interested in an aggregate of 2,456,508,558 Shares. Mr. Cheng is a director of each of Accurate Gain Developments Limited and Proficient Success Limited. Mr. Cheng Chung Hing is a younger brother of Mr. Cheng Tai Po.
- (3) Dr. Ma Kai Cheung, as beneficial owner and beneficiary of trust and through the interest of his spouse, being interested in 43.58% of the issued share capital of Tak Sing Alliance Holdings Limited which through a number of intermediaries, wholly owns Carrianna Development Limited, Dr. Ma Kai Cheung is therefore deemed to be interested and duplicated interested in an aggregate of 888,966,649 Shares held by Carrianna Development Limited via its holding company. Dr. Ma is a director of each Tak Sing Alliance Holdings Limited, Carrianna Development Limited, Sincere United Holdings Limited, Carrianna Holdings Limited, Gartrend Development Limited and Carrianna (BVI) Ltd.
- (4) Mr. Leung Moon Lam owns 80% of the issued share capital of Kings Faith International Limited which in turn holds 654,874,712 Shares and is therefore deemed to be interested in an aggregate of 654,874,712 Shares held by Kings Faith International Limited. Mr. Leung Moon Lam is a director of Kings Faith International Limited.
- (5) Mr. Sun Kai Lit Cliff owns the entire interests in Kinox Holdings Limited and is therefore deemed to be interested in an aggregate of 217,241,662 Shares held by Kinox Holdings Limited.
- (6) By virtue of Dr. Ma Wai Mo's 50% shareholding interests in Luk Ka Overseas Investments Limited which is interested in 100% interests in Luk Ka International Limited, Dr. Ma is deemed to be interested and duplicated in the interest in the same 226,197,662 Shares held by Luk Ka International Limited.

附註：

- (1) 代表行使本公司根據日期為2008年7月31日的首次公開發售股份前購股權協議授予相關董事作為其個人權益的尚未行使購股權後將配發及發行予相關董事的股份好倉。
- (2) 由於鄭松興先生分別擁有Accurate Gain Developments Limited及Proficient Success Limited已發行股本50%及42%，而該兩家公司分別持有1,339,913,759股股份及1,116,594,799股股份，故鄭松興先生被視為於合共2,456,508,558股股份中擁有權益。鄭先生為Accurate Gain Developments Limited及Proficient Success Limited的董事。鄭松興先生為鄭大報先生之胞弟。
- (3) 由於馬介璋博士為實益擁有人及信託受益人，並透過其配偶的權益，持有達成集團已發行股本43.58%之權益，而達成集團透過若干中間控股公司全資擁有Carrianna Development Limited，馬介璋博士故被視為透過其控股公司於Carrianna Development Limited持有合共888,966,649股股份中擁有權益及權益重疊。馬博士為達成集團、Carrianna Development Limited、Sincere United Holdings Limited、佳寧娜集團有限公司、嘉堅發展有限公司及Carrianna (BVI) Ltd.的董事。
- (4) 由於梁滿林先生擁有京暉國際有限公司已發行股本的80%權益，該公司持有654,874,712股股份，故梁先生被視為於京暉國際有限公司所持合共654,874,712股股份中擁有權益。梁滿林先生為京暉國際有限公司的董事。
- (5) 由於孫啟烈先生擁有Kinox Holdings Limited之全部權益，故被視為於Kinox Holdings Limited所持合共217,241,662股股份中擁有權益。
- (6) 由於馬偉武博士擁有Luk Ka Overseas Investments Limited的50%控股權益，而該公司擁有力嘉國際集團有限公司的100%權益，故馬博士被視為於力嘉國際集團有限公司所持的226,197,662股股份中擁有權益及權益重疊。

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(7) By virtue of Mr. Cheng Tai Po's controlling interests of 50% and 38% in the respective issued share capital of Accurate Gain Developments Limited and Proficient Success Limited which in turn holds 1,339,913,759 and 1,116,594,799 Shares respectively and is therefore deemed to be interested in an aggregate of 2,456,508,558 Shares. Mr. Cheng is a director of each of Accurate Gain Developments Limited and Proficient Success Limited. Mr. Cheng Tai Po is an elder brother of Mr. Cheng Chung Hing.

(8) The percentage shareholding is calculated on the basis of 5,987,564,000 Shares issued as at 31 March 2011.

Save as disclosed above, as at 31 March 2011, to the knowledge of the Directors, none of the Directors or chief executive of the Company had any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be: (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive were taken or deemed to have under such provisions of the SFO); (ii) entered in the register kept by the Company pursuant to Section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code.

Interest of Substantial Shareholders

As at 31 March 2011, to the knowledge of the Directors, the following persons (other than a Director or chief executive of the Company) had or were deemed or taken to have interests or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register kept by the Company pursuant to Section 336 of the SFO:

(7) 由於鄭大報先生分別擁有Accurate Gain Developments Limited 及Proficient Success Limited已發行股本的50%及38%控股權益，而該兩家公司分別持有1,339,913,759股及1,116,594,799股股份，故鄭大報先生被視為於合共2,456,508,558股股份中擁有權益。鄭先生分別為Accurate Gain Developments Limited及Proficient Success Limited的董事。鄭大報先生為鄭松興先生之兄長。

(8) 股本百分比乃根據於2011年3月31日已發行之5,987,564,000股股份計算。

除上文所披露者外，據董事所知，於2011年3月31日，概無本公司董事或主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之任何股份、相關股份或債權證中擁有須：(i)根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所之任何權益或淡倉(包括董事及主要行政人員根據證券及期貨條例相關條文被當作或被視為擁有之權益及淡倉)；(ii)本公司根據證券及期貨條例第352條須記錄於登記冊之任何權益或淡倉；或(iii)根據標準守則須知會本公司及聯交所之任何權益或淡倉。

主要股東權益

於2011年3月31日，據董事所知，以下人士(本公司董事或主要行政人員除外)於股份或相關股份中擁有或被視為或當作擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露，或載入本公司根據證券及期貨條例第336條須予存置的登記冊的權益或淡倉：

Long Position in the Shares

於股份中的好倉

Name	Nature of interest	Number of Shares or underlying Shares held	Approximate percentage of the Company's total issued share capital ⁽⁵⁾
姓名／名稱	權益性質	所持股份或 相關股份數目	佔本公司已 發行股本總數 概約百分比 ⁽⁵⁾
Accurate Gain Developments Limited	Beneficial owner 實益擁有人	1,339,913,759 ⁽¹⁾	22.38%
Proficient Success Limited	Beneficial owner 實益擁有人	1,116,594,799 ⁽²⁾	18.65%
Tak Sing Alliance Holdings Limited 達成集團	Deemed interest in controlled corporation 被視作受控制法團權益	888,966,649 ⁽³⁾	14.85%
Carrianna (BVI) Limited	Deemed interest in controlled corporation 被視作受控制法團權益	888,966,649 ⁽³⁾	14.85%
Gartrend Development Limited 嘉堅發展有限公司	Deemed interest in controlled corporation 被視作受控制法團權益	888,966,649 ⁽³⁾	14.85%
Carrianna Holdings Limited 佳寧娜集團有限公司	Deemed interest in controlled corporation 被視作受控制法團權益	888,966,649 ⁽³⁾	14.85%
Sincere United Holdings Limited	Deemed interest in controlled corporation 被視作受控制法團權益	888,966,649 ⁽³⁾	14.85%
Carrianna Development Limited	Beneficial owner 實益擁有人	888,966,649 ⁽³⁾	14.85%
Kings Faith International Limited 京暉國際有限公司	Beneficial owner 實益擁有人	654,874,712 ⁽⁴⁾	10.94%

Notes:

附註：

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| <p>(1) Mr. Cheng Chung Hing and Mr. Cheng Tai Po each own 50% of the issued share capital of Accurate Gain Developments Limited.</p> | <p>(1) 鄭松興先生及鄭大報先生各擁有 Accurate Gain Developments Limited 已發行股本 50% 權益。</p> |
| <p>(2) Mr. Cheng Chung Hing and Mr. Cheng Tai Po owns 42% and 38% respectively of the issued share capital of Proficient Success Limited.</p> | <p>(2) 鄭松興先生及鄭大報先生分別擁有 Proficient Success Limited 已發行股本 42% 及 38% 權益。</p> |

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- (3) Carrianna Development Limited is wholly owned by Sincere United Holdings Limited, which in turn is wholly owned by Carrianna Holdings Limited. Carrianna Holdings Limited is wholly owned beneficially by Gartrend Development Limited with Dr. Ma Kai Cheung holding one share on trust for Gartrend Development Limited. Gartrend Development Limited has two classes of issued shares: ordinary shares and non-voting deferred shares. Dr. Ma Kai Cheung and his brother Ma Kai Yum each holds 50% of the non-voting deferred shares of Gartrend Development Limited, which (a) carry no right to attend or vote at, or to receive notice of, general meetings, (b) do not entitle its holders to receive dividends until (i) after the holders of ordinary shares have been paid, (ii) the company's profits available for distribution as dividends exceed HK\$100,000,000,000,000.00 and (iii) the company determines to make such distribution to the holders of non-voting deferred shares, and (c) rank after the claims of the ordinary shareholders as regards to repayment of capital in the event of insolvency in that only one half of the balance of HK\$100,000,000,000,000.00 in the assets of the company (if any) is distributable among the holders of non-voting deferred shares. All of the ordinary shares of Gartrend Development Limited are beneficially held by Carrianna (BVI) Ltd, with one share held by Dr. Ma Kai Cheung on trust for Carrianna (BVI) Ltd. Carrianna (BVI) Ltd is wholly owned by Tak Sing Alliance Holdings Limited.
- (3) Carrianna Development Limited 由 Sincere United Holdings Limited 全資擁有，後者由佳寧娜集團有限公司全資擁有。佳寧娜集團有限公司由嘉堅發展有限公司全資實益擁有（其中馬介璋博士以信託形式為嘉堅發展有限公司持有1股股份）。嘉堅發展有限公司有兩類已發行股份：普通股份及無表決權遞延股份。馬介璋博士及其胞弟馬介欽各自持有嘉堅發展有限公司50%的無表決權遞延股份，該等股份(a)並不附帶出席股東大會或於會上表決或收取會議通知的權利，(b)亦無賦予其持有人收取股息的權利，直至(i)普通股股份持有人獲派息、(ii)該公司可供用作股息分派的利潤超過100,000,000,000,000.00港元及(iii)該公司決定向無表決權遞延股份持有人作出有關分派為止，以及(c)倘該公司出現資不抵債而該公司資產中100,000,000,000,000.00港元結餘的僅二分之一(如有)可供分派予無表決權遞延股份持有人時，獲償還資本的排名在普通股份持有人的申索之後。所有嘉堅發展有限公司的普通股份則由Carrianna (BVI) Ltd 實益持有(其中1股由馬介璋博士以信託形式為Carrianna (BVI) Ltd 持有)。Carrianna (BVI) Ltd 由達成集團全資擁有。
- (4) These 654,874,712 Shares are held by Kings Faith International Limited which in turn is 80% owned by Mr. Leung Moon Lam.
- (4) 該654,874,712股股份由京暉國際有限公司持有，其80%由梁滿林先生擁有。
- (5) The percentage shareholding is calculated on the basis of 5,987,564,000 Shares issued as at 31 March 2011.
- (5) 股本百分比乃根據於2011年3月31日已發行之5,987,564,000股股份計算。

Save as disclosed above, as at 31 March 2011, to the knowledge of the Director or chief executive of the Company, no other person (other than a Director or chief executive of the Company) had, or were deemed or taken to have interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register kept by the Company pursuant to Section 336 of the SFO.

除上述所披露者外，於2011年3月31日，據本公司董事或主要行政人員所知，概無其他人士(本公司董事或主要行政人員除外)於本公司股份或相關股份中擁有或視為或當作擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露或根據證券及期貨條例第336條載入本公司存置的登記冊之權益或淡倉。

Share Capital

Details of the movements in the share capital of the Company during the year are set out in note 34 to consolidated financial statements.

股本

本公司年內的股本變動詳情載於綜合財務報表附註34。

Share Options Schemes

Pre-IPO Share Option Agreements

The Company entered into the pre-IPO share option agreements to recognize the contribution of and to provide for incentives and reward to the Directors and certain employees who have contributed to the economic achievement to the Group (the "Grantees"). The pre-IPO share option agreements were entered into on 31 July 2008 to formalize all previous arrangements with the Grantees. No further options may be granted under the pre-IPO share option agreements.

As at 31 March 2011, an aggregate of 8,000,000 Shares are issued for share options granted under the pre-IPO share option agreements.

The table below summarized the details of the movements in the options granted pursuant to the pre-IPO share option agreements.

購股權計劃

首次公開發售股份前購股權協議

本公司簽訂首次公開發售股份前購股權協議，以肯定董事及若干僱員（「承授人」）為本集團作出的經濟貢獻，並為彼等提供獎勵。首次公開發售股份前購股權協議於2008年7月31日簽訂，以規範與承授人所有過往安排。首次公開發售股份前購股權協議將不會再授出購股權。

於2011年3月31日，按首次公開發售股份前購股權協議授出的購股權發行合共8,000,000股股份。

下表摘錄根據首次公開發售股份前購股權協議授出購股權的變動詳情。

Name	Date of grant	Number of Share Options 購股權數目				Cancelled/ Lapsed	As at 31 March 2011 於2011年 3月31日	Exercise price HK\$ 港元	Exercisable period
		As at 1 April 2010 於2010年 4月1日	Granted	Exercised					
Pre-IPO Share Option Agreements 首次公開發售股份前購股權協議									
Executive Directors 執行董事									
Cheng Chung Hing 鄭松興	31.07.2008	66,000,000	—	—	—	66,000,000	1.05	30.09.2009 – 29.09.2012	
Leung Moon Lam 梁滿林	31.07.2008	66,000,000	—	—	—	66,000,000	1.05	30.09.2009 – 29.09.2012	
Other Employees 其他僱員	31.07.2008	48,000,000	—	(8,000,000)	—	40,000,000	1.05	30.09.2009 – 29.09.2011	
		180,000,000	—	(8,000,000)⁽¹⁾	—	172,000,000			

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Share Option Scheme

The Company has adopted a share option scheme on 4 September 2009 (the "Share Option Scheme"). The major terms of the Share Option Scheme are summarized as follows:

1. The purpose is to provide incentives to eligible persons for their contribution to the Company and to enable the Company to recruit high-calibre employees and attract human resources that are valuable to the Group.
2. The Board may at its discretion grant options to directors, employees, officers, agents, consultants or representatives of the Group.
3. The total number of Shares which may be issued upon exercise of all share options granted and yet to be exercised under the Share Option Scheme must not exceed 30% of the Shares in issue from time to time. The total number of Shares in respect of which options may be granted under the Share Option Scheme is not permitted to exceed 10% in nominal amount of the issued Shares as at the date of commencement of the listing of Shares on the Stock Exchange unless with the prior approval from the Shareholders. The maximum number of the Shares available for issue upon exercise of all share options which may be granted under the Share Option Scheme is 374,300,000, representing approximately 6.25% of the issued share capital of the Company as at the date of this annual report.
4. The total number of Shares issued and to be issued upon the exercise of share options granted under the Share Option Scheme (including exercised, cancelled and outstanding share options) to each grantee in any 12-month period up to the date of grant shall not exceed 1% of the issued share capital of the Company as at the date of grant. Any further grant of share options in excess of this limit is subject to approval of the Shareholders.
5. The period during which a share option may be exercised will be determined by the Directors at their absolute discretion, save that no share option may be exercised more than 10 years after grant.

購股權計劃

本公司已於2009年9月4日採納了一套購股權計劃(「購股權計劃」)，購股權計劃的主要條款摘錄如下：

1. 該計劃旨在向合資格人士獎勵其對本公司的貢獻，並使本公司能為本集團招聘優秀員工及吸引人才。
2. 董事會有權酌情向董事、僱員、高級職員、代理、顧問或本集團之代表授予購股權。
3. 根據購股權計劃所授出而尚未行使之所有購股權時，可授予發行之股份的數目上限，不得超過當時已發行股本之30%。除獲本公司股東預先批准，就計劃下授予的購股權份總數，不得超過股份於聯交所上市之日期的已發行股份的面值之10%。根據行使購股權計劃可能授予各承授人的所有購股權，本公司能發行的股份數目之上限為374,300,000股，相當於本年報日期本公司已發行股本約6.25%。
4. 根據購股權計劃(包括已行使、註銷及未行使之購股權)已授予各承授人的購股權，於任何12個月期間至授出日期，本公司已發行及將予發行的股份總數不得超過本公司於授出日期已發行股本的1%。如要進一步授出超過此限額的購股權，須獲股東於股東大會上批准。
5. 除購股權不能於授出10年後行使外，董事有權酌情決定購股權於期內之行使期。

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|--|---|
| <p>6. The consideration paid by each grantee for each grant of options is HK\$1.</p> <p>7. The exercise price in relation to each share option will be determined by the Directors at their absolute discretion and shall not be less than the highest of (i) the official closing price of the Shares as stated in the daily quotation sheet of the Stock Exchange on the date of grant; (ii) the average closing prices of the Shares as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Share on the date of grant.</p> <p>8. The Share Option Scheme will expire on 29 September 2019 after which no further options will be granted under the Share Option Scheme. In respect of the options granted and accepted prior to such expiration and not then exercised, they shall continue to be valid and exercisable subject to and in accordance with the Share Option Scheme.</p> | <p>6. 各承授人須支付1港元作為每次授予購股權的代價。</p> <p>7. 董事有權酌情決定各購股權的行使價，惟不得低於下列各項之最高者(i)於授予購股權日期，聯交所日報表所列的本公司股份的官方收市價；(ii)緊接授予購股權日期前五個交易日，聯交所日報表所列的本公司股份的官方平均收市價；及(iii)於授予購股權日期股份的面值。</p> <p>8. 購股權計劃將於2019年9月29日終止，其後將不能根據購股權計劃授予購股權。至於該終止前已授予及接受而當時並未行使之購股權，其根據購股權計劃將仍然有效及可行使。</p> |
|--|---|

The table below summarized the details of the movements in the options granted pursuant to the Share Option Scheme during the year:

於本年度內根據購股權計劃授出購股權的變動詳情摘錄於下表之內：

Category	Date of grant	Number of Share Options				Cancelled/ Lapsed	As at 31 March 2011 於2011年 3月31日	Exercise price HK\$ 港元	Exercisable period
		As at 1 April 2010 於2010年 4月1日	Granted	Exercised					
類別	授出日期		授出	行使	註銷/失效		行使價	行使期	
Employee 僱員	02.12.2010	—	2,000,000	—	—	2,000,000	1.41	02.12.2011 – 01.12.2015	
	02.12.2010	—	2,000,000	—	—	2,000,000	1.41	02.12.2012 – 01.12.2015	
	02.12.2010	—	2,000,000	—	—	2,000,000	1.41	02.12.2013 – 01.12.2015	
		—	6,000,000⁽²⁾	—	—	6,000,000			

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Notes:

1. The weighted average closing price of the Shares immediately before the date on which the share options were exercised was approximately HK\$1.24 per share.
2. The closing price of the Shares immediately before the date on which the share options were granted was HK\$1.41 per share.
3. Details of the Share Option Scheme is set out in note 35 to consolidated financial statements.

附註：

1. 緊接行使購股權日期前本公司股份的加權平均收市價為每股1.24港元。
2. 緊接授出購股權日期前本公司股份的收市價為每股1.41港元。
3. 購股權計劃的詳情載於綜合財務報表附註35。

Directors' Rights to Acquire Shares or Debt Securities

Save as disclosed in the sections headed "Directors' and Chief Executive's Interests in Securities" and "Share Option Schemes" in this report and in note 35 to consolidated financial statements, at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or chief executives of the Company (including their spouses or children under 18 years of age) to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

董事認購股份或債務證券的權利

除本報告「董事及主要行政人員於證券的權益」及「購股權計劃」章節及綜合財務報表附註35所披露者外，本公司或其任何附屬公司於年內任何時候概無進行任何安排，致使董事或本公司主要行政人員（包括彼等的配偶或18歲以下的子女）透過收購本公司或任何其他法人團體的股份或債權證獲取利益。

Continuing Connected Transaction

On 23 February 2011, the Company entered into a sharing of office agreement with Man Sang Jewellery Company Limited ("Man Sang Jewellery") in relation to sharing of an office premises situated at Suite 2205, 22nd Floor, Sun Life Tower, The Gateway, 15 Canton Road, Tsimshatsui, Kowloon, Hong Kong ("Sharing of Office Agreement"). The estimated annual cap amounts for the office space sharing transaction for each of the four financial years ending 31 March 2014 are as follows:

持續關連交易

於2011年2月23日，本公司與民生珠寶有限公司（「民生珠寶」）訂立共用辦公室協議（「共用辦公室協議」），內容有關共用位於香港九龍尖沙咀廣東道15號港威大廈永明金融大樓22樓2205室的辦公室物業。截至2014年3月31日止之四個財政年度，共用辦公室交易之各年度的估計上限金額如下：

Party A	Party B	From 17 March 2011 to 31 March 2011	For the financial year ending 31 March 2012 截至 2012年3月31日止 財政年度	For the financial year ending 31 March 2013 截至 2013年3月31日止 財政年度	From 1 April 2013 to 16 March 2014
甲方	乙方	自2011年3月17日 至2011年3月31日	2012年3月31日止 財政年度	2013年3月31日止 財政年度	自2013年4月1日 至2014年3月16日
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Man Sang Jewellery 民生珠寶	The Company 本公司	80,000	1,900,000	1,900,000	1,800,000

As at the date of the Sharing of Office Agreement, Man Sang Jewellery was wholly owned by Man Sang International Limited (“Man Sang”) which was held as to approximately 19.21% by Mr. Cheng Chung Hing directly and was held as to approximately 8.48% by Mr. Cheng Tai Po directly and was held as to 38.2% by a private company which was in turn owned as to 60% by Mr. Cheng Chung Hing and 40% by Mr. Cheng Tai Po respectively. Both of Mr. Cheng Chung Hing and Mr. Cheng Tai Po were Directors and associates of substantial Shareholders and hence connected persons of the Company. Therefore, Man Sang Jewellery was an associate of the connected persons of the Company. Accordingly, the transactions contemplated under the Sharing of Office Agreement constituted continuing connected transactions of the Company under the Listing Rules. As the highest applicable percentage ratio (other than the profits ratio) for the transactions contemplated under the Sharing of Office Agreement was, on an annual basis, more than 0.1% but less than 5% and the estimated maximum aggregate value of the transactions contemplated under the Sharing of Office Agreement was more than HK\$1,000,000, the transactions were only subject to reporting and announcement requirements under the Listing Rules. The property is used as the office of the Company. The Sharing of Office Agreement was entered in the ordinary and usual course of business of the Group and the terms of which were determined after arm’s length negotiations by reference to the prevailing market rent for comparable properties and rent charged by the landlord to Man Sang Jewellery. Details of the transactions were disclosed in the announcement of the Company dated 24 February 2011.

As far as the transactions set out in note 42 to consolidated financial statements under the heading of “Related Party Transactions” are concerned of the year under review, the transactions at the amount of HK\$800,000 set out in note 42(a)(iii) were connected transactions which were exempt from reporting, annual review, announcement and independent Shareholders’ approval requirements under the Listing Rules. The transactions set out in note 42(a)(ii) were continuing connected transaction, details of which are disclosed above. The transactions set out in note 42(a)(iii) at the amount of HK\$38,000 did not constitute connected transactions of the

於共用辦公室協議日期，民生珠寶由民生國際有限公司(「民生」)全資擁有，民生由鄭松興先生直接持有約19.21%、由鄭大報先生直接持有約8.48%，並由一間私人公司持有約38.2%，該私人公司則分別由鄭松興先生持有60%及鄭大報先生持有40%。鄭松興先生及鄭大報先生均為董事及本公司之主要股東的聯繫人。據此，民生珠寶為本公司之關連人士的聯繫人。因此，共用辦公室協議項下擬進行的交易根據上市規則構成本公司的持續關連交易。由於共用辦公室協議項下擬進行之交易的最高適用年度百分比率(盈利比率除外)超逾0.1%但低於5%，而共用辦公室協議項下擬進行的交易的預計總值超逾1,000,000港元，該等交易僅須遵守上市規則項下之申報及公告規定。該物業用作本公司之辦公室。共用辦公室協議乃於本集團日常及一般業務過程中訂立，其條款於參考可比較物業現行市場租金及業主向民生珠寶收取的租金後經公平磋商釐訂。該交易的詳情已披露於本公司2011年2月24日刊發的公告。

就載於綜合財務報表中「關連人士交易」一節附註42有關於本回顧年度的交易而言，載於附註42(a)(iii)金額為800,000港元的交易為關連交易，並根據上市規則獲豁免申報、年度審核、公告及獨立股東批准的規定。載於附註42(a)(ii)的交易為持續關連交易，有關詳情已於上文披露。載於附註42(a)(iii)金額為38,000港元的交易根據上市規則並不構成本

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Company under the Listing Rules. As far as transactions set out in note 42(c) are concerned, the remuneration of the Directors as determined pursuant to the service contracts or letters of appointment entered into between the Directors and the Group was connected transactions which were exempt from reporting, annual review, announcement and independent Shareholders' approval requirements under the Listing Rules.

Note:

The independent non-executive Directors have reviewed and confirmed that the Sharing of Office Agreement has been 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 above tenancy agreements on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

The Company's auditors were engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditors have issued their unqualified letter containing the findings and conclusions in respect of the Group's continuing connected transactions as disclosed above in accordance with Rule 14A.38 of the Listing Rules. A copy of the auditors' letter has been provided by the Company to the Stock Exchange.

Purchase, Sale or Redemption of Listed Securities

For the year ended 31 March 2011, the Company repurchased a total of 20,436,000 Shares on the Stock Exchange and these Shares were subsequently cancelled by the Company. The Directors believe that the repurchases of Shares will lead to an enhancement of the net value of the Group and its assets and its earnings per Share.

公司的關連交易。就載於附註42(c)的交易而言，根據董事及本集團訂立的服務合同及委任函而釐訂的董事薪酬為關連交易，並根據上市規則獲豁免任何申報、年度審核、公告及獨立股東批准的規定。

附註：

獨立非執行董事已審閱並確定共用辦公室協議(i)乃按本公司日常及一般業務過程中訂立；(ii)乃為一般商業條款；及(iii)根據以上租賃協議釐訂的條款乃屬公平合理，並符合股東之整體利益。

本公司核數師已獲聘根據香港會計師公會頒佈的香港核證工作準則第3000號「審核或審閱歷史財務資料以外的核證工作」及參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」報告本集團的持續關連交易。核數師已根據上市規則第14A.38條發出其無保留意見函件，而該函件載有核數師對有關如上披露的本集團持續關連交易的發現及結論。本公司已將核數師函件副本送呈聯交所。

購回、出售或贖回上市證券

截至2011年3月31日止年度，本公司於聯交所購回合共20,436,000股股份，並隨後註銷有關股份。董事相信購回股份將提升本集團及其資產及其每股盈利淨值。

The summary details of those transactions are as follows:

該等交易的詳情如下：

Date of repurchase	購回日期	Number of shares repurchased 購回股份數目	Price paid per Share 每股股份所付價格		Aggregate Purchase Price 總購買價格
			Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
17 May 2010	2010年5月17日	3,856,000	1.18	1.13	4,454,300
18 May 2010	2010年5月18日	6,744,000	1.24	1.18	8,253,060
19 May 2010	2010年5月19日	3,668,000	1.22	1.20	4,432,600
20 May 2010	2010年5月20日	6,168,000	1.23	1.17	7,476,220
		<u>20,436,000</u>			<u>24,616,180</u>

Save as disclosed above, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the year under review.

除上文所披露者外，於回顧年度內，本公司及其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

Bank Borrowings

Details of the Group's bank borrowings as at 31 March 2011 are set out in note 31 to consolidated financial statements.

銀行借貸

於2011年3月31日，本集團銀行借貸詳情載於綜合財務報表附註31。

Major Customers and Suppliers

The aggregate sales to the Group's five largest customers were less than 30% of the Group's total revenue. The aggregate purchases from the five largest suppliers of the Group accounted for approximately 57% (2010: 53%) of the Group's total purchases and purchases from the largest supplier accounted for approximately 20% (2010: 14%) of the Group's total purchases for year ended 31 March 2011.

主要客戶及供應商

本集團五大客戶總銷售額佔本集團總收入少於30%。截至2011年3月31日止年度，本集團五大供應商總採購額約佔本集團總採購額約57% (2010年：53%)，而最大供應商採購額約佔本集團總採購額20% (2010年：14%)。

None of the Directors, their associates, or any Shareholders which to the knowledge of the Directors own more than 5% of the Company's issued share capital has any interests in the Group's five largest suppliers or customers.

據董事知悉，概無擁有本公司已發行股本超過5%的董事、其聯繫人或任何股東於本集團五大供應商或客戶中擁有任何權益。

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Events After the Reporting Period

On 11 April 2011, the Board granted a total of 226,900,000 share options to Professor Xu Yang, an executive Director and certain employees of the Company and its subsidiaries to subscribe for, in aggregate, up to 226,900,000 ordinary shares of HK\$0.01 each of the Company under the Share Option Scheme adopted by the Company on 4 September 2009.

Other details of the significant events after the reporting period of the Group is set out in note 46 to consolidated financial statements.

Corporate Governance

Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report contained in this annual report.

Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors at the latest practicable date prior to the issue of this report, the Company has maintained the public float of the Shares as required under the Listing Rules.

Financial Summary

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 43 of the annual report.

Auditors

The financial statements have been audited by Messrs. Ernst & Young who will retire and being eligible, offer themselves for reappointment at the AGM. A resolution for the reappointment of Messrs. Ernst & Young as auditors of the Company is to be proposed at the AGM.

For and on behalf of the Board
CHENG CHUNG HING
Co-Chairman & Executive Director

Hong Kong, 28 June 2011

報告期間結束後事項

於2011年4月11日，董事會根據本公司於2009年9月4日採納的購股權計劃授予執行董事許揚教授及本公司及其附屬公司若干僱員合共226,900,000股購股權，以認購合共不多於226,900,000股每股0.01港元之普通股。

本集團報告期間結束後主要事項的其他詳情載於綜合財務報表附註46。

企業管治

本公司所採納的主要企業管治常規載於本年報的企業管治報告。

公眾持股量

根據本公司的公開資料及據董事於本年報刊發前之最後實際可行日期所知，本公司已根據上市規則維持本公司股份所需的公眾持股量。

財務概要

本集團過去五個財政年度的業績及資產與負債摘要載於年報第43頁。

核數師

財務報表由安永會計師事務所審核，其將退任並符合資格於應屆股東週年大會重選連任。續聘安永會計師事務所為本公司核數師之決議案將於股東週年大會提呈。

代表董事會
鄭松興
聯席主席兼執行董事

香港，2011年6月28日

Corporate Governance Report

企業管治報告

The Company recognizes the value and importance of achieving high standard of corporate governance to enhance the corporate performance accountability and is committed to doing so. The Board is also committed to the principles of the Code on Corporate Governance Practices (the "CG Code") contained in the Appendix 14 of the Listing Rules.

In the opinion of the Directors, the Company has complied with the provisions set out in the CG Code throughout the year ended 31 March 2011.

The Board of Directors

Board Composition

As at 31 March 2011, the Board comprises ten Directors, including three executive Directors, four non-executive Directors and three independent non-executive Directors. The brief biographical details of the Directors are set out in the section headed "Biographical Details of the Directors and Key Management" on pages 44 to 54 of this annual report.

During the year, the Board has at all times met the requirements of rules 3.10(1) and (2) 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.

For the year ended 31 March 2011, all independent non-executive Directors had confirmed their independence to the Company in accordance with Rule 3.13 of the Listing Rules. The Company considers that each of the independent non-executive Directors to be independent.

Role and Function

The Board is responsible for overall strategic formulation and performance monitoring of the Group. It delegates day-to-day operations of the Company to the executive Directors and senior management within the control and authority framework set by the Board. In addition, the Board has also delegated various responsibilities to the Audit Committee, the Remuneration Committee and the Nomination Committee. Further details of these committees are set out in this report.

本公司認同實現高標準的企業管治以提高企業業績的問責制的價值及重要性，並會致力達成此目標。董事會亦承諾遵守上市規則附錄14所載的企業管治常規守則（「管治守則」）的原則。

董事認為，本公司於截至2011年3月31日止年度內一直遵守管治守則載列的條文。

董事會

董事會組成

於2011年3月31日，董事會由十名董事組成，包括三名執行董事、四名非執行董事及三名獨立非執行董事。董事履歷詳情載於本年報第44至54頁「董事及主要管理層履歷」一節。

年內，董事會於任何時間一直符合上市規則第3.10(1)及(2)條的要求，委任最少三名獨立非執行董事，而最少一名獨立非執行董事須具備適當專業資格，或會計或相關財務管理專業知識。

截至2011年3月31日止年度，全體獨立非執行董事已向本公司確認彼等符合上市規則第3.13條規定的獨立性。本公司認為各獨立非執行董事均屬獨立。

角色及職能

董事會負責制定本集團的整體策略及監察其表現，並委派執行董事及高級管理人員在董事會設定的控制範圍及職權框架內處理公司的日常運作。此外，董事會亦將若干責任委派予審核委員會、薪酬委員會及提名委員會。此等委員會的進一步詳情載於本報告內。

Corporate Governance Report

企業管治報告

Relationship between Directors

Mr. Cheng Tai Po is a brother of Mr. Cheng Chung Hing. Dr. Ma Kai Cheung and Dr. Ma Wai Mo are investors in Lianyungang Trendy Materials Trading Center, a property located in Jiangsu Province in China.

Compliance with the Model Code for Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") of the Listing Rules as a code of conduct of the Company for Directors' securities transactions. Having made specific enquiry of all Directors, the Directors have complied with the required standard set out in the Model Code throughout the year ended 31 March 2011. Employees who are deemed to be in possession of unpublished price sensitive information in relation to the Company or its shares are required to prohibit from dealing in shares of the Company during the black-out period.

Board Meetings

During the year, five board meetings were convened by the Company. The attendance of the Directors at the board meetings are as follows:

與董事的關係

鄭大報先生為鄭松興先生的胞兄。馬介璋博士及馬偉武博士為連雲港時尚物料交易城的投資者，連雲港時尚物料交易城乃於中國江蘇省的物業。

遵守董事進行證券交易之標準守則

本公司已採納上市規則所載的上市發行人董事進行證券交易的標準守則（「標準守則」），作為本公司董事進行證券交易的標準。本公司已向全體董事作出特定查詢，董事於截至2011年3月31日止年度內一直遵守標準守則所載的必守標準。被視為擁有有關本公司或其股份的未公佈股價敏感資料的僱員不得於禁制期內買賣本公司股份。

董事會會議

年內，本公司共召開五次董事會會議。董事會會議的董事出席情況如下：

Directors	董事	Number of attendance 出席次數
Executive Directors	執行董事	
Mr. Cheng Chung Hing (Co-Chairman)	鄭松興先生(聯席主席)	5/5
Mr. Leung Moon Lam (Chief Executive Officer)	梁滿林先生(行政總裁)	5/5
Professor Xu Yang	許揚教授	4/5
Non-Executive Directors	非執行董事	
Dr. Ma Kai Cheung, SBS, BBS (Co-Chairman)	馬介璋博士 銀紫荊星章、銅紫荊星章(聯席主席)	2/5
Mr. Sun Kai Lit Cliff, BBS, JP	孫啟烈先生 銅紫荊星章、太平紳士	5/5
Dr. Ma Wai Mo	馬偉武博士	5/5
Mr. Cheng Tai Po (appointed on 30 April 2010)	鄭大報先生(於2010年4月30日獲委任)	5/5
Independent Non-Executive Directors	獨立非執行董事	
Mr. Leung Kwan Yuen Andrew, GBS, SBS, JP	梁君彥先生 金紫荊星章、銀紫荊星章、太平紳士	3/5
Mr. Li Wai Keung	李偉強先生	5/5
Mr. Shi Wan Peng	石萬鵬先生	1/5

The Directors are provided with agenda and relevant materials related to the agenda in advance before the meeting. They can access to the senior management and the company secretary of the Company at all time and, upon reasonable request, seek independent professional advice at the Company's expense.

Appointment and Re-election of Directors

Each of the executive Directors has entered into service contract with the Company while each of the non-executive Directors and independent non-executive Directors has entered into a letter of appointment with the Company for a term of three years.

The Company's Articles provide rotation and re-election for all Directors. As provided by the Articles, at each annual general meeting of the Company, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation. The Articles also provide that any Director appointed by the Board either to fill a casual vacancy on the Board or as an addition to the Board shall hold office only until the next following general meeting of the Company and shall then be eligible to offer for re-election. Accordingly, five Directors, namely, Mr. Cheng Chung Hing, Professor Xu Yang, Dr. Ma Kai Cheung, Dr. Ma Wai Mo and Mr. Hui Chiu Chung Stephen shall retire and stand for re-election at the forthcoming AGM of the Company.

Chairman and Chief Executive Officer

To ensure a balance of power and authority, the roles of the Chairman and the Chief Executive Officer are segregated. Mr. Cheng Chung Hing and Dr. Ma Kai Cheung are Co-Chairman of the Company and they provide leadership for the Board and ensure the proper and effective functioning of the Board in the discharge of its responsibilities. Mr. Leung Moon Lam, the Chief Executive Officer, is accountable to the Board for the overall implementation of the Company's strategies and the co-ordination of overall business operations.

董事於會議舉行前預先獲提供議程及與議程相關的資料。彼等可隨時與本公司高級管理人員及公司秘書接洽，並可提出合理要求諮詢獨立專業意見，費用由本公司承擔。

委任及重選董事

各執行董事已與本公司訂立服務合約，而各非執行董事及獨立非執行董事已與本公司訂立委任函，為期三年。

本公司章程規定全體董事須輪席退任及重選連任。章程規定，於本公司各屆股東週年大會上，當時三分之一的董事(或倘人數並非三或三的倍數，則為最接近但不少於三分之一的人數)須輪席退任。章程亦規定任何由董事會委任的董事(不論是為填補董事會臨時空缺或作為董事會新增成員)，其任期僅直至本公司下次股東大會，屆時將符合資格重選連任。因此，鄭松興先生、許揚教授、馬介璋博士、馬偉武博士及許照中先生五名董事須退任，並於本公司應屆股東週年大會上膺選連任。

主席及行政總裁

為確保權力及職權平衡，主席及行政總裁的職責有所區分。鄭松興先生及馬介璋博士為本公司的聯席主席，彼等領導董事會，並確保董事會於履行其職責時能正確有效地運作。行政總裁梁滿林先生就履行本公司整體策略及協調整體業務運作向董事會負責。

Corporate Governance Report

企業管治報告

Board Committees

The Board has established three committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, to handle particular responsibilities of the Board and the Company's affairs. All board committees of the Company are established with defined written terms of reference. The board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expense.

Audit Committee

The Audit Committee is responsible for the review and supervision of the Group's financial reporting process, internal controls and review of the Company's financial statements. Their written terms of reference are in line with the provisions under the CG Code and the roles and the responsibilities delegated to the Audit Committee by the Board.

During the year under review, the Audit Committee consists of Mr. Li Wai Keung as chairman, Mr. Leung Kwan Yuen Andrew and Mr. Shi Wan Peng. All the Audit Committee members are independent non-executive Directors. During the year, two meetings of Audit Committee were held to review the 2009/2010 annual results and 2010/2011 interim results of the Company before submission to the Board.

For the year ended 31 March 2011, the Audit Committee had reviewed the internal control system, connected transactions, interim results and annual results of the Group, the accounting principles and practices adopted by the Group. The attendance of the Directors at the Audit Committee meeting are as follows:

董事委員會

董事會已成立三個委員會，即審核委員會、薪酬委員會及提名委員會，負責處理董事會及本公司的特定事務。本公司所有董事委員會均訂有明確界定的書面職權範圍。董事委員會獲提供足夠資源以履行其職責，並可提出合理要求於適當情況下諮詢獨立專業意見，費用由本公司承擔。

審核委員會

審核委員會負責檢討及監察本集團的財務申報程序，內部監控及審閱本公司的財務報表。其書面職權範圍與管治守則項下規定及董事會指派審核委員會的職責及職務相符。

於回顧年內，審核委員會由李偉強先生(主席)、梁君彥先生及石萬鵬先生組成。審核委員會所有成員均為獨立非執行董事。年內曾舉行兩次審核委員會會議，以於提交董事會前審閱本公司2009／2010年年度業績及2010／2011年中期業績。

截至2011年3月31日止年度，審核委員會已審閱本集團的內部監控制度、關連交易、中期業績及全年業績以及本集團採納的會計原則及慣例。審核委員會會議的董事出席情況如下：

Directors	董事	Number of attendance 出席次數
Mr. Li Wai Keung (chairman)	李偉強先生(主席)	2/2
Mr. Leung Kwan Yuen Andrew, GBS, SBS, JP	梁君彥先生 金紫荊星章、銀紫荊星章、太平紳士	2/2
Mr. Shi Wan Peng	石萬鵬先生	1/2

Remuneration Committee

The Remuneration Committee is responsible for making recommendations on the Directors' and senior management's remuneration and other benefits. The remuneration of all Directors and senior management is subject to regular monitoring by the Remuneration Committee so as to ensure that the level of their remuneration and compensation are reasonable. Their written terms of reference are in line with the provisions of the CG Code.

The Remuneration Committee comprises two independent non-executive Directors and one executive Director, including Mr. Li Wai Keung as chairman, Mr. Leung Kwan Yuen Andrew and Mr. Cheng Chung Hing.

The primary goal of the Group's remuneration policy for executive Directors is to enable the Company to retain and motivate executive Directors by linking their compensation with their individual performance as measured against the Group's corporate objectives and operating results, taking into account also the comparable market conditions. The principal elements of the remuneration package of an executive Director include basic salary, performance and/or discretionary bonus, participation in the Share Option Scheme and other benefits. Remuneration of non-executive Directors (including independent non-executive Directors) includes mainly the director's fee which is a matter for the Board to decide by reference to the duties and responsibilities of non-executive Directors (including independent non-executive Directors) and the comparable market conditions.

During the year, one Remuneration Committee meeting was held for considering the remuneration of the executive Directors and non-executive Directors. The attendance of the Directors at the Remuneration Committee meeting are as follows:

薪酬委員會

薪酬委員會負責就董事及高級管理人員薪酬及其他福利提出建議。薪酬委員會定期監察全體董事及高級管理人員的薪酬，確保彼等的薪酬水平及補償屬合理。其書面職權範圍符合管治守則規定。

薪酬委員會由兩名獨立非執行董事及一名執行董事組成，包括李偉強先生(主席)、梁君彥先生及鄭松興先生。

本集團的執行董事薪酬政策主要目的為讓本公司執行董事的酬金與彼等的個人表現及本集團的企業目標和經營業績掛鉤，同時考慮可資比較市場情況，藉以挽留及激勵執行董事。執行董事的薪酬待遇主要包括基本薪金、績效及／或酌定花紅，參與購股權計劃及其他福利。非執行董事(包括獨立非執行董事)的薪酬主要包括董事袍金，並由董事會經參照非執行董事(包括獨立非執行董事)的職責及可資比較市場情況後釐定。

年內曾召開一次薪酬委員會會議，以考慮執行董事及非執行董事的薪酬。薪酬委員會會議的董事出席情況如下：

Directors	董事	Number of attendance 出席次數
Mr. Li Wai Keung (<i>chairman</i>)	李偉強先生(主席)	1/1
Mr. Leung Kwan Yuen Andrew, <i>GBS, SBS, JP</i>	梁君彥先生 金紫荊星章、銀紫荊星章、太平紳士	1/1
Mr. Cheng Chung Hing	鄭松興先生	1/1

Corporate Governance Report

企業管治報告

Nomination Committee

The Nomination Committee is responsible for making recommendation to the nomination of Directors with a view to appointing suitable individuals with relevant expertise and experience to enhance the constitution of the Board and to contribute to the Board. In the nomination procedures, the Nomination Committee makes reference to criteria including reputation of candidates for integrity, accomplishment and experience, professional and educational background.

The Nomination Committee comprises two independent non-executive Directors and one executive Director, including Mr. Leung Kwan Yuen Andrew as chairman, Mr. Li Wai Keung and Mr. Cheng Chung Hing. For the year ended 31 March 2011, one meeting was convened by the Nomination Committee for considering the appointment of a non-executive Director. The attendance of the Directors at the Nomination Committee meeting are as follows:

提名委員會

提名委員會負責就董事提名提供建議，以委任具備相關專業知識及經驗的適當人選，以強化董事會成員架構，為董事會作出貢獻。於提名過程中，提名委員會參考的標準包括候選人的誠信度、成就及經驗、專業及教育背景。

提名委員會由兩名獨立非執行董事及一名執行董事組成，包括梁君彥先生(主席)、李偉強先生及鄭松興先生。截至2011年3月31日止年度曾召開一次提名委員會會議，以考慮非執行董事的委任。提名委員會會議的董事之出席情況如下：

		Number of attendance 出席次數
Mr. Leung Kwan Yuen Andrew <i>GBS, SBS, JP (chairman)</i>	梁君彥先生 <i>金紫荊星章、銀紫荊星章、太平紳士(主席)</i>	1/1
Mr. Li Wai Keung	李偉強先生	1/1
Mr. Cheng Chung Hing	鄭松興先生	1/1

Internal Controls

The Board is responsible for the internal control of the Group and for reviewing its effectiveness. A defined management structure with specified limits of authority and responsibilities is developed for safeguarding assets against unauthorized use or disposition, the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publications and the compliance of applicable laws, rules and regulations.

內部監控

董事會負責本集團之內部監控，並檢討其有效性。本公司已制定明確界定的管理架構，並訂明職權範圍及職責，以防止未經授權使用或處置資產、確保維持妥善會計記錄，以提供可靠財務資料供內部使用或刊發，並遵守適用法例、規則及法規。

An internal audit department has been established to perform regular financial and operational reviews and recommend necessary actions to the relevant management. The works carried out by the internal audit department ensure the internal controls are in place and function properly as intended. The results of the internal audit and reviews are reported to the executive Directors and Audit Committee of the Company. The Directors have reviewed the effectiveness of the Group's internal control system and are satisfied with the adequacy of the system of internal control of the Group for the year under review.

For the annual review on the internal controls, the Audit Committee considered the internal control report was satisfied as to effectiveness of the Group's internal control system. There were no matters of material concerns relating to financial, operational or compliance controls. The Board is satisfied with the adequacy of the system of the internal control of the Group during the reporting year.

External Auditors' Remuneration

The Group's external auditors are Messrs. Ernst & Young. For the year ended 31 March 2011, the remuneration paid and payable by the Group to the external auditors in respect of audit and non-audit services provided by them were as follows:

		HK\$'000 千港元
Audit and review services	審核及審查服務	2,450
Other service related to senior notes offering	有關發行優先票據的其他服務	568
		3,018

Directors' Responsibility on the Consolidated Financial Statements

The Directors acknowledge their responsibility for preparing the consolidated financial statements for the year ended 31 March 2011 which were prepared in accordance with statutory requirements and applicable accounting standards.

The reporting responsibility of the external auditors of the Company on the consolidated financial statements of the Group is set out in the independent auditors' report on pages 81 to 82.

內部審核部門已經成立，以定期進行財務及運營檢討，並向有關管理人員建議所需行動。內部審核部門所進行的工作乃為確保內部監控合適地進行，並按擬定功能運作。內部審核及審閱的結果會向本公司執行董事及審核委員會報告。董事已審閱本集團內部監控系統的有效性，並信納本集團於回顧年內的內部監控系統屬足夠。

就內部監控的年度審閱而言，審核委員會審議內部監控報告，並信納本集團內部監控系統屬有效，且並無有關財務、業務或合規監控而須高度關注的事宜。董事會信納本集團於申報年度的內部監控系統屬足夠。

外聘核數師酬金

本集團的外聘核數師為安永會計師事務所。截至2011年3月31日止年度，本集團向外聘核數師就彼等所提供審核及非審核服務已付及應付的酬金如下：

董事對綜合財務報表的責任

董事確認其編製截至2011年3月31日止年度綜合財務報表的責任，並已按照法定規定及適用會計準則編製。

本公司外聘核數師對本集團綜合財務報表的申報責任載於第81至82頁的獨立核數師報告內。

Corporate Governance Report

企業管治報告

Communication with Shareholders and Noteholders

The Company believes that effective communication with Shareholders, Noteholders and other investment community is essential. During the year, the executive Directors, chief financial officer and head of investor relations of the Group held regular briefings, press conferences and analysts meetings of interim and annual results, attended investor forums and participated in roadshows and conducted meetings with the institutional investors and financial analysts in China, Hong Kong and overseas countries to keep them abreast of the Company's business and development. Investors can also communicate with the Company through email at ir@chinasouthcity.com.

The Shareholders' meeting provides a useful forum for the Shareholders to exchange views with the Board. The Directors and chief financial officer of the Group will attend the Shareholders' meetings to answer the questions raised by the Shareholders. Published documents together with the latest corporate information and news are available on the Company's website at www.chinasouthcity.com.

與股東及票據持有人溝通

本公司認為，與股東、票據持有人及其他投資團體作出有效溝通乃至關重要。年內，執行董事、本集團首席財務總監及投資者關係主管定期舉行簡報會、新聞發佈會以及中期及年度業績分析會議、於中國、香港及海外國家出席投資者論壇，與機構投資者及財務分析員參與路演及舉行會議，讓彼等能洞悉本公司的業務及最新發展。投資者亦可透過電郵 ir@chinasouthcity.com 與本公司聯絡。

股東會議提供具裨益的論壇，供股東與董事會互相交流意見。董事及本集團首席財務總監將出席股東大會解答股東作出的提問。有關發佈文件連同最新的公司資料及新聞，可瀏覽本公司網站 www.chinasouthcity.com。

Independent Auditors' Report

獨立核數師報告



To the shareholders of China South City Holdings Limited

(Incorporated in Hong Kong with limited liability)

We have audited the consolidated financial statements of China South City Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 83 to 204, which comprise the consolidated and company statements of financial position as at 31 March 2011, and the consolidated income statement, 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 information.

Directors' Responsibility for the Consolidated Financial Statements

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

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. Our report is made solely to you, as a body, in accordance with Section 141 of the Hong Kong Companies Ordinance, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致華南城控股有限公司各股東

(於香港註冊成立之有限公司)

我們已審核列載於第83至204頁的華南城控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，其中包括於2011年3月31日的綜合及公司財務狀況表，及截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表和綜合現金流量表以及主要會計政策概要及其他說明資料。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會刊發的香港財務報告準則及香港公司條例規定編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

核數師的責任

我們的責任是根據我們的審核對該等綜合財務報表發表意見。本報告根據香港公司條例第141條僅向閣下(作為團體)報告，除此之外，別無其他目的。本核數師不會就本報告內容向任何其他人士負上或承擔任何責任。

Independent Auditors' Report

獨立核數師報告

Auditors' Responsibility (continued)

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 about whether the consolidated financial statements are free from material misstatement.

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 auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2011, 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 Hong Kong Companies Ordinance.

Ernst & Young

Certified Public Accountants
18/F, Two International Finance Centre
8 Finance Street
Central
Hong Kong

28 June 2011

核數師的責任(續)

我們已根據香港會計師公會刊發的香港審計準則進行審核。該等準則要求我們遵守道德規範，並規劃及執行審核，以合理確定此等綜合財務報表是否不存有重大錯誤陳述。

審核涉及執行情序以獲取有關綜合財務報表所載金額和披露資料的審核證據。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製綜合財務報表以作出真實且公平反映相關的內部監控，以設計適當的審核程序，但並非對公司的內部監控的有效性發表意見。審核亦包括評估董事所採用的會計政策的合適性及作出的會計估計的合理性，以及評估綜合財務報表的整體列報方式。

我們相信，我們所獲得的審核證據充足且適當地為我們的審核意見提供基礎。

意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司和 貴集團於2011年3月31日的財務狀況，及截至該日止年度 貴集團的利潤和現金流量，並已按照香港公司條例妥為編製。

安永會計師事務所

執業會計師
香港
中環
金融街8號
國際金融中心2期18樓

2011年6月28日

Consolidated Income Statement

綜合收益表

Year ended 31 March 2011
截至2011年3月31日止年度

		For the year ended 31 March 截至3月31日止年度		
		Notes 附註	2011 HK\$'000 千港元	2010 HK\$'000 千港元
REVENUE	收入	5	2,234,033	1,570,229
Cost of sales	銷售成本		(900,985)	(587,522)
Gross profit	毛利		1,333,048	982,707
Other income and gains	其他收入及收益	5	39,499	150,434
Fair value gains on investment properties	投資物業公平值收益	5	1,464,168	1,308,543
Selling and distribution costs	銷售及分銷成本		(111,805)	(83,573)
Administrative expenses	行政開支		(208,079)	(187,696)
Other expenses	其他開支		(34,566)	(25,427)
Finance costs	融資成本	7	(30,495)	(32,982)
Share of profits and losses of:	應佔下列各方的利潤及虧損：			
A jointly-controlled entity	一家共同控制實體		1,337	1,287
Associates	聯營公司		(331)	(302)
PROFIT BEFORE TAX	稅前利潤	6	2,452,776	2,112,991
Income tax expense	所得稅開支	10	(908,658)	(785,345)
PROFIT FOR THE YEAR	本年度利潤		1,544,118	1,327,646
Attributable to:	下列各方應佔：			
Owners of the parent	母公司擁有人	11	1,552,455	1,329,593
Non-controlling interests	非控股權益		(8,337)	(1,947)
			1,544,118	1,327,646
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	歸屬於母公司普通股權益持有人的每股盈利	13		
Basic — for profit for the year	基本 — 本年度利潤		HK25.95 cents 港仙	HK25.32 cents 港仙
Diluted — for profit for the year	攤薄 — 本年度利潤		HK25.80 cents 港仙	HK25.10 cents 港仙

Details of the dividends proposed for the year are disclosed in note 12 to the financial statements.

本年度擬派股息詳情於財務報表附註12披露。

Consolidated Statement of Comprehensive Income

綜合全面收益表

Year ended 31 March 2011
截至2011年3月31日止年度

		For the year ended 31 March 截至3月31日止年度	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
PROFIT FOR THE YEAR	本年度利潤	1,544,118	1,327,646
OTHER COMPREHENSIVE INCOME	其他全面收入		
Exchange differences on translation of foreign operations	換算海外業務的 匯兌差額	302,644	19,072
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	本年度總全面收入	1,846,762	1,346,718
Attributable to:	下列各方應佔：		
Owners of the parent	母公司擁有人	1,851,482	1,348,565
Non-controlling interests	非控股權益	(4,720)	(1,847)
		1,846,762	1,346,718

Consolidated Statement of Financial Position

綜合財務狀況表

31 March 2011
2011年3月31日

		Notes 附註	31 March 2011 2011年 3月31日 HK\$'000 千港元	31 March 2010 2010年 3月31日 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	204,119	157,684
Investment properties	投資物業	15	11,285,288	9,077,250
Properties under development	發展中物業	16	3,403,663	1,978,789
Prepaid land premiums	預付土地出讓金	17	7,036	6,911
Goodwill	商譽	18	20,066	20,066
Investments in jointly-controlled entities	於共同控制實體的投資	20	11,106	8,980
Investments in associates	於聯營公司的投資	21	(1,177)	(803)
Loan receivables	應收貸款	22	—	625
Finance lease receivables	融資租賃應收款項	23	46,795	54,250
Deposits paid for purchase of land	購買土地支付的按金	24	261,316	—
Deferred tax assets	遞延稅項資產	33	160,003	75,413
Total non-current assets	非流動資產總額		15,398,215	11,379,165
CURRENT ASSETS	流動資產			
Properties held for finance lease	持作融資租賃物業		161,571	96,116
Properties held for sale	持作銷售物業		482,607	677,346
Trade receivables	應收貿易賬款	25	589,943	234,155
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	26	34,005	86,077
Held for trading investments at fair value through profit or loss	透過損益以公平值列賬之持作買賣投資	27	153,065	123,932
Restricted cash	受限制現金	28	43,181	8,851
Cash and bank balances	現金及銀行結餘	29	4,521,310	3,694,126
Total current assets	流動資產總額		5,985,682	4,920,603
CURRENT LIABILITIES	流動負債			
Trade and other payables	貿易及其他應付款項	30	1,324,051	824,459
Interest-bearing bank and other borrowings	計息銀行及其他借貸	31	1,696,394	1,558,417
Tax payable	應付稅項		900,503	470,832
Total current liabilities	流動負債總額		3,920,948	2,853,708
NET CURRENT ASSETS	流動資產淨值		2,064,734	2,066,895
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總額減流動負債		17,462,949	13,446,060

Consolidated Statement of Financial Position

綜合財務狀況表

31 March 2011
2011年3月31日

		Notes 附註	31 March 2011 2011年 3月31日 HK\$'000 千港元	31 March 2010 2010年 3月31日 HK\$'000 千港元
NON-CURRENT LIABILITIES	非流動負債			
Interest-bearing bank and other borrowings	計息銀行及其他借貸	31	2,546,303	2,644,308
Senior notes	優先票據	32	1,900,083	—
Amount due to non-controlling interests	應付非控股權益款項	42(b)(ii)	51,170	—
Deferred tax liabilities	遞延稅項負債	33	2,347,357	1,775,067
Total non-current liabilities	非流動負債總額		6,844,913	4,419,375
Net assets	資產淨值		10,618,036	9,026,685
EQUITY	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Issued capital	已發行股本	34	59,876	60,000
Reserves	儲備	36(a)	10,331,349	8,733,433
Proposed final dividends	擬派末期股息	12	149,689	119,591
			10,540,914	8,913,024
Non-controlling interests	非控股權益		77,122	113,661
Total equity	權益總額		10,618,036	9,026,685

CHENG CHUNG HING 鄭松興
Director 董事

LEUNG MOON LAM 梁滿林
Director 董事

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 March 2011
截至2011年3月31日止年度

		Attributable to owners of the parent										
		母公司擁有人應佔										
		Statutory	Share	Share	Exchange	Proposed		Non-		Total		
		Issued	Capital	premium	option	fluctuation	Retained	final	controlling	Total		
		capital	reserve	account	reserve	reserve	profits	dividends	interests	equity		
		(note i)										
		法定				匯兌						
		已發行股本	盈餘儲備	資本儲備	股份溢價賬	購股權儲備	波動儲備	保留利潤	擬派末期股息	總計	非控股權益	權益總額
		(附註i)										
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2009	2009年4月1日	200	27,662	182,768	—	64,226	576,034	3,611,073	—	4,461,963	33,995	4,495,958
Profit for the year	本年度利潤	—	—	—	—	—	—	1,329,593	—	1,329,593	(1,947)	1,327,646
Other comprehensive income for the year:	本年度其他全面收入：											
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	—	186	—	—	—	18,786	—	—	18,972	100	19,072
Total comprehensive income for the year	本年度總全面收入	—	186	—	—	—	18,786	1,329,593	—	1,348,565	(1,847)	1,346,718
Capital contributions to a subsidiary from a minority shareholder	一名少數股東向一家附屬公司出資	—	—	—	—	—	—	—	—	—	81,513	81,513
Equity-settled share option arrangement	以權益結算的購股權安排	35	—	—	—	3,294	—	—	—	3,294	—	3,294
Issue of shares at a premium through initial public offering	透過首次公開發售按溢價發行股份	34	15,000	—	3,135,000	—	—	—	—	3,150,000	—	3,150,000
Issue of shares by capitalisation of shareholders' loan	透過資本化股東貸款發行股份	34	44,800	—	41,000	—	—	—	—	85,800	—	85,800
Share issue expenses	股份發行開支	—	—	—	(136,598)	—	—	—	—	(136,598)	—	(136,598)
Proposed final 2010 dividend	擬派2010年末期股息	12	—	—	—	—	—	(119,591)	119,591	—	—	—
Transfer from/(to) retained profits	轉撥自/(至)保留利潤	—	58,421	(182,768)	—	—	—	124,347	—	—	—	—
At 31 March 2010	2010年3月31日	60,000	86,269*	—*	3,039,402*	67,520*	594,820*	4,945,422*	119,591	8,913,024	113,661	9,026,685

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 March 2011

截至2011年3月31日止年度

		Attributable to owners of the parent 母公司擁有人應佔											
		Issued capital	Capital redemption reserve	Statutory surplus reserve (note 1)	Capital reserve	Share premium account	Share option reserve	Exchange fluctuation reserve	Retained profits	Proposed final dividends	Total	Non-controlling interests	Total equity
		已發行股本	資本贖回儲備	法定盈餘儲備 (附註1)	資本儲備	股份溢價賬	購股權儲備	匯兌波動儲備	保留利潤	擬派末期股息	總計	非控股權益	權益總額
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2010	2010年4月1日	60,000	—	86,269	—	3,039,402	67,520	594,820	4,945,422	119,591	8,913,024	113,661	9,026,685
Profit for the year	本年度利潤	—	—	—	—	—	—	—	1,552,455	—	1,552,455	(8,337)	1,544,118
Other comprehensive income for the year:	本年度其他全面收入：												
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	—	—	4,640	—	—	—	294,387	—	—	299,027	3,617	302,644
Total comprehensive income for the year	本年度總全面收入	—	—	4,640	—	—	—	294,387	1,552,455	—	1,851,482	(4,720)	1,846,762
Repurchase of shares	購回股份	34	(204)	—	—	—	—	—	(24,616)	—	(24,616)	—	(24,616)
Exercise of share options	行使購股權	35	80	—	—	11,321	(3,001)	—	—	—	8,400	—	8,400
Equity-settled share option arrangement	以權益結算的購股權安排	35	—	—	—	—	396	—	—	—	396	—	396
Acquisition of non-controlling interests	收購非控股權益	37	—	—	(88,181)	—	—	—	—	—	(88,181)	(31,819)	(120,000)
Final 2010 dividend paid	已付2010年末期股息	—	—	—	—	—	—	—	(119,591)	(119,591)	—	—	(119,591)
Proposed final 2011 dividend	擬派2011年末期股息	12	—	—	—	—	—	—	(149,689)	149,689	—	—	—
Transfer from retained profits	轉撥自保留利潤	—	—	33,640	—	—	—	—	(33,640)	—	—	—	—
At 31 March 2011	2011年3月31日	59,876	204*	124,549*	(88,181)*	3,050,723*	64,915*	889,207*	6,289,932*	149,689	10,540,914	77,122	10,618,036

* These reserve accounts comprise the consolidated reserves of HK\$10,331,349,000 and HK\$8,733,433,000 in the consolidated statement of financial position as at 31 March 2011 and 2010, respectively.

* 該等儲備賬包括於2011年及2010年3月31日的綜合財務狀況表所載的綜合儲備，分別為10,331,349,000港元及8,733,433,000港元。

Note:

附註：

(i) In accordance with the PRC Company Law, the Group's subsidiaries registered in the PRC are required to appropriate 10% of the annual statutory profit after tax (after offsetting any prior years' losses) to the statutory surplus reserve. When the balance of the reserve fund reaches 50% of the entity's registered capital, any further appropriation is optional. The statutory surplus reserve can be utilised to offset prior years' losses or to increase capital. However, the balance of the statutory surplus reserve must be maintained at a minimum of 25% of registered capital after such usages.

(i) 根據中國公司法，本集團於中國註冊的附屬公司須將年度法定稅後利潤(經抵銷任何過往年度虧損後)的10%撥入法定盈餘儲備。當儲備資金結餘達至實體註冊資本的50%時，可以選擇是否再次撥入資金。法定盈餘儲備可用於抵銷過往年度虧損或增加資本。然而，法定盈餘儲備於作出該等用途後的結餘必須最少維持於註冊資本的25%。

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 March 2011
截至2011年3月31日止年度

		For the year ended 31 March 截至3月31日止年度	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
	Notes 附註		
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動現金流量		
Profit before tax	稅前利潤	2,452,776	2,112,991
Adjustments for:	調整：		
Finance costs	融資成本	7 30,495	32,982
Share of profits and losses of a jointly-controlled entity and associates	應佔一家共同控制實體及聯營公司利潤及虧損	(1,006)	(985)
Bank interest income	銀行利息收入	5 (5,700)	(1,049)
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目虧損	6 3,250	369
Depreciation	折舊	6 35,451	37,294
Amortisation of prepaid land premiums	預付土地出讓金攤銷	6 180	162
Changes in fair value of investment properties	投資物業公平值變動	5 (1,464,168)	(1,308,543)
Provision for impairment of trade receivables	應收貿易賬款減值撥備	6 34,959	25,468
Write-back of impairment of investment in a jointly-controlled entity	於一家共同控制實體的投資減值撥回	6 (393)	(41)
Gain on restructuring and buying back of interest-bearing notes	重組及購回計息票據的收益	5 —	(136,709)
Gains on held for trading investments at fair value through profit or loss	透過損益以公平值列賬之持作買賣投資收益	5 (20,098)	(2,630)
Equity-settled share option expense	以權益結算的購股權開支	6 396	3,294
		1,066,142	762,603
Decrease in properties held for sale	持作銷售物業減少	619,774	310,955
Decrease in properties held for finance lease	持作融資租賃物業減少	121,593	5,932
Decrease in loan receivables	應收貸款減少	652	3,803
Decrease in finance lease receivables	融資租賃應收款項減少	9,854	11,899
Increase in trade receivables	應收貿易賬款增加	(380,394)	(234,016)
Decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收款項減少	17,581	48,531
Increase in restricted cash	受限制現金增加	(34,330)	(8,851)
Increase in trade and other payables	貿易及其他應付款項增加	9,365	31,322
Cash generated from operations	經營所得的現金	1,430,237	932,178
Overseas taxes paid	已付海外稅項	(104,920)	(46,839)
Net cash flows from operating activities	經營活動現金流入淨額	1,325,317	885,339

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 March 2011

截至2011年3月31日止年度

		For the year ended 31 March 截至3月31日止年度	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
	Notes 附註		
Net cash flows from operating activities	經營活動現金流入淨額	1,325,317	885,339
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動現金流量		
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(22,417)	(8,736)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項	529	1,375
Investment in an associate	於一家聯營公司的投資	—	(600)
Purchase of held for trading investments at fair value through profit and loss	購買透過損益以公平值列賬之持作買賣投資	(28,937)	(101,400)
Acquisition of non-controlling interests	收購非控股權益	(89,844)	—
Capital contributions to a subsidiary from a minority shareholder	一名少數股東向一家附屬公司出資	—	81,513
Net advances (to)/from jointly-controlled entities	共同控制實體(所得)/提供墊款淨額	1	(1,829)
Additions to properties under development	發展中物業添置	(1,826,712)	(2,199,354)
Interest received	已收利息	5,700	5,953
Net cash flows used in investing activities	投資活動現金流出淨額	(1,961,680)	(2,223,078)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動現金流量		
Proceeds from issue of shares	發行股份所得款項	—	2,995,902
Issue of senior notes	發行優先票據	1,842,887	—
Payment for repurchase of shares	購回股份付款	(24,616)	—
New bank and other borrowings	新造銀行及其他貸款	2,050,143	3,997,175
Repayment of bank and other borrowings	償還銀行及其他貸款	(2,196,016)	(1,167,981)
Payment for buying back and repayment of interest-bearing notes	購回及償還計息票據付款	—	(851,662)
Exercise of share options	行使購股權	8,400	—
Dividend distribution	分派股息	(119,591)	—
Increase in amount due to non-controlling interests	應付非控股權益款項增加	51,170	—
Interest paid	已付利息	(210,506)	(188,984)
Net cash flows from financing activities	融資活動現金流入淨額	1,401,871	4,784,450
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加淨額	765,508	3,446,711
Cash and cash equivalents at beginning of year	年初的現金及現金等價物	3,694,126	246,084
Effect of foreign exchange rate changes, net	匯率變動影響淨額	61,676	1,331
CASH AND CASH EQUIVALENTS AT END OF YEAR	年終的現金及現金等價物	4,521,310	3,694,126
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘分析		
Cash and bank balances	現金及銀行結餘	4,521,310	3,694,126

Statement of Financial Position

財務狀況表

31 March 2011
2011年3月31日

		Notes 附註	31 March 2011 2011年 3月31日 HK\$'000 千港元	31 March 2010 2010年 3月31日 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備		1,639	1,439
Investments in subsidiaries	於附屬公司的投資	19	2,253,675	1,453,675
Total non-current assets	非流動資產總額		2,255,314	1,455,114
CURRENT ASSETS	流動資產			
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		3,708	1,099
Due from subsidiaries	應收附屬公司款項	19	968,195	698,098
Cash and bank balances	現金及銀行結餘	29	2,342,869	1,505,842
Total current assets	流動資產總額		3,314,772	2,205,039
CURRENT LIABILITIES	流動負債			
Due to subsidiaries	應付附屬公司款項	19	899	899
Other payables, accruals and deposits received	其他應付款項、應計項目及已收按金		34,055	20,474
Total current liabilities	流動負債總額		34,954	21,373
NET CURRENT ASSETS	流動資產淨值		3,279,818	2,183,666
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總額減流動負債		5,535,132	3,638,780
NON-CURRENT LIABILITIES	非流動負債			
Senior notes	優先票據	32	1,900,083	—
Net assets	資產淨值		3,635,049	3,638,780
EQUITY	權益			
Issued capital	已發行股本	34	59,876	60,000
Reserves	儲備	36(b)	3,425,484	3,459,189
Proposed final dividends	擬派末期股息	12	149,689	119,591
Total equity	權益總額		3,635,049	3,638,780

CHENG CHUNG HING 鄭松興
Director 董事

LEUNG MOON LAM 梁滿林
Director 董事

Notes to Consolidated Financial Statements

綜合財務報表附註

31 March 2011
2011年3月31日

1. Corporate Information

China South City Holdings Limited (the “Company”) is a limited liability company incorporated in Hong Kong. The registered office of the Company is located at Room 2205, 22/F, Sun Life Tower, The Gateway, 15 Canton Road, Tsimshatsui, Kowloon, Hong Kong.

During the year, the Group is principally engaged in developing and operating the large-scale integrated logistics and trade centers, property management and operation of hotel.

2.1 Basis of Preparation

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for investment properties and held for trading investments at fair value through profit or loss, which have been measured at fair value. These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

Basis of consolidation from 1 January 2010

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 March 2011. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated on consolidation in full.

1. 公司資料

華南城控股有限公司(「本公司」)在香港註冊成立為有限公司。本公司註冊辦事處位於香港九龍尖沙咀廣東道15號港威大廈永明金融大樓22樓2205室。

年內，本集團主要從事發展和經營大型綜合物流及商貿中心、物業管理及酒店營運業務。

2.1 編製基準

該等財務報表乃根據香港會計師公會頒佈之香港財務報告準則(「香港財務報告準則」)(當中包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港公認會計原則及香港公司條例之規定而編製，並按歷史成本法編製，惟投資物業及透過損益以公平值列帳之持作買賣投資按公平值計量則除外。除另有說明外，此等財務報表以港元呈列，所有數值均已四捨五入至最接近千位數。

綜合基準

自2010年1月1日的綜合基準

綜合財務報表包括本公司及其附屬公司(統稱「本集團」)截至2011年3月31日止年度的財務報表。附屬公司的財務報表乃按與本公司相同的報告期間以一致的會計政策編製。附屬公司之業績自收購日期(即本集團取得控制權當日)起綜合入賬，直至該等控制權終止當日為止。所有本集團內公司間交易產生之結餘、交易、未變現盈虧及股息均於綜合賬目時悉數對銷。

2.1 Basis of Preparation *(continued)*

Basis of consolidation *(continued)*

Basis of consolidation from 1 January 2010 *(continued)*

Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises (i) the assets (including goodwill) and liabilities of the subsidiary, (ii) the carrying amount of any non-controlling interest and (iii) the cumulative translation differences recorded in equity; and recognises (i) the fair value of the consideration received, (ii) the fair value of any investment retained and (iii) any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate.

Basis of consolidation prior to 1 January 2010

Certain of the above-mentioned requirements have been applied on a prospective basis. The following differences, however, are carried forward in certain instances from the previous basis of consolidation:

- Losses incurred by the Group were attributed to the non-controlling interest until the balance was reduced to nil. Any further excess losses were attributable to the parent, unless the non-controlling interest had a binding obligation to cover these. Losses prior to 1 January 2010 were not reallocated between non-controlling interest and the parent shareholders.
- Upon loss of control, the Group accounted for the investment retained at its proportionate share of net asset value at the date control was lost. The carrying amount of such investment at 1 January 2010 has not been restated.

2.1 編製基準 *(續)*

綜合基準 *(續)*

自2010年1月1日的綜合基準 *(續)*

一家附屬公司的虧損乃歸屬於非控股權益，即使引致結餘為負數。

一家附屬公司的所有權權益出現變動（並無失去控制權），則按權益交易入賬。

倘本集團失去對附屬公司的控制權，則終止確認(i)該附屬公司的資產(包括商譽)及負債，(ii)任何非控股權益的賬面值及(iii)於權益內記錄的累計換算差額；及確認(i)已收代價的公平值，(ii)所保留任何投資的公平值及(iii)收益表中任何因此產生的盈餘或虧絀。先前於其他全面收入內確認的本集團應佔部份重新分類至損益或保留利潤(如適用)。

2010年1月1日前的綜合基準

已預先應用上述若干規定。然而，在若干情況下，以下差額仍按先前之綜合賬目基準結轉：

- 本集團產生的虧損乃歸屬於非控股權益，直至結餘調減為零為止。任何進一步超過的虧損歸屬於母公司，除非非控股權益擁有具約束力責任補足則作別論。於2010年1月1日前的虧損並無於非控股權益與母公司股東之間重新分配。
- 失去控制權時，本集團按於失去控制權當日應佔資產淨值比例入賬處理保留投資。並無重列有關投資於2010年1月1日的賬面值。

Notes to Consolidated Financial Statements

綜合財務報表附註

31 March 2011
2011年3月31日

2.2 Changes in Accounting Policy and Disclosures

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

HKFRS 1 (Revised)	<i>First-time Adoption of Hong Kong Financial Reporting Standards</i>
HKFRS 1 Amendments	<i>Amendments to HKFRS 1 First-time Adoption of Hong Kong Financial Reporting Standards — Additional Exemptions for First-time Adopters</i>
HKFRS 2 Amendments	<i>Amendments to HKFRS 2 Share-based Payment — Group Cash-settled Share-based Payment Transactions</i>
HKFRS 3 (Revised)	<i>Business Combinations</i>
HKAS 27 (Revised)	<i>Consolidated and Separate Financial Statements</i>
HKAS 32 Amendment	<i>Amendment to HKAS 32 Financial Instruments: Presentation — Classification of Rights Issues</i>
HKAS 39 Amendment	<i>Amendment to HKAS 39 Financial Instruments: Recognition and Measurement — Eligible Hedged Items</i>
HK(IFRIC)-Int 17	<i>Distributions of Non-cash Assets to Owners</i>
HKFRS 5 Amendments included in <i>Improvements to HKFRSs</i> issued in October 2008	<i>Amendments to HKFRS 5 Non-current Assets Held for Sale and Discontinued Operations — Plan to sell the controlling interest in a subsidiary</i>
<i>Improvements to HKFRSs 2009</i>	<i>Amendments to a number of HKFRSs issued in May 2009</i>
HK Interpretation 4 Amendment	<i>Amendment to HK Interpretation 4 Leases — Determination of the Length of Lease Term in respect of Hong Kong Land Leases</i>
HK Interpretation 5	<i>Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause</i>

2.2 會計政策的變更及披露

本集團於本年度財務報表內首次採納以下新訂及經修訂香港財務報告準則。

香港財務報告準則第1號(經修訂)	<i>首次採納香港財務報告準則</i>
香港財務報告準則第1號修訂本	<i>香港財務報告準則第1號 首次採納香港財務報告準則 — 首次採納者之額外豁免之修訂</i>
香港財務報告準則第2號修訂本	<i>香港財務報告準則第2號股份支付 — 集團以現金支付之股份交易之修訂</i>
香港財務報告準則第3號(經修訂)	<i>業務合併</i>
香港會計準則第27號(經修訂)	<i>綜合及獨立財務報表</i>
香港會計準則第32號修訂本	<i>香港會計準則第32號金融工具：呈報 — 供股分類之修訂</i>
香港會計準則第39號修訂本	<i>香港會計準則第39號金融工具：確認及計量 — 合資格對沖項目之修訂</i>
香港(國際財務報告詮釋委員會) — 詮釋第17號	<i>向擁有人派發非現金資產</i>
納入於2008年10月頒佈的香港財務報告準則之改進的香港財務報告準則第5號修訂本	<i>香港財務報告準則第5號持作銷售非流動資產及終止經營 — 計劃出售於一家附屬公司之控制權益之修訂</i>
2009年香港財務報告準則之改進	<i>於2009年5月頒佈的若干香港財務報告準則之修訂</i>
香港詮釋第4號修訂本	<i>香港詮釋第4號租賃 — 有關香港租賃土地租賃期之釐定之修訂</i>
香港詮釋第5號	<i>財務報表的呈列 — 借款人對載有即時償還條款的定期貸款的分類</i>

2.2 Changes in Accounting Policy and Disclosures *(continued)*

Other than as further explained below regarding the impact of HKFRS 3 (Revised), HKAS 27 (Revised), amendments to HKAS 7 and HKAS 17 included in *Improvements to HKFRSs 2009* and HK Interpretation 4 (Revised in December 2009) (*Include other standards as appropriate*), the adoption of the new and revised HKFRSs has had no significant financial effect on these financial statements.

The principal effects of adopting these new and revised HKFRSs are as follows:

- (a) HKFRS 3 (Revised) *Business Combinations* and HKAS 27 (Revised) *Consolidated and Separate Financial Statements*

HKFRS 3 (Revised) introduces a number of changes in the accounting for business combinations that affect the initial measurement of non-controlling interests, the accounting for transaction costs, the initial recognition and subsequent measurement of a contingent consideration and business combinations achieved in stages. These changes will impact the amount of goodwill recognised, the reported results in the period that an acquisition occurs, and future reported results.

2.2 會計政策的變更及披露(續)

除下述所進一步說明有關香港財務報告準則第3號(經修訂)、香港會計準則第27號(經修訂)、香港會計準則第7號之修訂及納入2009年香港財務報告準則的改進的香港會計準則17號之修訂及香港詮釋第4號(於2009年12月經修訂)(包括其他適用準則)者外，採納新訂及經修訂香港財務報告準則並無對此等財務報表造成重大財務影響。

採納該等新訂及經修訂香港財務報告準則的主要影響如下：

- (a) 香港財務報告準則第3號(經修訂)業務合併及香港會計準則第27號(經修訂)綜合及獨立財務報表

香港財務報告準則第3號(經修訂)引入若干業務合併的會計處理變動，該等變動影響非控股權益的初步計量、交易成本的會計處理、或然代價及分階段達成企業合併的初步確認及隨後計量。該等變動將影響已確認商譽金額、收購發生期間的報告業績及未來報告業績。

Notes to Consolidated Financial Statements

綜合財務報表附註

31 March 2011
2011年3月31日

2.2 Changes in Accounting Policy and Disclosures (continued)

(a) (continued)

HKAS 27 (Revised) requires that a change in the ownership interest of a subsidiary without loss of control is accounted for as an equity transaction. Therefore, such a change will have no impact on goodwill, nor will it give rise to a gain or loss. Furthermore, the revised standard changes the accounting for losses incurred by the subsidiary as well as the loss of control of a subsidiary. Consequential amendments were made to various standards, including, but not limited to HKAS 7 *Statement of Cash Flows*, HKAS 12 *Income Taxes*, HKAS 21 *The Effects of Changes in Foreign Exchange Rates*, HKAS 28 *Investments in Associates* and HKAS 31 *Interests in Joint Ventures*.

The changes introduced by these revised standards are applied prospectively and affect the accounting of acquisitions, loss of control and transactions with non-controlling interests after 1 January 2010.

(b) *Improvements to HKFRSs 2009* issued in May 2009 sets out amendments to a number of HKFRSs. There are separate transitional provisions for each standard. While the adoption of some of the amendments results in changes in accounting policies, none of these amendments has had a significant financial impact on the Group. Details of the key amendments most applicable to the Group are as follows:

2.2 會計政策的變更及披露(續)

(a) (續)

香港會計準則第27號(經修訂)規定並無失去控制權的附屬公司的擁有權權益變動按權益交易入賬處理。因此，該等變動對商譽並無影響，亦不會產生收益或虧損。此外，經修訂準則亦修改附屬公司產生的虧損及對附屬公司失去控制權的會計處理方法。相應修訂涉及多項準則，包括但不限於香港會計準則第7號現金流量表、香港會計準則第12號所得稅、香港會計準則第21號外幣匯率變動的影響、香港會計準則第28號於聯營公司的投資，以及香港會計準則第31號於合營企業的權益。

該等經修訂準則引入的變動採用未來適用法，影響日後收購、喪失控制權及2010年1月1日後與非控股權益的交易的會計處理。

(b) 於2009年5月頒佈的2009年香港財務報告準則的改進制定對多項香港財務報告準則的修訂。各項準則均各自設有過渡性條文。採納若干修訂導致會計政策變動，惟此等修訂對本集團並無重大財務影響。最適用於本集團的主要修訂詳情如下：

2.2 Changes in Accounting Policy and Disclosures (continued)

(b) (continued)

- HKAS 7 *Statement of Cash Flows*: Requires that only expenditures that result in a recognised asset in the statement of financial position can be classified as a cash flow from investing activities.
- HKAS 17 *Leases*: Removes the specific guidance on classifying land as a lease. As a result, leases of land should be classified as either operating or finance leases in accordance with the general guidance in HKAS 17.

Amendment to HK Interpretation 4 *Leases — Determination of the Length of Lease Term in respect of Hong Kong Land Leases* is revised as a consequence of the amendment to HKAS 17 *Leases* included in *Improvements to HKFRSs 2009*. Following this amendment, the scope of HK Interpretation 4 has been expanded to cover all land leases, including those classified as finance leases. As a result, this interpretation is applicable to all leases of property accounted for in accordance with HKAS 16, HKAS 17 and HKAS 40.

The Group has reassessed its leases in Mainland China, previously classified as operating leases, upon the adoption of the amendments. The classification of leases in Mainland China remained as operating leases.

2.2 會計政策的變更及披露(續)

(b) (續)

- 香港會計準則第7號 *現金流量表*：規定僅導致於財務狀況表內確認資產的支出，方可分類為投資活動的現金流量。
- 香港會計準則第17號 *租賃*：刪去有關土地租賃分類的特定指引。因此，土地租賃應按香港會計準則第17號的一般指引分類為經營或融資租賃。

香港詮釋第4號 *租賃 — 有關香港土地租賃期之釐定*的修訂乃根據納入2009年香港財務報告準則的改進內的香港會計準則第17號 *租賃*的修訂本而修改。按照此項修訂，香港詮釋第4號的範圍已擴大至覆蓋所有土地租賃，包括被分類為融資租賃的土地租賃。因此，此詮釋適用於按照香港會計準則第16號、香港會計準則第17號，以及香港會計準則第40號列賬的所有物業租賃。

於採納該等修訂時，本集團已重新評估其位於中國內地且過往分類為經營租賃之租賃。位於中國內地之租賃仍然分類為經營租賃。

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2.3 Issued but not yet Effective Hong Kong Financial Reporting Standards

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

HKFRS 1 Amendment	Amendment to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards — Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopter</i> ¹
HKFRS 1 Amendments	Amendment to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards — Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters</i> ³
HKFRS 7 Amendments	Amendments to HKFRS 7 <i>Financial Instruments: Disclosures — Transfers of Financial Assets</i> ³
HKFRS 9	<i>Financial Instruments</i> ⁵
HKAS 24 (Revised)	<i>Related Party Disclosures</i> ²
HKAS 12 Amendments	Amendment to HKAS 12 <i>Income Taxes — Deferred Tax: Recovery of Underlying Assets</i> ⁴
HK(IFRIC) - Int 14 Amendments	Amendments to HK(IFRIC)-Int 14 <i>Prepayments of a Minimum Funding Requirement</i> ²
HK(IFRIC) - Int 19	<i>Extinguishing Financial Liabilities with Equity Instruments</i> ¹

2.3 已頒佈但尚未生效之香港財務報告準則

本集團於該等財務報表尚未採納下列已頒佈但仍未生效之新訂及經修訂香港財務報告準則。

香港財務報告準則第1號修訂本	香港財務報告準則第1號首次採納香港財務報告準則 — 首次採納者按可比較香港財務報告準則第7號披露之有限豁免之修訂 ¹
香港財務報告準則第1號修訂本	香港財務報告準則第1號首次採納香港財務報告準則 — 嚴重高通脹及剔除首次採用者的固定日期的修訂 ³
香港財務報告準則第7號修訂本	香港財務報告準則第7號金融工具：披露 — 金融資產之轉移之修訂 ³
香港財務報告準則第9號	金融工具 ⁵
香港會計準則第24號(經修訂)	關連人士披露 ²
香港會計準則第12號修訂本	香港會計準則第12號所得稅 — 遞延稅項：相關資產收回之修訂 ⁴
香港(國際財務報告詮釋委員會) — 詮釋第14號修訂本	香港(國際財務報告詮釋委員會) — 詮釋第14號預付最低資金需求之修訂 ²
香港(國際財務報告詮釋委員會) — 詮釋第19號	以權益工具抵銷財務負債 ¹

2.3 Issued but not yet Effective Hong Kong Financial Reporting Standards (continued)

Apart from the above, the HKICPA has issued *Improvements to HKFRSs 2010* which sets out amendments to a number of HKFRSs primarily with a view to removing inconsistencies and clarifying wording. The amendments to HKFRS 3 and HKAS 27 are effective for annual periods beginning on or after 1 July 2010, whereas the amendments to HKFRS 1, HKFRS 7, HKAS 1, HKAS 34 and HK(IFRIC) - Int 13 are effective for annual periods beginning on or after 1 January 2011 although there are separate transitional provisions for each standard.

- ¹ Effective for annual periods beginning on or after 1 July 2010
- ² Effective for annual periods beginning on or after 1 January 2011
- ³ Effective for annual periods beginning on or after 1 July 2011
- ⁴ Effective for annual periods beginning on or after 1 January 2012
- ⁵ Effective for annual periods beginning on or after 1 January 2013

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application. So far, the Group considers that these new and revised HKFRSs are unlikely to have a significant impact on the Group's results of operations and financial position.

2.4 Summary of Significant Accounting Policies Subsidiaries

A subsidiary is an entity in which the Company, directly or indirectly, controls more than half of its voting power or issued share capital or controls the composition of its board of directors; or over which the Company has a contractual right to exercise a dominant influence with respect to that entity's financial and operating policies.

2.3 已頒佈但尚未生效之香港財務報告準則(續)

除上述者外，香港會計師公會亦頒佈對2010年香港財務報告準則之改進，當中載列對多項香港財務報告準則作出之修訂，主要目的為刪除不一致條文及釐清措辭。香港財務報告準則第3號及香港會計準則第27號之修訂於2010年7月1日或之後開始的年度期間生效，而香港財務報告準則第1號、香港財務報告準則第7號、香港會計準則第1號、香港會計準則第34號及香港(國際財務報告詮釋委員會)——詮釋第13號之修訂均於2011年1月1日或之後開始的年度期間生效，惟上述各項準則均各自設有過渡條文。

- ¹ 於2010年7月1日或之後開始之年度期間生效
- ² 於2011年1月1日或之後開始之年度期間生效
- ³ 於2011年7月1日或之後開始之年度期間生效
- ⁴ 於2012年1月1日或之後開始之年度期間生效
- ⁵ 於2013年1月1日或之後開始之年度期間生效

本集團現正評估該等新訂及經修訂香港財務報告準則於首次採納時之影響。至目前為止，本集團認為該等新訂及經修訂香港財務報告準則對本集團之經營業績及財務狀況並無重大影響。

2.4 重大會計政策概要 附屬公司

附屬公司乃本公司直接或間接控制其過半數表決權或已發行股本或控制其董事會組成的實體，或本公司有合同權利對該實體的財務及營運政策行使重大影響力者。

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2.4 Summary of Significant Accounting Policies

(continued)

Subsidiaries (continued)

The results of subsidiaries are included in the Company's income statement to the extent of dividends received and receivable. The Company's investments in subsidiaries that are not classified as held for sale in accordance with HKFRS 5 are stated at cost less any impairment losses.

Joint ventures

A joint venture is an entity set up by contractual arrangement, whereby the Group and other parties undertake an economic activity. The joint venture operates as a separate entity in which the Group and the other parties have an interest.

The joint venture agreement between the venturers stipulates the capital contributions of the joint venture parties, the duration of the joint venture and the basis on which the assets are to be realised upon its dissolution. The profits or losses from the joint venture's operations and any distributions of surplus assets are shared by the venturers, either in proportion to their respective capital contributions, or in accordance with the terms of the joint venture agreement.

A joint venture is treated as:

- (a) a subsidiary, if the Group, directly or indirectly, controls more than half of its voting power or issued share capital or controls the composition of its board of directors; or over which the Company has a contractual right to exercise a dominant influence with respect to the joint venture's financial and operating policies;
- (b) a jointly-controlled entity, if the Group does not have unilateral control, but has joint control, directly or indirectly, over the joint venture;

2.4 重大會計政策概要(續)

附屬公司(續)

附屬公司業績計入本公司收益表，以已收及應收股息為限。根據香港財務報告準則第5號，本公司於附屬公司不被分類為持作買賣的投資按成本減任何減值虧損列賬。

合營公司

合營公司乃按合同安排成立的實體，而本集團與其他方於其中從事經濟活動。合營公司以個別實體的身份經營，而本集團及其他方於當中擁有權益。

合營公司訂立的合營協議訂明合營各方的出資額、合營公司的年期及於解散時變現資產的基準。合營公司的經營利潤及虧損以及盈餘資產的任何分派，均由合營公司按其各自的出資比例或根據合營協議條款分配。

合營公司會被視為：

- (a) 一家附屬公司，倘本集團於合營公司直接或間接控制其過半數表決權或已發行股本或控制其董事會組成；或本公司有合同權利對該合營公司的財務及營運政策行使重大影響力；
- (b) 一家共同控制實體，倘本集團於合營公司並無單方面的控制權，但直接或間接擁有共同控制權；

2.4 Summary of Significant Accounting Policies

(continued)

Joint ventures (continued)

- (c) an associate, if the Group does not have unilateral or joint control, but holds, directly or indirectly, generally not less than 20% of the joint venture's registered capital and is in a position to exercise significant influence over the joint venture; or
- (d) an equity investment accounted for in accordance with HKAS 39, if the Group holds, directly or indirectly, less than 20% of the joint venture's registered capital and has neither joint control of, nor is in a position to exercise significant influence over, the joint venture.

Jointly-controlled entities

A jointly-controlled entity is a joint venture that is subject to joint control, resulting in none of the participating parties having unilateral control over the economic activity of the jointly-controlled entity.

The Group's investments in jointly-controlled entities are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. The Group's share of the post-acquisition results and reserves of jointly-controlled entities is included in the consolidated income statement and consolidated reserves, respectively. Where the profit sharing ratio is different to the Group's equity interest, the share of post-acquisition results of the jointly-controlled entities is determined based on the agreed profit sharing ratio. Unrealised gains and losses resulting from transactions between the Group and its jointly-controlled entities are eliminated to the extent of the Group's investments in the jointly-controlled entities, except where unrealised losses provide evidence of an impairment of the asset transferred. Goodwill arising from the acquisition of jointly-controlled entities is included as part of the Group's investments in jointly-controlled entities.

2.4 重大會計政策概要(續)

合營公司(續)

- (c) 一家聯營公司，倘本集團於合營公司並無單方面或共同控制權，但直接或間接持有整體上不少於20%的註冊資本，並處於可對合營公司行使重大影響力的地位；或
- (d) 一項根據香港會計準則第39號入賬的權益投資，倘本集團直接或間接於合營公司持有少於20%的註冊資本，而於合營公司亦無共同控制權或並非處於可對合營公司行使重大影響力的地位。

共同控制實體

共同控制實體乃受制於共同控制的合營公司，而所有參與方對該共同控制實體的經濟活動均無單方面的控制權。

本集團於共同控制實體的投資乃以權益會計法按本集團應佔資產淨值減任何減值虧損後在綜合財務狀況表中列賬。本集團應佔共同控制實體的收購後業績及儲備分別計入綜合收益表及綜合儲備。倘利潤分配比率與本集團的權益不同，應佔共同控制實體的收購後業績則根據協議利潤比率釐定。本集團及其共同控制實體交易產生的未變現盈虧於本集團於共同控制實體的投資中抵銷，除未變現虧損有跡象顯示資產的減值經轉移。由收購共同控制實體帶來的商譽計入為本集團於共同控制實體的投資的一部份。

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2.4 Summary of Significant Accounting Policies

(continued)

Jointly-controlled entities (continued)

The results of jointly-controlled entities are included in the Company's income statement to the extent of dividends received and receivable. The Company's investments in jointly-controlled entities are treated as non-current assets and are stated at cost less any impairment losses.

Associates

An associate is an entity, not being a subsidiary or a jointly-controlled entity, in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence.

The Group's investments in associates are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. The Group's share of the post-acquisition results and reserves of associates is included in the consolidated income statement and consolidated reserves, respectively. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's investments in the associates, except where unrealised losses provide evidence of an impairment of the asset transferred. Goodwill arising from the acquisition of associates is included as part of the Group's investments in associates and is not individually tested for impairment.

The results of associates are included in the Company's income statement to the extent of dividends received and receivable. The Company's investments in associates are treated as non-current assets and are stated at cost less any impairment losses.

2.4 重大會計政策概要(續)

共同控制實體(續)

共同控制實體的業績計入本公司收益表已收及應收股息。本公司於共同控制實體的投資視作非流動資產及以成本減去任何減值虧損列賬。

聯營公司

聯營公司乃本集團於其權益表決權擁有一般不少於20%的長期權益並處於可對其行使重大影響力的地位，而非附屬公司或共同控制實體的實體。

本集團於聯營公司的權益乃以權益會計法按本集團應佔資產淨值減任何減值虧損後在綜合財務狀況表中列賬。本集團應佔聯營公司的收購後業績及儲備分別計入綜合收益表及綜合儲備。本集團及其共同控制實體交易產生的未變現盈虧於本集團於共同控制實體的投資中抵銷，除未變現虧損有跡象顯示資產的減值經轉移。由收購聯營公司帶來的商譽計入為本集團於聯營公司的投資的一部份，且並不單獨作出減值測試。

聯營公司的業績計入本公司收益表已收及應收股息。本公司於聯營公司的投資視作非流動資產及以成本減去任何減值虧損列賬。

2.4 Summary of Significant Accounting Policies

(continued)

Business combinations and goodwill

Business combinations from 1 January 2010

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the acquirer measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value as at the acquisition date through profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability is recognised in accordance with HKAS 39 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it shall not be remeasured until it is finally settled within equity.

2.4 重大會計政策概要(續)

業務併購及商譽

於二零一零年一月一日後之業務併購

業務併購乃使用收購法入賬。所轉讓之代價乃以收購日期之公平值計量，該公平值為本集團所轉讓之資產於收購日期之公平值、本集團自被收購方之前度擁有人承擔之負債，及本集團發行以換取被收購方控制權之股權之總和。就各業務併購中，收購方以公平值或被收購方可識別資產淨值之應佔比例，計量於被收購方之非控股權益。收購成本於產生時支銷。

當本集團收購一項業務時，會根據合約條款、於收購日期之經濟環境及相關條件，評估將承接之財務資產及負債，以作出適合之分類及指定用途。此包括將被收購方主合約中之嵌入式衍生工具分開計算。

倘業務併購分階段進行，收購方先前持有之被收購方股權於收購日期之公平值應按收購日期公平值計入收益表重新計量。

由收購方將予轉讓之任何或然代價將於收購日期按公平值確認。或然代價(被視為一項資產或負債)公平值之其後變動根據香港會計準則第39號於收益表確認或確認為其他全面收入之變動。倘將或然代價分類為權益，則其最終於權益中結算前毋須重新計量。

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2.4 Summary of Significant Accounting Policies

(continued)

Business combinations and goodwill (continued)

Business combinations from 1 January 2010 (continued)

Goodwill is initially measured at cost being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the net identifiable assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets of the subsidiary acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 March. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

2.4 重大會計政策概要(續)

業務併購及商譽(續)

於二零一零年一月一日後之業務併購(續)

商譽起初按成本計量，即已轉讓代價、已確認非控股權益及本集團先前持有之被收購方股權之公平值之總和，超逾與所收購可識別資產淨值及所承擔負債之差額。倘此代價及其他項目之總和低於所收購附屬公司資產淨值之公平值，於評估後其差額將於收益表內確認為議價購買收益。

於初始確認後，商譽按成本減任何累計減值虧損計量。商譽須每年作減值測試，倘有事件發生或情況改變顯示賬面值有可能減值，則會更頻密地進行檢討。本集團於三月三十一日進行商譽之年度減值測試。為進行減值測試，因業務合併而購入之商譽自購入之日被分配至預期可從合併產生之協同效益中獲益之本集團各個現金產出單位或現金產出單位組別，而無論本集團其他資產或負債是否已分配予該等單位或單位組別。

減值乃通過評估與商譽相關之現金產生單位(或現金產生單位組別)之可收回金額釐定。倘現金產生單位(或現金產生單位組別)之可收回金額低於賬面值時，減值虧損則予以確認。已就商譽確認之減值虧損不得於其後期間撥回。

2.4 Summary of Significant Accounting Policies

(continued)

Business combinations and goodwill (continued)

Business combinations from 1 January 2010 (continued)

Where goodwill forms part of a cash-generating unit (group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

Business combinations prior to 1 January 2010 but after 1 January 2005

In comparison to the above-mentioned requirements which were applied on a prospective basis, the following differences applied to business combinations prior to 1 January 2010:

Business combinations were accounted for using the purchase method. Transaction costs directly attributable to the acquisition formed part of the acquisition costs. The non-controlling interest was measured at the proportionate share of the acquiree's identifiable net assets.

Business combinations achieved in stages were accounted for as separate steps. Any additional acquired share of interest did not affect previously recognised goodwill.

When the Group acquired a business, embedded derivatives separated from the host contract by the acquiree were not reassessed on acquisition unless the business combination resulted in a change in the terms of the contract that significantly modified the cash flows that otherwise would have been required under the contract.

2.4 重大會計政策概要(續)

業務併購及商譽(續)

於二零一零年一月一日後之業務併購(續)

倘商譽組成現金產生單位(或現金產生單位組別)之一部分，而該單位內部分業務被出售，則出售業務相關商譽於釐定出售業務收益或虧損時列入業務之賬面值。在此情況下出售之商譽根據已出售業務及所保留現金產生單位部分之相對價值計算。

於二零一零年一月一日前但於二零零五年一月一日後之業務合併

與上述以未來適用基準應用之規定相比，於二零一零年一月一日前進行之業務合併有以下分別：

業務合併採用購買法入賬。直接歸屬於收購之交易成本，構成收購成本之一部分。非控股權益乃按比例應佔被收購方可資識別資產淨值計量。

分階段進行之業務併購乃分開入賬。任何新增之所收購應佔權益並不會影響先前已確認之商譽。

當本集團收購一項業務時，於收購時與被收購方主合約分開之嵌入式衍生工具不會被重新計量，除非業務合併導致合約條款發生變動，從而導致該合約原本規定之現金流出現大幅變動則另作別論。

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2.4 Summary of Significant Accounting Policies

(continued)

Business combinations and goodwill (continued)

Business combinations prior to 1 January 2010 but after 1 January 2005 (continued)

Contingent consideration was recognised if, and only if, the Group had a present obligation, the economic outflow was more likely than not and a reliable estimate was determinable. Subsequent adjustments to the contingent consideration were recognised as part of goodwill.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, construction contract assets, financial assets, investment properties, goodwill and non-current assets/a disposal group classified as held for sale), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs to sell, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the income statement in the period in which it arises in those expense categories consistent with the function of the impaired asset.

2.4 重大會計政策概要(續)

業務併購及商譽(續)

於二零一零年一月一日前但於二零零五年一月一日後之業務合併(續)

當(且僅當)本集團目前負有責任、經濟利益較可能流出，並且能夠確定可靠之估計時，方會確認或然代價。對或然代價作出的後續調整乃確認為商譽一部分。

非財務資產減值

倘有跡象顯示減值存在，或當必須為資產(存貨、建造合同資產、財務資產、投資物業、商譽及非流動資產／分類為持作出售的出售集團除外)作出年度減值測試時，則會估計資產的可收回金額。資產的可收回金額為資產或現金產生單位的使用價值與其公平值兩者的較高者減出售成本，並就個別資產而釐定，惟不可產生大體上獨立於其他資產或資產組別的現金流入的資產則除外，在此情況下，可收回金額就資產所屬的現金產生單位而釐定。

僅於資產的賬面值超逾其可收回金額時，減值虧損方予確認。評估使用價值時，估計日後現金流量乃使用可反映金額時間值的現行市場評估及該資產特有的風險的稅前折現率折現至現值。減值虧損於其產生期間自收益表與該減值資產功能一致的該等費用類別內扣除。

2.4 Summary of Significant Accounting Policies

(continued)

Impairment of non-financial assets (continued)

An assessment is made at the end of each reporting period as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the income statement in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

Related parties

A party is considered to be related to the Group if:

- (a) the party, directly or indirectly through one or more intermediaries, (i) controls, is controlled by, or is under common control with, the Group; (ii) has an interest in the Group that gives it significant influence over the Group; or (iii) has joint control over the Group;
- (b) the party is an associate;
- (c) the party is a jointly-controlled entity;
- (d) the party is a member of the key management personnel of the Group or its parent;
- (e) the party is a close member of the family of any individual referred to in (a) or (d);

2.4 重大會計政策概要(續)

非財務資產減值(續)

於各申報日期結束時均評估是否有任何跡象顯示於過往確認的減值虧損可能不再存在或可能已經減少。如該等跡象存在，則會估計可收回金額。僅於用作釐定資產的可收回金額的估計出現變動時，資產(商譽除外)過往確認的減值虧損方可撥回；惟撥回金額不得高於(倘該資產於過往年度未有確認減值虧損)將可釐定的賬面值(扣除任何折舊／攤銷)。有關減值虧損的撥回於產生期間計入收益表，除該資產按重估金額入賬，於該情況下，該重估資產減值虧損的撥回根據相關會計政策入賬。

關連人士

有關人士在下列情況下被視為與本集團有關連：

- (a) 該人士直接或間接透過一名或多名中介人士(i)控制本集團、受本集團控制或與本集團受到共同控制；(ii)擁有本集團權益而可對本集團有重大影響力；或(iii)對本集團有共同控制權；
- (b) 該人士為聯營公司；
- (c) 該人士為共同控制實體；
- (d) 該人士為本集團或其母公司的主要管理層成員；
- (e) 該人士為(a)或(d)項所述任何人士的近親；

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2.4 Summary of Significant Accounting Policies

(continued)

Related parties (continued)

- (f) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (d) or (e); or
- (g) the party is a post-employment benefit plan for the benefit of the employees of the Group, or of any entity that is a related party of the Group.

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation.

2.4 重大會計政策概要(續)

關連人士(續)

- (f) 該人士為實體，而該實體受到(d)或(e)項所述任何人士控制、共同控制或具有重大影響力，或該實體的直接或間接主要表決權屬於上述任何人士；或
- (g) 該人士為一項為本集團或為本集團的關連人士的任何實體的僱員利益而設立的離職後福利計劃。

物業、廠房和設備及折舊

物業、廠房及設備(除在建工程外)乃按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目的成本包括其購買價及使其投入現時運作狀況及將其運往擬定用途地點的任何直接應佔成本。

物業、廠房及設備項目投入使用後所產生的開支，如維修保養費用，通常於產生期間在收益表扣除。在符合確認條件的情況下，大的檢修開支於資產賬面值資本化，作為置換。倘大部分物業、廠房及設備須定期置換，本集團確認該等部分為具備特定可使用年期及折舊之個別資產。

2.4 Summary of Significant Accounting Policies

(continued)

Property, plant and equipment and depreciation

(continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	3%
Hotel properties	4.5% to 20%
Furniture, fixtures and equipment	9% to 18%
Motor vehicles	9% to 18%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the income statement in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress represents a building under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

2.4 重大會計政策概要(續)

物業、廠房和設備及折舊(續)

折舊乃以直線法於估計可使用年期撇銷各物業、廠房及設備項目的成本至其剩餘價值計算。就此而言使用的主要年率如下：

樓宇	3%
酒店物業	4.5%至20%
傢俬、裝置及設備	9%至18%
汽車	9%至18%

倘物業、廠房及設備項目的部分有不同的可使用年期，則該項目的成本以合理基準在該等部分之間分配，而各部分將會分開折舊。至少於各財政年結日檢討剩餘價值、可使用年期及折舊方法，並在適當情況下調整。

物業、廠房及設備項目及初步確認之任何重大部分於出售或預期不會從使用或出售有關項目而取得未來經濟利益時終止確認。於終止確認資產的年度內在收益表確認的任何出售或報廢該等項目的盈虧乃指銷售所得款項淨額與有關資產賬面值的差額。

在建工程指在建中的大廈，以成本減去任何減值虧損列賬，且不予折舊。成本包括直接建築成本及建築期間相關借貸的資本化借貸成本。在建工程於落成及可予使用時，會重新分類至適當的類別，如物業、廠房及設備。

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2.4 Summary of Significant Accounting Policies

(continued)

Investment properties

Investment properties are interests in land and buildings (including the leasehold interest under an operating lease for a property which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the income statement in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the income statement in the year of the retirement or disposal.

Properties under development

Properties under development are stated at cost less impairment losses and are not depreciated. Cost comprises the direct costs of construction and capitalised borrowing costs on related borrowed funds during the period of construction. Properties under development are transferred to the appropriate category of property, plant and equipment, investment properties or properties held for sale or properties held for finance lease when completed and ready for use.

2.4 重大會計政策概要(續)

投資物業

投資物業指為賺取租金收入及／或資本增值目的而持有的土地及樓宇權益(包括不符合投資物業定義的物業的經營租賃下的租賃權益)，但不包括用作生產或供應貨品或提供服務或行政管理用途；或用作於日常業務過程中出售的土地及樓宇權益。該等物業初步按成本(包括交易成本)計量。初步確認後，投資物業按反映各報告期末市場狀況的公平值列賬。

投資物業公平值變動產生的盈虧，會於產生年度計入收益表。

報廢或出售投資物業產生的任何盈虧，會於報廢或出售的年度在收益表確認。

發展中物業

發展中物業按成本減去減值虧損列賬，且不予折舊。成本包括直接建築成本及建築期間相關借貸的資本化借貸成本。發展中物業在落成及可供使用時，會轉撥至適當的類別，如物業、廠房及設備、投資物業、持作銷售物業或持作融資租賃物業。

2.4 Summary of Significant Accounting Policies

(continued)

Leases

Leases that transfer substantially all the rewards and risks of ownership of assets to the Group, other than legal title, are accounted for as finance leases. At the inception of a finance lease, the cost of the leased asset is capitalised at the present value of the minimum lease payments and recorded together with the obligation, excluding the interest element, to reflect the purchase and financing. Assets held under capitalised finance leases, including prepaid land lease payments under finance leases, are included in property, plant and equipment, and depreciated over the shorter of the lease terms and the estimated useful lives of the assets. The finance costs of such leases are charged to the income statement so as to provide a constant periodic rate of charge over the lease terms.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessor, assets leased by the Group under operating leases are included in non-current assets, and rentals receivable under the operating leases are credited to the income statement on the straight-line basis over the lease terms. Where the Group is the lessee, rentals payable under operating leases net of any incentives received from the lessor are charged to the income statement on the straight-line basis over the lease terms.

Prepaid land premiums under operating leases are initially stated at cost and subsequently recognised on the straight-line basis over the lease terms. When the lease payments cannot be allocated reliably between the land and buildings elements, the entire lease payments are included in the cost of the land and buildings as a finance lease in property, plant and equipment.

2.4 重大會計政策概要(續)

租賃

凡資產所有權(除法定業權外)的絕大部分回報及風險轉移予本集團，均列為融資租賃。於融資租賃生效時，租賃資產之成本按最低應付租金之現值資本化，並連同承擔(不包括利息部份)入賬，以反映購入及融資情況。根據資本化融資租約持有之資產(包括融資租約項下之預付土地租賃款項)均計入物業、廠房及設備，並於租期與資產之估計可使用年期(以較短者為準)內折舊。有關租賃之融資成本於收益表扣除，以便於租期內按固定比率扣除。

凡資產所有權的絕大部分回報及風險仍歸出租人所有，則有關租賃列為經營租賃。倘本集團為出租人，則本集團根據經營租賃出租的資產計入非流動資產，而經營租賃下的應收租金則以直線法於租賃期內計入收益表。倘本集團為承租人，則經營租賃下的應付租金以直線法於租賃期內在收益表扣除。

經營租賃下的預付土地出讓金初步按成本列賬，其後則以直線法於租賃期內確認。當租金不可能可靠地在土地及樓宇之間予以分配，則全部租金計入土地及樓宇成本作為物業、廠房及設備的融資租賃。

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2.4 Summary of Significant Accounting Policies

(continued)

Investments and other financial assets

Initial recognition and measurement

Financial assets within the scope of HKAS 39 are classified as financial assets at fair value through profit or loss, loans and receivables. The Group determines the classification of its financial assets at initial recognition. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

The Group's financial assets include cash and cash equivalents, restricted cash, trade and other receivables, loan receivables, finance lease receivables and quoted financial instruments.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with changes in fair value recognised in other income and gains in the income statement. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policy set out for "Revenue recognition" below.

2.4 重大會計政策概要(續)

投資及其他財務資產

初步確認及計量

根據香港會計準則第39號，財務資產分類為透過損益以公平值列賬之財務資產、貸款及應收款項。本集團決定按初始確認分類其財務資產。財務資產在初始確認時以公平值計量，倘若不屬於透過損益以公平值列賬之財務資產，其初始成本應為可直接歸屬於該財務資產的交易成本。

所有財務資產常規買賣均於交易日確認，即本集團承諾購買或出售該項資產的日期。常規買賣乃指需按法規規定或市場慣例在一定期間內轉移資產的財務資產買賣交易。

本集團的財務資產包括現金及現金等價物、受限制現金、應收貿易賬款及其他應收款項、應收貸款、融資租賃應收款項以及有報價金融工具。

其後計量

其後計量的財務資產視其以下分類而定：

透過損益以公平值列賬之財務資產

透過損益以公平值列賬之財務資產，包括持作買賣的財務資產。倘財務資產的收購目的為於短期內出售，則分類為持作買賣。透過損益以公平值列賬之財務資產於財務狀況表按公平值列賬，而公平值變動於收益表內確認。該等公平淨值變動並未包括根據下文「收入確認」所載政策確認的該等金融資立的任何股息或所賺取的利息。

2.4 Summary of Significant Accounting Policies

(continued)

Investments and other financial assets (continued)

Financial assets at fair value through profit or loss

(continued)

The Group evaluates its financial assets at fair value through profit or loss (held for trading) to assess whether the intent to sell them in the near term is still appropriate. When the Group is unable to trade these financial assets due to inactive markets and management's intent to sell them in the foreseeable future significantly changes, the Group may elect to reclassify these financial assets in rare circumstances. The reclassification from financial assets at fair value through profit or loss to loans and receivables, available-for-sale financial assets or held-to-maturity investments depends on the nature of the assets.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such assets are subsequently measured at amortised cost using the effective interest rate method less any allowance for impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and includes fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance income in the income statement. The loss arising from impairment is recognised in the income statement in other expenses.

2.4 重大會計政策概要(續)

投資及其他財務資產(續)

透過損益以公平值列賬之財務資產

(續)

本集團評估透過損益以公平值列賬之其財務資產(持作買賣)以估計其是否仍適合於短期內出售。當市場不活躍及管理層出售有關資產之意圖在可見將來會發生重大變動，致使本集團無法買賣此等財務資產，本集團或會於少數情況下對其重新分類。透過損益以公平值列賬之財務資產會根據資產性質而重新分類至貸款及應收款項、可供出售財務資產或持有至到期日投資。

貸款及應收款項

貸款及應收款項指具有固定或可確定收回金額但無活躍市場報價的非衍生性財務資產。初步計量後，該等資產其後以實際利率法計算的攤餘成本減去任何減值撥備計量。計量攤餘成本時已考慮到收取時產生的任何折價或溢價，包括構成實際利率一部分的費用或成本。實際利率攤銷計入收益表中的財務收入內。減值虧損在收益表的融資成本中確認。

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2.4 Summary of Significant Accounting Policies

(continued)

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group’s continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

2.4 重大會計政策概要(續)

終止確認財務資產

財務資產(或(如適用)財務資產的一部分或同類財務資產組別的一部分)在下列情況下終止確認：

- 從資產收取現金流量的權利屆滿時；或
- 本集團已轉讓其收取該項資產所得現金流量的權利，或須根據一項「轉付」安排，有責任在無重大延誤情況下將所收取現金流量悉數付予第三方；及(a)本集團已轉讓該項資產的絕大部分風險及回報，或(b)本集團並無轉讓或保留該項資產的絕大部分風險及回報，但已轉讓該項資產的控制權。

當本集團已轉讓其收取該項資產所得現金流量的權利或已訂立一項轉付安排，但並無轉讓或保留該項資產的絕大部分風險及回報，且並無轉讓該項資產的控制權，該項資產將按本集團於資產的持續參與而確認入賬。在此情況下，本集團亦確認相關負債。已轉讓的資產及相關負債按反映本集團已保留的權利及責任的基準計量。

持續參與指就已轉讓資產作出的保證，並按該項資產的原賬面值及本集團或須償還的代價數額上限(以較低者為準)計算。

2.4 Summary of Significant Accounting Policies

(continued)

Impairment of financial assets

The Group assesses at the end of each reporting period whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred "loss event") and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that a debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

Financial assets carried at amortised cost

For financial assets carried at amortised cost, the Group first assesses individually whether objective evidence of impairment exists for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

2.4 重大會計政策概要(續)

財務資產減值

本集團於各申報期間結束時對資產進行評估，以判斷是否存在客觀證據表明某項財務資產或某組財務資產可能已減值。當有客觀跡象顯示由於其初始確認後發生一項或多項事件(發生之「損失事件」)致使某項財務資產或一組財務資產能可靠估計的預計未來現金流量受影響而發生減值，則有關財務資產或一組財務資產被視為已減值。減值證據可能包括債務人或一組債務人出現重大財政困難、違約或拖欠利息或本金付款，有面臨破產或進行其他財務重組之可能以及有公開資料表明其預計未來現金流量已出現可計量之減幅，如債務人支付能力或所處經濟環境惡化。

按攤銷成本入賬的財務資產

對於按攤銷成本列賬的財務資產，本集團首先對個別金額屬重大的財務資產單獨評估是否有客觀減值證據，或對個別金額屬不重大的財務資產共同進行評估。倘本集團認定單獨評估的財務資產並不存在客觀減值證據，無論其金額是否重大，亦應當包括具有類似信貸風險特性的財務資產組合內的資產進行集體減值評估。已個別進行減值測試及已確認減值虧損或繼續確認減值虧損的資產不應進行集體減值評估。

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2.4 Summary of Significant Accounting Policies

(continued)

Impairment of financial assets (continued)

Financial assets carried at amortised cost (continued)

If there is objective evidence that an impairment loss has been incurred, the amount of the 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). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the income statement. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a future write-off is later recovered, the recovery is credited to other expenses in the income statement.

2.4 重大會計政策概要(續)

財務資產減值(續)

按攤銷成本入賬的財務資產(續)

倘有客觀跡象顯示已發生減值虧損，虧損金額按該資產的賬面值與所估計未來現金流量(不包括尚未發生的未來信貸虧損)的現值兩者的差額計算。估計未來現金流量的現值按該財務資產的原實際利率(即初始確認時使用的實際利率)折現。對於浮動利率貸款，在計算減值虧損時可採用現行實際利率作為折現率。

該資產的賬面值乃透過使用撥備賬扣減，而虧損金額則於收益表確認。利息收入應繼續按照計量減值虧損時對未來現金流量進行折現採用的折現率為基準按扣減後的賬面值計算。當未來收回並無實質展望時，則撇銷貸款及應收款項及任何有關撥備，且所有抵押品已變現或轉讓予本集團。

倘在後續期間，確認減值後發生致使估計減值虧損金額增加或減少的事件，則調整撥備賬以增加或減少先前確認的減值虧損。倘未來撇銷款項其後收回，則收回金額於收益表以其他開支入賬。

2.4 Summary of Significant Accounting Policies

(continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities within the scope of HKAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, plus directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, senior notes, and interest-bearing bank and other borrowings.

Subsequent measurement

The measurement of financial liabilities depends on their classification as follows:

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the effective interest rate method amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the income statement.

2.4 重大會計政策概要(續)

財務負債

初步確認及計量

香港會計準則第39號範圍內的財務負債分類為按公平值計入損益的財務負債、貸款及借貸。本集團於初步確認時釐定其財務負債分類方式。

所有財務負債乃按公平值初步確認，而倘為貸款及借貸，則直接計入應佔交易成本。

本集團的財務負債包括貿易及其他應付款項、優先票據以及計息銀行及其他借貸。

其後計量

財務負債的計量取決於其分類如下：

貸款及借貸

於初步確認後，計息貸款及借貸其後用實際利率法按攤銷成本計量，惟倘貼現影響並不重大，則於該情況下，財務負債按成本列賬。損益乃於負債終止確認及於實際利率法攤銷過程中於收益表中確認。

攤銷成本乃計算自收購的任何折扣或溢價及屬於實際利率構成部分的費用或成本。實際利率攤銷乃計入收益表中的財務費用內。

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2.4 Summary of Significant Accounting Policies

(continued)

Financial liabilities (continued)

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the income statement.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

2.4 重大會計政策概要(續)

財務負債(續)

財務擔保合同

本集團發行的財務擔保合同乃規定於特定債務人未能按照債務票據條款於到期時支付款項時須支付款項以補償持有人所蒙受損失。財務擔保合同初步以公平值確認為負債，並按與發出財務擔保合同有直接關係的交易成本予以調整。在初步確認後，本集團對財務擔保合同的計量以(i)於申報期間結束時履行有關責任的最佳估計開支金額；及(ii)按初步確認金額減(如適用)累計攤銷，兩者之較高者計算。

終止確認財務負債

當負債項下的責任已解除、取消或期滿，則終止確認財務負債。

如現有財務負債被同一貸款人按條款大部分不同的另一項財務負債取代，或現有負債的條款被大幅修改，有關置換或修改會被視作終止確認原有負債並確認新負債，而其各自賬面值間的差額於收益表確認。

金融工具的抵銷

當目前有可執行法定權利以抵銷已確認金額並擬按淨額基準結算，或同時將資產變現及償還負債時，財務資產及財務負債會互相抵銷，並在財務狀況表內以淨額列示。

2.4 Summary of Significant Accounting Policies

(continued)

Fair value of financial instruments

The fair value of financial instruments that are traded in active markets is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. For financial instruments where there is no active market, the fair value is determined using appropriate valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; a discounted cash flow analysis; and option pricing models.

Properties held for sale and held for finance lease

Properties held for sale and held for finance lease are classified as current assets and are stated at the lower of cost and net realisable value. Cost includes all development expenditure, applicable borrowing costs and other direct costs attributable to such properties. Net realisable value is determined by reference to the prevailing market prices, on an individual property basis.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

2.4 重大會計政策概要(續)

金融工具的公平值

於活躍市場買賣的金融工具的公平值參照市場報價或交易商的報價表(好倉的買入價及淡倉的賣出價)而釐定，並且不會扣除任何交易成本。就無活躍市場的金融工具而言，則使用適當的估值技術釐定公平值。該等技術包括使用近期公平的市場交易；參照大致相同的另一工具的目前市值；折算現金流量分析；及期權定價模式。

持作銷售及持作融資租賃物業

持作銷售及持作融資租賃物業分類為流動資產，並按成本及可變現淨值兩者的較低者列賬。成本包括所有發展開支、適用的借貸成本及該等物業應佔的其他直接成本。可變現淨值乃參考當前市價按個別物業基準釐定。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，以及可隨時轉換為已知金額現金的短期高流動性投資，該筆現金承受價值轉變的較低風險，一般於收購起計三個月內到期，並已減去須應要求償還的銀行透支，而成為本集團現金管理的一部分。

就財務狀況表而言，現金及現金等價物包括手頭現金及銀行存款，當中包括定期存款及性質與現金相類的資產，該等存款用途不受限制。

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2.4 Summary of Significant Accounting Policies

(continued)

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the income statement.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

2.4 重大會計政策概要(續)

撥備

撥備乃於本集團因以往的事件導致現行的責任(不論法定或推定)產生，並將有可能需要於日後作出資源流出以履行責任時確認，惟須可靠地估計有關責任的金額。

倘折現的影響重大，確認為撥備的金額則為預期須用作履行責任的日後開支於報告期末的現值。折現的現值因時間流逝而產生的升幅，乃於收益表中列作融資成本。

所得稅

所得稅包括即期及遞延稅項。於損益以外確認項目相關的所得稅於損益以外之其他全面收入或直接於權益確認。

即期及過往期間的即期稅項資產和負債按預期可自稅務機關收回或須支付予稅務機關的金額，基於申報期間結束時已頒佈或實際已頒佈的稅率(和稅法)，計及本集團營運所在國家現行詮釋及慣例計量。

在申報期間結束時，資產與負債的稅基與作為財務報告用途的資產與負債賬面值之間的全部暫時性差異，須按負債法計提遞延稅項撥備。

2.4 Summary of Significant Accounting Policies

(continued)

Income tax (continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carryforward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- where the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

2.4 重大會計政策概要(續)

所得稅(續)

所有應課稅暫時性差異均確認為遞延稅項負債，惟下列各項除外：

- 倘若遞延稅項負債的起因，是由於商譽而產生，或在一宗非屬業務合併的交易中初步確認資產或負債，而於進行交易時，對會計利潤或應課稅利潤或虧損均無影響；及
- 對於與於附屬公司及聯營公司的投資及於合營公司的權益有關的應課稅暫時性差異而言，倘若撥回暫時性差異的時間可以控制，而暫時性差異不甚可能在可見將來撥回。

對於所有可扣減暫時性差異、結轉未動用稅項抵免及未動用稅項虧損，若日後有可能出現應課稅利潤，可用以抵銷該等可扣減暫時性差異、結轉未動用稅項抵免及未動用稅項虧損，則遞延稅項資產確認入賬，惟下列各項除外：

- 倘若有關可扣減暫時性差異的遞延稅項資產的起因，是由於在一宗非屬業務合併的交易中初步確認資產或負債，而於進行交易時，對會計利潤或應課稅利潤或虧損均無影響；及
- 對於與於附屬公司及聯營公司的投資及於合營公司的權益有關的可扣減暫時性差異而言，只有在暫時性差異有可能在可見將來撥回，而且日後有可能出現應課稅利潤，可用以抵銷該等暫時性差異時，方會確認遞延稅項資產。

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2.4 Summary of Significant Accounting Policies

(continued)

Income tax (continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Revenue recognition

Revenue is recognised when it is probable that the economic benefits will flow to the Group and when the revenue can be measured reliably, on the following bases:

- (a) from the sale of completed properties, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the properties sold;
- (b) rental income, on a time proportion basis over the lease terms;

2.4 重大會計政策概要(續)

所得稅(續)

遞延稅項資產的賬面值，在各申報期間結束時予以審閱，若不再可能有足夠應課稅利潤可用以抵扣全部或部分遞延稅項資產，則扣減遞延稅項資產賬面值。過往未予確認的遞延稅項資產於各申報期間結束時重新評估，而在可能有足夠應課稅利潤可用以抵扣全部或部分遞延稅項資產，則確認過往未予確認的遞延稅項資產。

變現資產或清償負債的期間預期適用的稅率，會用作計量遞延稅項資產及負債，並以申報期間結束時已經生效或大致上已經生效的稅率(及稅法)為基準。

倘存在可依法執行的權利將即期稅項資產與即期稅項負債抵銷，而遞延稅項與相同應課稅實體及相同稅務機關有關，則遞延稅項資產及遞延稅項負債互相抵銷。

收入確認

收入乃於經濟利益有可能流入本集團，並能夠可靠地計量收入之時，按下列基準確認：

- (a) 來自銷售竣工物業的收入，於所有權的重大風險及回報已轉移予買家，而本集團並不保留通常與所有權有關的管理權或對已售物業的有效控制；
- (b) 租金收入，在租賃期內按時間比例基準；

2.4 Summary of Significant Accounting Policies

(continued)

Revenue recognition (continued)

- (c) finance lease income, when the significant risks and rewards incidental to ownership of the properties have been transferred to the lessee;
- (d) property management service and other fee income, when the services have been rendered;
- (e) interest income, on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts through the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset; and
- (f) revenue from hotel operation and the provision of related services, when the services have been rendered.

Share-based payment transactions

The Company operates share option schemes for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

In situations where equity instruments are issued and some or all of the goods or services received by the Group as consideration cannot be specifically identified, the unidentifiable goods or services are measured as the difference between the fair value of the share-based payment transaction and the fair value of any identifiable goods or services received at the grant date.

2.4 重大會計政策概要(續)

收入確認(續)

- (c) 融資租賃收入，當物業擁有權相關的主要風險及回報已轉移予承租人；
- (d) 物業管理服務及其他費用收入，於提供服務時；
- (e) 利息收入，以累計基準計算，於金融工具的預期年期或較短期間(如適用)內採用實際利息法按估計未來現金收入準確折現至財務資產賬面淨額的折現率；及
- (f) 酒店營運及提供相關服務收入，於提供服務時。

以股份形式付款的交易

本公司營運一項購股權計劃，向為本集團業務成就作出貢獻的合資格參與者提供獎勵及報酬。本集團僱員(包括董事)按以股份形式付款的交易方式收取薪酬，僱員以提供服務作為權益工具的代價(「以權益結算的交易」)。

當發行權益工具及本集團收取的若干或所有貨品的代價無法具體識別時，該無法識別的貨品或服務按以股份形式付款的交易方式的公平值與任何可識別的貨品或服務授出日期的公平值差異計量。

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2.4 Summary of Significant Accounting Policies

(continued)

Share-based payment transactions (continued)

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using an appropriate pricing model, further details of which are given in note 35 to the financial statements.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the income statement for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

2.4 重大會計政策概要(續)

以股份形式付款的交易(續)

與僱員之間於2002年11月7日後的以權益結算的交易成本乃參考授出日期的公平值計量。公平值乃由外聘估值師採用適當定價模式釐定，進一步詳情載於財務報表附註35。

以權益結算的交易成本連同相應的權益增值於達致表現及／或服務條件期間確認。於各申報期間結束時就直至歸屬日期以權益結算的交易確認的累計開支反映歸屬期的屆滿情況及本集團對最終將歸屬的權益工具數目的最佳估計。就某期間在收益表內扣除或計入的金額，為該期間期初及期末確認的累計開支變動。

不會就最終未有歸屬的獎勵確認任何開支，惟歸屬乃視乎市況或非歸屬條件而定者除外，有關獎勵不論市況如何或非歸屬條件是否達成，均視作已歸屬，前提是所有其他表現及／或服務條件均已達成。

當以權益結算的獎勵的條款經修改，倘符合獎勵的原有條款，則會確認微不足道的開支，猶如條款未經修改。此外，就引致以股份形式付款的交易的總公平值上升或以其他方式對僱員有利的任何改動(以改動當日的計量為準)確認開支。

2.4 Summary of Significant Accounting Policies

(continued)

Share-based payment transactions (continued)

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph. All cancellations of equity-settled transaction awards are treated equally.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Other employee benefits

Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees. Contributions are made based on a percentage of the employees' basic salaries and are charged to the income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute 10% to 20% of their respective payroll costs to the central pension scheme. The contributions are charged to the income statement as they become payable in accordance with the rules of the central pension scheme.

2.4 重大會計政策概要(續)

以股份形式付款的交易(續)

當一項以權益結算的獎勵註銷，會被視作猶如於註銷當日歸屬，及並未就獎勵確認的任何開支將即時確認。此乃包括受本集團或僱員控制的非歸屬條件未能達成的任何獎勵。然而，如一項新獎勵取代一項註銷獎勵，並於授出當日界定為取替的獎勵，如上段所述，註銷及新獎勵兩者會被視為原有獎勵的改動。所有註銷以權益結算的交易獎勵將獲公平處理。

尚未行使購股權的攤薄影響於計算每股盈利時反映為額外股份攤薄。

其他僱員福利

退休金計劃

本集團根據強制性公積金計劃條例為其所有僱員參與強制性公積金計劃(「強積金計劃」)營運一項定額供款強積金計劃。供款按僱員基本薪金的若干百分比作出，並於根據強積金計劃規則的規定於應付時自收益表扣除。強積金計劃的資產乃與本集團資產分開以獨立管理基金持有。本集團對強積金計劃作出的僱主供款，在供款作出時全數歸屬僱員。

本集團旗下在中國大陸營運的附屬公司的僱員，須參與由地方市政府營運的中央公積金計劃。該等附屬公司須按彼等各自的支薪成本的10%至20%，對中央公積金計劃作出供款。供款須按照中央公積金計劃規則的規定於應付時在收益表內扣除。

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2.4 Summary of Significant Accounting Policies

(continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when 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 capitalised. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained profits within the equity section of the statement of financial position, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

2.4 重大會計政策概要(續)

借貸成本

因收購、建設或生產合資格資產(即須頗長期間準備方可用作其擬定用途或銷售的資產)直接產生的借貸成本，乃作為該等資產的部分成本予以資本化。當資產大致達到擬定用途或銷售時，該等借貸成本則不再予以資本化。待作出合資格資產開支的特定借貸臨時投資所賺取的投資收入於借貸成本資本化時扣除。所有其他借貸成本會於發生當期支銷。借貸成本包括利息及其他由公司借貸資金而產生之費用。

股息

董事建議的末期股息將於財務狀況表中權益項目下的保留利潤分類為獨立分配，直至該等股息於股東大會上獲股東批准為止。倘此等股息獲股東批准及宣派，將被確認為一項負債。

由於本公司組織章程大綱及細則授權董事宣派中期股息，故中期股息可同步建議及宣派。因此，中期股息於擬派及宣派時即時確認為負債。

2.4 Summary of Significant Accounting Policies

(continued)

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the end of the reporting period. All differences are taken to the income statement.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

The functional currencies of certain overseas subsidiaries, jointly-controlled entities and associates are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates ruling at the end of the reporting period and their income statements are translated into Hong Kong dollars at the weighted average exchange rates for the year.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the income statement.

2.4 重大會計政策概要(續)

外幣

此等財務報表按港元呈列，而港元為本公司的功能及呈列貨幣。本集團內各實體決定其本身的功能貨幣，而各實體的財務報表內各項目均使用該功能貨幣計量。本集團實體所入賬的外幣交易初步按交易日期其各自的功能貨幣匯率入賬。以外幣為單位的貨幣資產及負債，乃按報告期末的功能貨幣匯率重新換算。全部差額撥入收益表。

按外幣的歷史成本計量的非貨幣項目按最初交易當日的匯率換算。按外幣公平值計量的非貨幣項目按釐定公平值當日的匯率換算。

若干海外附屬公司、共同控制實體及聯營公司的功能貨幣為港元以外的貨幣。於申報期間結束時，該等實體的資產及負債按申報期間結束時的匯率換算為本公司的呈列貨幣，而該等公司的收益表按該年度的加權平均匯率換算為港元。

所產生的匯兌差額確認為其他全面收入，並計入匯兌波動儲備。出售海外實體時，在權益確認有關該特定海外業務的遞延累計金額在收益表確認。

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2.4 Summary of Significant Accounting Policies

(continued)

Foreign currencies (continued)

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

3. Significant Accounting Judgements and Estimates

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Operating lease commitments — Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, that it retains all the significant risks and rewards of ownership of these properties which are leased out on operating leases.

2.4 重大會計政策概要(續)

外幣(續)

就綜合現金流量表而言，海外附屬公司的現金流量按現金流量日期的匯率換算為港元。海外附屬公司於年內經常產生的現金流量則按該年度的加權平均匯率換算為港元。

3. 重大會計判斷及估計

編製本集團財務報表時需管理層作出影響於報告期末的收入、費用、資產及負債以及披露或然負債之呈報金額的判斷、預計及假設。然而，此等假設及預計的不明朗因素將引致受影響之資產或負債賬面值於將來或作出重大調整。

判斷

在應用本集團的會計政策的過程中，除該等涉及估計者外，管理層已作出下列對財務報表確認的金額有最重大影響的判斷：

經營租賃承擔 — 本集團作為出租人

本集團已就其投資物業組合訂立商業物業租賃。根據對該等安排的條款及條件作出的評估，本集團已釐定，按照經營租賃出租的該等物業所有權的所有重大風險及回報仍歸本集團所有。

3. Significant Accounting Judgements and Estimates (continued)

Judgements (continued)

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

Estimation uncertainty

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

3. 重大會計判斷及估計(續)

判斷(續)

投資物業與業主自用物業之間的分類

本集團釐定物業是否符合投資物業的條件，並已制定出一套判斷準則。投資物業是持作賺取租金或資本增值或兩者俱備的物業。因此，本集團考慮物業產生現金流量時是否大體獨立於本集團持有的其他資產。某些物業的部分是為賺取租金或資本增值而持有，而另一部分是為用於生產或供應貨品或服務或作行政用途而持有。倘若此等部分可以分開出售或根據融資租賃分開出租，本集團將把有關部分分開入賬。倘若該等部分無法分開出售，則僅在非主要部分持作生產或供應貨品或服務或作行政用途時，有關物業方會列作投資物業。本集團按個別基準對物業作出判斷，以決定配套服務是否重要，以致物業不符合投資物業資格。

估計的不確定因素

有關未來的主要假設以及於申報期間結束時存在重大風險導致於下一個財政年度對資產及負債的賬面值作出重大調整的其他主要估計不確定因素來源在下文論述。

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3. Significant Accounting Judgements and Estimates (continued)

Estimation uncertainty (continued)

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 March 2011 was HK\$20,066,000 (2010: HK\$20,066,000). Further details are given in note 18.

Estimation of fair value of investment properties

The Group engaged Savills Valuation and Professional Services Limited ("Savills"), independent professionally qualified valuers, to perform the valuation of the Group's investment properties at the end of the reporting period. The carrying amount of investment properties at 31 March 2011 was HK\$11,285,288,000 (2010: HK\$9,077,250,000).

4. Operating Segment Information

For management purposes, the Group is organised into business units based on their products and services and has five reportable operating segments as follows:

- (a) the property development segment engages in the development of integrated logistics and trade centers and supporting residential properties;
- (b) the property investment segment invests in integrated logistics and trade centers and supporting facilities;
- (c) the property management segment engages in the management of the Group's developed properties;

3. 重大會計判斷及估計(續)

估計的不確定因素(續)

商譽減值

本集團至少每年釐定商譽是否減值。這需要對獲分配商譽的現金產生單位使用價值作出估計。估計使用價值時，本集團須對現金產生單位的預期未來現金流量作出估計，亦須選擇適當的折現率以計算該等現金流量的現值。於2011年3月31日，商譽的賬面值為20,066,000港元(2010年：20,066,000港元)。詳情載於附註18。

投資物業公平值估計

本集團委聘獨立專業合資格估值師第一太平戴維斯估值及專業顧問有限公司(「第一太平戴維斯」)進行本集團投資物業於申報期間結束時的估值。於2011年3月31日，投資物業的賬面值為11,285,288,000港元(2010年：9,077,250,000港元)。

4. 營運分部資料

就管理而言，本集團按其產品及服務劃分為不同的業務單位，並具備以下五個可申報營運分部：

- (a) 物業發展分部發展綜合商貿物流中心及配套住宅物業；
- (b) 物業投資分部投資綜合物流及展示交易中心及配套設施；
- (c) 物業管理分部管理本集團的已建成物業；

4. Operating Segment Information *(continued)*

- (d) the hotel operation segment engages in the provision of hotel services; and
- (e) the “others” segment comprises, principally, the provision of exhibition and other services.

Management monitors the results of the Group’s operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax from continuing operations. The adjusted profit/(loss) before tax from continuing operations is measured consistently with the Group’s profit before tax from continuing operations except that interest income, finance costs, fair value gains from the Group’s financial instruments as well as head office and corporate expenses are excluded from such measurement.

Segment assets exclude deferred tax assets, cash and cash equivalents, equity investments at fair value through profit or loss and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude interest-bearing bank and other borrowings, senior notes, tax payable, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

No geographical segment analysis is presented as the majority of the assets and operation of the Group are located in PRC, which is considered as one geographical location in an economic environment with similar risk and returns.

4. 營運分部資料(續)

- (d) 酒店營運分部提供酒店服務；及
- (e) 「其他」分部基本上包括提供展覽及其他服務。

管理層會獨立監察營運分部之業績而作出資源分配決定及評定其表現。分部表現乃根據可呈報分部利潤／(虧損)(即來自持續經營業務的經調整稅前利潤／(虧損))評估。來自持續經營業務的經調整稅前利潤／(虧損)與本集團來自持續經營業務的稅前利潤計量方式一致，惟利息收入、融資成本、本集團金融工具公平值收益以及總辦事處及公司開支均無計算在內。

分部資產不包括遞延稅項資產、現金及現金等價物、透過損益以公平值列賬之股本投資及其他未分配總辦事處及公司資產，原因為該等資產按集團整體管理。

分部負債不包括計息銀行及其他借貸、優先票據、應付稅項、遞延稅項負債及其他未分配總辦事處及公司負債，原因為該等負債按集團整體管理。

分部間銷售及轉讓乃參考當時向第三方按市價作出銷售的售價進行。

由於本集團的大部分資產及經營均位於中國(被視為處於具類似風險及回報的經濟環境的一個地理位置)，本集團並無呈列地理分部分析。

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4. Operating Segment Information (continued)

4. 營運分部資料(續)

Year ended 31 March 2011 截至2011年3月31日止年度		Property development 物業發展 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Property management 物業管理 HK\$'000 千港元	Hotel operation 酒店營運 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue:	分部收入：						
Sales to external customers	對外部客戶銷售	2,046,309	133,453	30,695	21,670	1,906	2,234,033
Intersegment sales	分部間銷售	—	—	21,200	30,912	—	52,112
		2,046,309	133,453	51,895	52,582	1,906	2,286,145
Elimination of intersegment sales Revenue	分部間銷售對銷 收入						(52,112)
							2,234,033
Segment results before increase in fair value of investment properties	投資物業公平值 增加前分部 業績	1,315,764	61,964	(33,158)	(13,427)	1,905	1,333,048
Increase in fair value of investment properties	投資物業公平值 增加	—	1,464,168	—	—	—	1,464,168
Segment results after increase in fair value of investment properties	投資物業公平值 增加後分部 業績	1,315,764	1,526,132	(33,158)	(13,427)	1,905	2,797,216
Interest income	利息收入						9,978
Unallocated income	未分配收入						29,521
Unallocated expense	未分配開支						(354,450)
Finance costs	融資成本						(30,495)
Share of profit of a jointly- controlled entity	應佔一間共同控制 實體利潤						1,337
Share of losses of associates	應佔聯營公司虧損						(331)
Profits before tax	稅前利潤						2,452,776
Segment assets	分部資產	1,950,534	14,243,061	2,255	67,041	119	16,263,010
<i>Reconciliation:</i>	<i>對賬:</i>						
Investments in jointly-controlled entities	於共同控制實體的 投資						11,106
Investments in associates	於聯營公司的投資						(1,177)
Unallocated assets	未分配資產						5,110,958
Total assets	資產總額						21,383,897
Segment liabilities	分部負債	163,091	3,004,583	8,837	2,664	189	3,179,364
<i>Reconciliation:</i>	<i>對賬:</i>						
Unallocated liabilities	未分配負債						7,586,497
Total liabilities	負債總額						10,765,861
Other segment information:	其他分部資料:						
Depreciation and amortisation	折舊及攤銷	—	6,327	590	10,812	121	17,850
Corporate and other unallocated amounts	公司及其他未分配 金額						17,601
							35,451
Increase in fair value of investment properties	投資物業公平值 增加	—	1,464,168	—	—	—	1,464,168

4. Operating Segment Information (continued)

4. 營運分部資料(續)

Year ended 31 March 2010 截至2010年3月31日止年度		Property development 物業發展 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Property management 物業管理 HK\$'000 千港元	Hotel operation 酒店營運 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue:	分部收入:						
Sales to external customers	對外部客戶銷售	1,419,353	101,277	24,523	22,930	2,146	1,570,229
Intersegment sales	分部間銷售	—	—	—	4,994	—	4,994
		1,419,353	101,277	24,523	27,924	2,146	1,575,223
Elimination of intersegment sales Revenue	分部間銷售對銷收入						(4,994)
							1,570,229
Segment results before increase in fair value of investment properties	投資物業公平值增加前分部業績	991,400	30,126	(24,656)	(16,309)	2,146	982,707
Increase in fair value of investment properties	投資物業公平值增加	—	1,308,543	—	—	—	1,308,543
Segment results after increase in fair value of investment properties	投資物業公平值增加後分部業績	991,400	1,338,669	(24,656)	(16,309)	2,146	2,291,250
Interest income	利息收入						6,449
Unallocated income	未分配收入						143,985
Unallocated expense	未分配開支						(296,696)
Finance costs	融資成本						(32,982)
Share of profits and losses of jointly-controlled entities	應佔共同控制實體利潤及虧損						1,287
Share of loss of an associate	應佔一間聯營公司虧損						(302)
Profits before tax	稅前利潤						2,112,991
Segment assets	分部資產	1,139,450	11,065,178	2,666	75,828	1,278	12,284,400
<i>Reconciliation:</i>	<i>對賬:</i>						
Investments in jointly-controlled entities	於共同控制實體的投資						8,980
Investments in associates	於聯營公司的投資						(803)
Unallocated assets	未分配資產						4,007,191
Total assets	資產總額						16,299,768
Segment liabilities	分部負債	22,505	2,261,885	6,197	7	5,268	2,295,862
<i>Reconciliation:</i>	<i>對賬:</i>						
Unallocated liabilities	未分配負債						4,977,221
Total liabilities	負債總額						7,273,083
Other segment information:	其他分部資料:						
Depreciation and amortisation	折舊及攤銷	—	254	645	18,852	216	19,967
Corporate and other unallocated amounts	公司及其他未分配金額						17,327
							37,294
Increase in fair value of investment properties	投資物業公平值增加	—	1,308,543	—	—	—	1,308,543

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5. Revenue, Other Income and Gains

Revenue, which is also the Group's turnover, represents the net sales of completed properties, finance lease income, rental income, hotel income and income from the provision of property management services and other fee income, net of business tax.

An analysis of revenue, other income and gains is as follows:

5. 收入、其他收入及收益

收入(亦即本集團的營業額), 指扣除營業稅後竣工物業銷售淨額、融資租賃收入、租金收入、酒店收入及提供物業管理服務收入及其他費用收入。

收入、其他收入及收益分析如下:

		For the year ended 31 March 截至3月31日止年度	
		2011	2010
		HK\$'000	HK\$'000
		千港元	千港元
Revenue	收入		
Sale of properties	物業銷售	1,832,580	1,408,108
Finance lease income	融資租賃收入	213,729	11,245
Rental income	租金收入	133,453	101,277
Hotel income	酒店收入	21,670	22,930
Property management service income	物業管理服務收入	30,695	24,523
Other fee income	其他費用收入	1,906	2,146
		2,234,033	1,570,229
Other income	其他收入		
Interest income from:	來自下列各項的利息收入:		
Banks	銀行	5,700	1,049
Loan receivables	應收貸款	4,278	5,400
Others	其他	9,423	4,646
		19,401	11,095
Gains	收益		
Gains on held for trading investments at fair value through profit or loss	透過損益以公平值列賬之持作買賣投資收益	20,098	2,630
Gain on restructuring and buying back of interest-bearing notes	重組及購回計息票據的收益	—	136,709
		20,098	139,339
		39,499	150,434
Fair value gains on investment properties	投資物業公平值收益	1,464,168	1,308,543
	15		

6. Profit Before Tax

The Group's profit before tax is arrived at after charging/ (crediting):

6. 稅前利潤

本集團的稅前利潤已扣除／(計入)下列各項：

		For the year ended 31 March 截至3月31日止年度	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
		Notes 附註	
Cost of properties sold	已售物業成本		422,031
Cost of properties held for finance lease	融資租賃物業成本		5,922
Cost of service provided	提供服務成本		159,569
Depreciation	折舊	14	37,355
Less: Depreciation capitalised in respect of properties under development	減：就發展中物業資本化折舊		(61)
			35,451
Amortisation of prepaid land premiums	預付土地出讓金攤銷	17	162
Minimum lease payments under operating leases in respect of land and buildings and vehicles	土地及樓宇及汽車經營租賃下的最低租金		7,414
Auditors' remuneration	核數師薪酬		2,330
Employee benefit expense (including directors' remuneration):	僱員福利開支 (包括董事薪酬)：		
Wages and salaries*	工資及薪金*		109,633
Equity-settled share option expense	以權益結算的購股權開支		3,294
Pension scheme contributions	退休金計劃供款		3,070
			143,362
Foreign exchange differences, net	外匯差額淨額		(3,931)
Provision for impairment of trade receivables**	應收貿易賬款減值撥備**		25,468
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目虧損		369
Written back of impairment of investment in a jointly-controlled entity**	於一家共同控制實體的投資減值撥回**		(41)
			(393)

* Included amounts of HK\$22,718,000 and HK\$7,076,000 for the years ended 31 March 2011 and 2010, respectively, which were capitalised under properties under development.

** Included in "other expenses" in the consolidated income statement.

* 包括截至2011年及2010年3月31日止年度的金額分別22,718,000港元及7,076,000港元，已予以資本化計入發展中物業。

** 計入綜合收益表「其他開支」項內。

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7. Finance Costs

An analysis of finance costs is as follows:

		For the year ended 31 March 截至3月31日止年度	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Interest on bank and other borrowings, net	銀行及其他借貸利息淨額		
Wholly repayable within five years	須於五年內全數償還	198,528	166,691
Wholly repayable beyond five years	須於五年後全數償還	19,360	17,389
Interest on senior notes	優先票據利息	57,196	—
Interest on interest-bearing notes	計息票據利息	—	72,581
Less: Interest capitalised	減：資本化利息	(244,589)	(223,679)
Total	總計	30,495	32,982

7. 融資成本

融資成本之分析如下：

8. Directors' Emoluments

Directors' remuneration for the year, disclosed pursuant to the Listing Rules and Section 161 of the Hong Kong Companies Ordinance, is as follows:

		For the year ended 31 March 截至3月31日止年度	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Fees	袍金	3,652	1,350
Other emoluments:	其他酬金：		
Salaries, allowances, and benefits in kind	薪金、津貼及實物福利	9,400	9,163
Performance-related bonuses*	與表現掛鉤的花紅*	12,099	6,714
Equity-settled share option expense	以權益結算的購股權開支	—	2,416
Pension scheme contributions	退休金計劃供款	24	24
		25,175	19,667

8. 董事薪金

根據上市規則及香港公司條例第161條，於本年度的董事薪酬披露如下：

* Certain executive directors of the Company are entitled to bonus payments which are determined as a percentage of the Group's consolidated net profit after taxation and non-controlling interests but before extraordinary items of the financial year.

* 本公司若干執行董事有權收取按本集團除稅及非控股權益後但計及本財政年度非經常性項目前綜合淨利潤百分比釐定的花紅。

8. Directors' Emoluments (continued)

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

		For the year ended 31 March 截至3月31日止年度	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Shi Wan Peng	石萬鵬	300	150
Leung Kwan Yuen Andrew	梁君彥	300	150
Li Wai Keung	李偉強	300	150
		900	450

There were no other emoluments payable to the independent non-executive directors during the year (2010: Nil).

8. 董事薪金 (續)

(a) 獨立非執行董事

年內付予獨立非執行董事的袍金如下：

年內，概無其他應付獨立非執行董事的薪金(2010年：無)。

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8. Directors' Emoluments (continued)

(b) Executive directors and non-executive directors

8. 董事薪金 (續)

(b) 執行董事及非執行董事

		Fees	Salaries, allowances, and benefits in kind	Performance-related bonuses	Equity-settled share option expense	Pension scheme contributions	Total
		袍金	薪金、津貼及實物福利	與表現掛鉤的花紅	以權益結算的購股權開支	退休金計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
2011	2011年						
Executive directors:	執行董事:						
Cheng Chung Hing	鄭松興	—	3,900	5,632	—	12	9,544
Leung Moon Lam	梁滿林	—	3,900	5,632	—	12	9,544
Xu Yang	許揚	—	1,600	835	—	—	2,435
		—	9,400	12,099	—	24	21,523
Non-executive directors:	非執行董事:						
Ma Kai Cheung	馬介璋	1,000	—	—	—	—	1,000
Sun Kai Lit Cliff	孫啟烈	600	—	—	—	—	600
Ma Wai Mo	馬偉武	600	—	—	—	—	600
Cheng Tai Po	鄭大報	552	—	—	—	—	552
		2,752	—	—	—	—	2,752
		2,752	9,400	12,099	—	24	24,275

8. Directors' Emoluments (continued)

(b) Executive directors and non-executive directors (continued)

		Fees	Salaries, allowances, and benefits in kind	Performance-related bonuses	Equity-settled share option expense	Pension scheme contributions	Total
		袍金	薪金、津貼及實物福利	與表現掛鈎的花紅	以權益結算的購股權開支	退休金計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
2010	2010年						
Executive directors:	執行董事：						
Cheng Chung Hing	鄭松興	—	3,900	3,357	1,208	12	8,477
Leung Moon Lam	梁滿林	—	3,900	3,357	1,208	12	8,477
Xu Yang	許揚	—	1,363	—	—	—	1,363
		—	9,163	6,714	2,416	24	18,317
Non-executive directors:	非執行董事：						
Ma Kai Cheung	馬介璋	300	—	—	—	—	300
Sun Kai Lit, Cliff	孫啟烈	300	—	—	—	—	300
Ma Wai Mo	馬偉武	300	—	—	—	—	300
		900	—	—	—	—	900
		900	9,163	6,714	2,416	24	19,217

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2010: Nil).

年內，概無董事放棄或同意放棄酬金的安排(2010年：無)。

8. 董事薪金 (續)

(b) 執行董事及非執行董事 (續)

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9. Five Highest Paid Employees

The five highest paid employees during the year included three (2010: three) directors, details of whose remuneration are set out in note 8 above. Details of the remuneration of the remaining two (2010: two) non-director, highest paid employees for the year are as follows:

9. 五位最高薪人士

年內，五位最高薪僱員分別包括三名董事(2010年：三名)，其酬金已載於上文附註8。其餘兩名非董事(2010年：兩名)，年內最高薪僱員薪金的詳情如下：

		For the year ended 31 March 截至3月31日止年度	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	5,480	5,139
Bonuses	花紅	7,450	33,500
Equity-settled share option expense	以權益結算的購股權開支	—	878
Pension scheme contributions	退休金計劃供款	24	24
		12,954	39,541

The number of non-director, highest paid employees whose remuneration fell within the following bands is as follows:

介乎以下範圍的非董事最高薪僱員薪金人數如下：

		Number of employees 僱員人數	
		2011	2010
HK\$2,000,001 to HK\$2,500,000	2,000,001 港元至 2,500,000 港元	1	—
HK\$5,000,001 to HK\$5,500,000	5,000,001 港元至 5,500,000 港元	—	1
HK\$10,500,001 to HK\$11,000,000	10,500,001 港元至 11,000,000 港元	1	—
HK\$34,000,001 to HK\$34,500,000	34,000,001 港元至 34,500,000 港元	—	1
		2	2

10. Income Tax

Hong Kong profits tax has been provided at the rate of 16.5% (2010: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising in Hong Kong during the year (2010: Nil).

Taxes on profits assessable in Mainland China are calculated at the rates of tax prevailing in the provinces in which the Group operates.

Major subsidiaries of the Group operate in Shenzhen, Mainland China, which were subject to the PRC corporate income tax rates of 24% and 22% for the years ended 31 March 2011 and 2010, respectively.

During the 5th session of the 10th National People's Congress, which was concluded on 16 March 2007, the PRC Corporate Income Tax Law was approved. It became effective on 1 January 2008. The PRC Corporate Income Tax Law introduces a wide range of changes which include, but are not limited to, the unification of income tax rates for domestic-invested and foreign-invested enterprises at 25%. Accordingly, the deferred taxes as at 31 March 2011 and 2010 have been provided at the enacted corporate tax rates.

The PRC land appreciation tax ("LAT") is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds from the sale of properties less deductible expenditures including amortisation of land use rights, borrowing costs and all property development expenditures. Amounts of LAT of HK\$284,174,000 and HK\$269,619,000 were charged to the consolidated income statement for the years ended 31 March 2011 and 2010, respectively.

10. 所得稅

年內，於香港產生的估計應課稅溢利乃按16.5%（2010年：16.5%）的稅率計提。年內，由於本集團概無源自香港的應課稅利潤，故並無計提香港利得稅撥備（2010年：無）。

中國大陸的應課稅溢利稅項乃按本集團營運所在省份的現行稅率計提。

本集團的主要附屬公司在中國大陸深圳營運，截至2011年及2010年3月31日止年度分別須按24%及22%稅率繳納中國企業所得稅。

於2007年3月16日舉行的第十屆全國人民代表大會第五次會議上通過中國企業所得稅法，其於2008年1月1日起生效。中國企業所得稅法引入多項大範圍變動，包括（但不限於）將內資及外資企業所得稅率統一為25%。因此，於2011年及2010年3月31日遞延稅項按已制定的企業所得稅率作出撥備。

土地增值（即物業銷售所得款項減包括土地使用權攤銷、借貸成本及所有物業發展開支在內的扣減開支所得金額）須按30%至60%不等的累進稅率繳納中國土地增值稅（「土地增值稅」）。為數284,174,000港元及269,619,000港元的土地增值稅，已分別在截至2011年及2010年3月31日止年度的綜合收益表內扣除。

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10. Income Tax (continued)

The major components of income tax expense for the years are as follows:

Group	本集團	For the year ended 31 March 截至3月31日止年度	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Current — Mainland China corporate income tax	即期 — 中國大陸企業所得稅	221,824	170,243
LAT in Mainland China	中國大陸土地增值稅	284,174	269,619
Deferred Mainland China corporate income tax (note 33)	遞延中國大陸企業所得稅(附註33)	402,660	345,483
Total tax charged for the year	年度稅項支出總額	908,658	785,345

A reconciliation of the tax expense applicable to profit before tax at the statutory rate to the tax expense at the Group's effective income tax rate is as follows:

		For the year ended 31 March 截至3月31日止年度	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Profit before tax	稅前利潤	2,452,776	2,112,991
Tax at the statutory tax rate of 16.5%	按16.5%法定稅率計算的稅項	404,708	348,643
Higher tax rates enacted by local authorities	地方機關制定的較高稅率	185,503	113,878
Income not subject to tax	毋須繳稅收入	(6,106)	(26,502)
Expenses not deductible for tax	不可扣稅開支	3,006	1,060
Tax losses utilised from previous years	動用過往年度的稅項虧損	(9,054)	(262)
Profit attributable to jointly-controlled entities and associates	共同控制實體及聯營公司應佔利潤	(336)	(226)
Tax losses not recognised	未確認的稅項虧損	20,565	27,857
LAT	土地增值稅	284,174	269,619
Tax effect of LAT	土地增值稅的稅務影響	(68,721)	(59,316)
Effect of change in tax rate	稅率變動影響	13,838	40,953
Withholding tax effect	預扣稅影響	81,081	69,641
Tax charge at the Group's effective rate	按本集團實際稅率計算的稅項支出	908,658	785,345

10. 所得稅(續)

年內，所得稅開支主要部分如下：

按法定稅率計算適用於稅前利潤的稅項開支與按本集團本年度實際稅率計算的稅項開支的對賬如下：

11. Profit Attributable to Owners of the Parent

The consolidated profit attributable to owners of the parent for the year ended 31 March 2011 includes a loss of HK\$41,886,000 (profit for the year ended 31 March 2010: HK\$44,852,000) which has been dealt with in the financial statements of the Company (note 36(b)).

12. Dividends

Proposed final dividends — HK2.5 cents per ordinary share (2010: HK2.0 cents per ordinary share)	建議末期股息 — 每股普通股 2.5 港仙(2010年：每股普通股 2.0 港仙)
--	---

The proposed final dividend is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

13. Earnings Per Share Attributable to Ordinary Equity Holders of the Parent

The calculation of the basic earnings per share is based on the profit for the year attributable to ordinary equity holders of the parent, and the weighted average number of ordinary shares of 5,982,908,219 (2010: 5,252,054,795) in issue during the year.

The calculation of diluted earnings per share is based on the profit for the year attributable to ordinary equity holders of the parent. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all potentially dilutive ordinary shares into ordinary shares.

11. 母公司擁有人應佔利潤

截至2011年3月31日止年度，母公司擁有人應佔綜合利潤包括已於本公司財務報表列賬的虧損41,886,000港元(截至2010年3月31日止年度利潤44,852,000港元)(附註36(b))。

12. 股息

For the year ended 31 March
截至3月31日止年度

	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Proposed final dividends — HK2.5 cents per ordinary share (2010: HK2.0 cents per ordinary share)	149,689	119,591

擬派末期股息須待本公司股東於應屆股東週年大會批准後，方可作實。

13. 歸屬於母公司普通股權益持有人之每股盈利

每股基本盈利乃根據母公司普通股權益持有人應佔年內利潤及年內已發行5,982,908,219股(2010年：5,252,054,795股)普通股的加權平均數計算。

每股攤薄盈利乃根據母公司普通股權益持有人應佔年內利潤計算。計算所用的普通股加權平均數乃為計算每股基本盈利所用的年內已發行普通股股數，而加權平均普通股數目乃假設行使或轉換所有具潛在攤薄性的普通股為普通股按無償發行。

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13. Earnings Per Share Attributable to Ordinary Equity Holders of the Parent (continued)

The calculations of basic and diluted earnings per share are based on:

13. 歸屬於母公司普通股權益持有人之每股盈利(續)

每股基本及攤薄盈利的計算乃基於：

		For the year ended 31 March 截至3月31日止年度	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Earnings	盈利		
Profit attributable to ordinary equity holders of the parent, used in the basic earnings per share calculation	用於計算每股基本盈利之母公司普通股權益持有人應佔利潤	1,552,455	1,329,593
		Number of Shares 股數	
		2011	2010
Shares	股份		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	用於計算每股基本盈利之年內已發行普通股的加權平均數	5,982,908,219	5,252,054,795
Effect of dilution — weighted average number of ordinary shares: Share options	攤薄影響 — 普通股加權平均數： 購股權	33,361,963	45,957,447
		6,016,270,182	5,298,012,242

14. Property, Plant and Equipment Group

14. 物業、廠房及設備 本集團

		Buildings 樓宇 HK\$'000 千港元	Hotel properties 酒店物業 HK\$'000 千港元	Furniture, fixtures and equipment 傢俬、裝置及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
31 March 2011	2011年3月31日					
At 1 April 2010:	於2010年4月1日：					
Cost	成本	110,314	115,023	51,715	13,134	290,186
Accumulated depreciation	累計折舊	(42,766)	(54,416)	(29,682)	(5,638)	(132,502)
Net carrying amount	賬面淨額	67,548	60,607	22,033	7,496	157,684
At 1 April 2010, net of accumulated depreciation	於2010年4月1日，已扣除累計折舊	67,548	60,607	22,033	7,496	157,684
Additions	添置	154	359	6,619	15,285	22,417
Transfer from properties under development (note 16)	轉撥自發展中物業(附註16)	56,525	—	—	—	56,525
Disposals	出售	(3,255)	—	(183)	(341)	(3,779)
Depreciation provided during the year (note 6)	年度折舊撥備(附註6)	(14,619)	(10,061)	(6,637)	(4,321)	(35,638)
Exchange realignment	匯兌調整	2,988	2,680	945	297	6,910
At 31 March 2011, net of accumulated depreciation	於2011年3月31日，已扣除累計折舊	109,341	53,585	22,777	18,416	204,119
At 31 March 2011:	於2011年3月31日：					
Cost	成本	166,272	121,395	59,284	27,284	374,235
Accumulated depreciation	累計折舊	(56,931)	(67,810)	(36,507)	(8,868)	(170,116)
Net carrying amount	賬面淨額	109,341	53,585	22,777	18,416	204,119

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14. Property, Plant and Equipment (continued) Group (continued)

14. 物業、廠房及設備(續) 本集團(續)

		Buildings	Hotel properties	Furniture, fixtures and equipment	Motor vehicles	Total
		樓宇	酒店物業	傢俬、裝置及設備	汽車	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
31 March 2010	2010年3月31日					
At 1 April 2009:	於2009年4月1日:					
Cost	成本	185,632	114,322	49,621	9,227	358,802
Accumulated depreciation	累計折舊	(32,620)	(36,625)	(24,960)	(4,295)	(98,500)
Net carrying amount	賬面淨額	153,012	77,697	24,661	4,932	260,302
At 1 April 2009, net of accumulated depreciation	於2009年4月1日, 已扣除累計折舊	153,012	77,697	24,661	4,932	260,302
Additions	添置	—	296	3,139	5,301	8,736
Transfer to properties held for sale	轉撥至持作銷售物業	(73,014)	—	—	—	(73,014)
Disposals	出售	—	—	(571)	(1,173)	(1,744)
Depreciation provided during the year (note 6)	年度折舊撥備(附註6)	(12,893)	(17,620)	(5,267)	(1,575)	(37,355)
Exchange realignment	匯兌調整	443	234	71	11	759
At 31 March 2010, net of accumulated depreciation	於2010年3月31日, 已扣除累計折舊	67,548	60,607	22,033	7,496	157,684
At 31 March 2010:	於2010年3月31日:					
Cost	成本	110,314	115,023	51,715	13,134	290,186
Accumulated depreciation	累計折舊	(42,766)	(54,416)	(29,682)	(5,638)	(132,502)
Net carrying amount	賬面淨額	67,548	60,607	22,033	7,496	157,684

14. Property, Plant and Equipment *(continued)* Group *(continued)*

Certain of the Group's buildings and hotel properties with aggregate carrying values of approximately HK\$42,017,000 and HK\$41,723,000 as at 31 March 2011 and 2010, respectively, were pledged to secure general banking facilities granted to the Group (note 31).

At 31 March 2011, certificates of ownership in respect of certain buildings of the Group in the PRC with an aggregate net book value of HK\$3,428,000 (2010: HK\$9,182,000) had not been issued by the relevant PRC authorities. The Group is in the process of obtaining the relevant certificates of ownership.

15. Investment Properties Group

Carrying amount at beginning of year	年初的賬面值		
Transfer from properties under development	轉撥自發展中物業	16	
Net gain from a fair value adjustment	公平值調整淨收益	5	
Exchange realignment	匯兌調整		
Carrying amount at end of year	年終的賬面值		

The above investment properties are held under medium term leases and are situated in Mainland China.

14. 物業、廠房及設備(續) 本集團(續)

於2011年及2010年3月31日，本集團賬面總值分別約42,017,000港元及41,723,000港元的若干樓宇及酒店物業已抵押作為本集團獲授一般銀行融資的擔保(附註31)。

於2011年3月31日，本集團於中國賬面淨值合共3,428,000港元(2010年：9,182,000港元)的若干樓宇未獲相關中國機關發出所有權證。本集團正在領取相關所有權證。

15. 投資物業 本集團

	Notes 附註	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Carrying amount at beginning of year		9,077,250	6,543,757
Transfer from properties under development	16	312,388	1,203,181
Net gain from a fair value adjustment	5	1,464,168	1,308,543
Exchange realignment		431,482	21,769
Carrying amount at end of year		11,285,288	9,077,250

上述投資物業按中期租賃持有，位於中國大陸。

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15. Investment Properties *(continued)*

Group *(continued)*

The Group's investment properties were revalued on 31 March 2011 and 2010 by Savills Valuation and Professional Services Limited ("Savills"), independent professionally qualified valuers, at RMB9,501,000,000 and RMB7,980,000,000, respectively, (equivalent to HK\$11,285,288,000 and HK\$9,077,250,000, respectively) on an open market, existing use basis. The investment properties are leased to third parties under operating leases, further summary details of which are included in note 40(a) to the financial statements.

The Group's investment properties with aggregate carrying values of approximately HK\$9,172,434,000 and HK\$9,077,250,000 as at 31 March 2011 and 2010, respectively, were pledged to secure general banking facilities granted to the Group (note 31).

The Group's investment properties with aggregate carrying values of approximately HK\$11,285,288,000 and HK\$9,077,250,000 as at 31 March 2011 and 2010, respectively, are restricted for sale (note 19).

15. 投資物業 *(續)*

本集團 *(續)*

獨立專業合資格估值師第一太平戴維斯估值及專業顧問有限公司(「第一太平戴維斯」)於2011年及2010年3月31日重估本集團的投資物業，按公開市場現有用途基準的價值分別為人民幣9,501,000,000元及人民幣7,980,000,000元(分別相等於11,285,288,000港元及9,077,250,000港元)。投資物業按經營租賃租予第三方，進一步詳情概要載於財務報表附註40(a)。

於2011年及2010年3月31日，本集團賬面總值分別約9,172,434,000港元及9,077,250,000港元的投資物業已抵押作為本集團獲授一般銀行融資的擔保(附註31)。

於2011年及2010年3月31日，本集團賬面總值分別約11,285,288,000港元及9,077,250,000港元的投資物業受到銷售限制(附註19)。

16. Properties Under Development Group

16. 發展中物業本集團

		Notes 附註	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Carrying amount at beginning of year	年初的賬面值		1,978,789	1,404,571
Additions	添置		2,284,603	2,314,326
Transfer to property, plant and equipment	轉撥至物業、廠房及設備	14	(56,525)	—
Transfer to investment properties	轉撥至投資物業	15	(312,388)	(1,203,181)
Transfer to properties held for sale and held for finance lease	轉撥至持作銷售及持作融資租賃物業		(577,881)	(542,250)
Exchange realignment	匯兌調整		87,065	5,323
Carrying amount at end of year	年終的賬面值		3,403,663	1,978,789

The above properties under development are held under medium term leases and are situated in Mainland China.

Certain of the Group's properties under development with aggregate carrying values of approximately HK\$121,395,000 and HK\$93,905,000 and as at 31 March 2011 and 2010, respectively, were pledged to secure general banking facilities granted to the Group (note 31).

上述發展中物業按中期租賃持有，位於中國大陸。

於2011年及2010年3月31日，本集團賬面總值分別約121,395,000港元及93,905,000港元的若干發展中物業已抵押作為本集團獲授一般銀行融資的擔保(附註31)。

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綜合財務報表附註

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17. Prepaid Land Premiums Group

		Note 附註	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Carrying amount at beginning of year	年初的賬面值		7,082	7,223
Recognised during the year	年內確認	6	(180)	(162)
Exchange realignment	匯兌調整		305	21
Carrying amount at end of year	年終的賬面值		7,207	7,082
Current portion included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項的即期部分		(171)	(171)
Non-current portion	非即期部分		7,036	6,911

The leasehold land is held under a medium term lease and is situated in Mainland China.

Certain of the Group's leasehold lands with aggregate carrying values of approximately HK\$2,496,000 and HK\$2,437,000 as at 31 March 2011 and 2010, respectively, were pledged to secure general banking facilities granted to the Group (note 31).

租賃土地按中期租賃持有，位於中國大陸。

於2011年及2010年3月31日，本集團賬面總值分別約2,496,000港元及2,437,000港元的若干租賃土地已抵押作為本集團獲授一般銀行融資的擔保(附註31)。

18. Goodwill Group

		HK\$'000 千港元
At 31 March 2011 and 2010:	於2011年及2010年3月31日：	
Cost and net carrying amount	成本及賬面淨額	20,066

17. 預付土地出讓金 本集團

	Note 附註	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Carrying amount at beginning of year		7,082	7,223
Recognised during the year	6	(180)	(162)
Exchange realignment		305	21
Carrying amount at end of year		7,207	7,082
Current portion included in prepayments, deposits and other receivables		(171)	(171)
Non-current portion		7,036	6,911

租賃土地按中期租賃持有，位於中國大陸。

於2011年及2010年3月31日，本集團賬面總值分別約2,496,000港元及2,437,000港元的若干租賃土地已抵押作為本集團獲授一般銀行融資的擔保(附註31)。

18. 商譽 本集團

		HK\$'000 千港元
At 31 March 2011 and 2010:	於2011年及2010年3月31日：	
Cost and net carrying amount	成本及賬面淨額	20,066

18. Goodwill (continued)

Impairment testing of goodwill

Goodwill acquired through a business combination has been allocated to the hotel operation cash-generating unit for impairment testing. The recoverable amount of the hotel operation cash-generating unit is determined based on a value-in-use calculation using cash flow projections based on financial budgets approved by senior management covering a five-year period. The discount rate applied to the cash flow projection is 12%. The growth rates used to extrapolate the cash flows of the hotel operation beyond the five-year period is assumed to be 3%.

19. Investments in Subsidiaries

Company

Unlisted investments, at cost	非上市投資，按成本
Loan to a subsidiary	向一家附屬公司貸款
Due from subsidiaries	應收附屬公司款項
Due to subsidiaries	應付附屬公司款項

The amounts due from and to subsidiaries included in the Company's current assets and current liabilities of HK\$968,195,000 (2010: HK\$698,098,000) and HK\$899,000 (2010: HK\$899,000) are unsecured, interest-free and are repayable on demand or within one year.

The loan to a subsidiary bears fixed interest of 8%, and is unsecured and repayable from 2012 to 2015. The carrying amount of the loan to a subsidiary approximates to its fair value.

18. 商譽(續)

商譽減值測試

透過業務合併收購的商譽已分配至酒店營運的現金產生單位作減值測試。酒店營運的現金產生單位的可收回金額乃根據高級管理層批准的五年期財務預算以現金流量預測計算的使用價值釐定。現金流量預測採用的折現率為12%。用以推斷酒店營運於五年期間後現金流量的增長率乃假設為3%。

19. 於附屬公司的投資

本公司

	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Unlisted investments, at cost	1,501,275	1,001,275
Loan to a subsidiary	752,400	452,400
Due from subsidiaries	968,195	698,098
Due to subsidiaries	(899)	(899)
	3,220,971	2,150,874

於本公司流動資產及流動負債列賬之應收及應付附屬公司款項968,195,000港元(2010年: 698,098,000港元)及899,000港元(2010年: 899,000港元)為無抵押、免息及須應要求或於一年內償還。

向一家附屬公司作出之貸款按8%計息，為無抵押及須於2012年至2015年內償還。向一家附屬公司作出之貸款的賬面值與其公平值相若。

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19. Investments in Subsidiaries (continued)

Company (continued)

Particulars of the principal subsidiaries are as follows:

19. 於附屬公司的投資(續)

本公司(續)

主要附屬公司詳情如下：

Name 名稱	Place of incorporation/ registration and operations 註冊成立/ 註冊及經營地點	Nominal value of issued ordinary/ registered share capital as at 31 March 2011 於2011年3月31日 已發行普通/註冊 股本面值
China South International Industrial Materials City (Shenzhen) Co., Ltd. (ii) (vi) (vii) 華南國際工業原料城(深圳)有限公司(ii)(vi)(vii)	PRC/Mainland China 中國/中國大陸	HK\$1,500,000,000 1,500,000,000 港元
Shenzhen First Asia Pacific Property Management Co., Ltd. (i) (vi) 深圳第一亞太物業管理有限公司(i)(vi)	PRC/Mainland China 中國/中國大陸	RMB5,000,000 人民幣5,000,000元
Shenzhen International Electronics Procurement Center Co., Ltd. (iii) (vi) 深圳跨國電子採購中心有限公司(iii)(vi)	PRC/Mainland China 中國/中國大陸	RMB20,000,000 人民幣20,000,000元
Shenzhen China South Import and Export Trading Co., Ltd. (iii) (vi) 深圳市華南城進出口貿易有限公司(iii)(vi)	PRC/Mainland China 中國/中國大陸	RMB1,500,000 人民幣1,500,000元
Shenzhen China South City Advertising Co., Ltd. (iii) (vi) 深圳市華南城廣告有限公司(iii)(vi)	PRC/Mainland China 中國/中國大陸	RMB1,500,000 人民幣1,500,000元
China South City Enterprise (Heyuan) Co., Ltd. ("Heyuan Enterprise") (iii) (vi) (ix) 華南城實業(河源)有限公司(「河源實業」) (iii) (vi) (ix)	PRC/Mainland China 中國/中國大陸	HK\$100,000,000 100,000,000 港元

Date of incorporation/ registration 註冊成立／註冊日期	Percentage of equity attributable to the Company 本公司應佔權益 百分比		Principal activities 主要業務
	Direct 直接	Indirect 間接	
	%	%	
18-12-2002	100	—	Development and management of integrated logistics trade centers 綜合商貿物流及商品交易中心開發及營運
31-12-2003	25	75	Provision of property management services 提供物業管理服務
06-11-2003	—	95	Dormant 暫無業務
20-07-2004	—	100	Dormant 暫無業務
20-07-2004	—	100	Provision of advertising services 提供廣告服務
24-04-2006	—	100	Development and management of integrated logistics trade centers 綜合商貿物流及商品交易中心開發及營運

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19. Investments in Subsidiaries (continued) Company (continued)

19. 於附屬公司的投資(續) 本公司(續)

Name 名稱	Place of incorporation/ registration and operations 註冊成立/ 註冊及經營地點	Nominal value of issued ordinary/ registered share capital as at 31 March 2011 於2011年3月31日 已發行普通/註冊 股本面值
Shenzhen China South International Convention and Exhibition Center Co., Ltd. (iii) (vi) 深圳市華南城國際會展中心有限公司(iii)(vi)	PRC/Mainland China 中國/中國大陸	RMB2,000,000 人民幣2,000,000元
Grand City Hotel (Shenzhen) Co., Ltd. (i) (vi) 華麗城酒店(深圳)有限公司(i)(vi)	PRC/Mainland China 中國/中國大陸	RMB40,000,000 人民幣40,000,000元
Grand City Hotel Investment Limited (v) 華麗城酒店投資有限公司(v)	Hong Kong 香港	HK\$10,000 10,000港元
Nanchang China South City Company Limited (iii) (vi) (viii) 南昌華南城有限公司(iii)(vi)(viii)	PRC/Mainland China 中國/中國大陸	RMB150,000,000 人民幣150,000,000元
Zhuji Pan-Asia Property Management Enterprise Ltd. (iii) (v) 諸暨泛亞物業管理有限公司(iii)(v)	PRC/Mainland China 中國/中國大陸	RMB500,000 人民幣500,000元
Tieling First Asia Pacific Property Management Co., Ltd. (iii) (v) 鐵嶺第一亞太物業管理有限公司(iii) (v)	PRC/Mainland China 中國/中國大陸	RMB500,000 人民幣500,000元
China Central City (BVI) Limited (v) 華中城(BVI)有限公司(v)	British Virgin Islands 英屬處女群島	US\$1 1美元
ASEAN City (BVI) Limited (v) 東盟城(BVI)有限公司(v)	British Virgin Islands 英屬處女群島	US\$1 1美元

Date of incorporation/ registration 註冊成立／註冊日期	Percentage of equity attributable to the Company 本公司應佔權益 百分比		Principal activities 主要業務
	Direct 直接 %	Indirect 間接 %	
	10-02-2006	—	
16-06-2005	—	100	Hotel operations 酒店營運
09-04-2005	100	—	Investment holding 投資控股
16-11-2007	—	100	Development and management of integrated logistics trade centers 綜合商貿物流及商品交易中心開發及營運
08-11-2007	—	80	Dormant 暫無業務
26-12-2007	—	100	Dormant 暫無業務
23-10-2007	100	—	Investment holding 投資控股
23-10-2007	100	—	Investment holding 投資控股

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綜合財務報表附註

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19. Investments in Subsidiaries (continued) Company (continued)

19. 於附屬公司的投資(續) 本公司(續)

Name 名稱	Place of incorporation/ registration and operations 註冊成立/ 註冊及經營地點	Nominal value of issued ordinary/ registered share capital as at 31 March 2011 於2011年3月31日 已發行普通/註冊 股本面值
China Central City (Hong Kong) Limited (v) 華中城(香港)有限公司(v)	Hong Kong 香港	HK\$1 1 港元
ASEAN City (Hong Kong) Limited (v) 東盟城(香港)有限公司(v)	Hong Kong 香港	HK\$1 1 港元
Nanning China South City Company Limited (iii) (vi) (viii) 南寧華南城有限公司(iii) (vi) (viii)	PRC/Mainland China 中國/中國大陸	RMB150,000,000 人民幣 150,000,000 元
Xi'an China South City Company Limited (i) (vi) 西安華南城有限公司(i) (vi)	PRC/Mainland China 中國/中國大陸	US\$30,000,000 30,000,000 美元
Andarton Investments Limited (v)	British Virgin Islands 英屬處女群島	US\$1 1 美元
Grow Rich Holdings Limited (v)	British Virgin Islands 英屬處女群島	US\$1 1 美元
Fortune Pace Investment Limited (iv) 祺迅投資有限公司(iv)	British Virgin Islands 英屬處女群島	US\$3 3 美元
Fortune Great Investment Limited (iv) 瑞鵬投資有限公司(iv)	Hong Kong 香港	HK\$1 1 港元

Date of incorporation/ registration 註冊成立／註冊日期	Percentage of equity attributable to the Company 本公司應佔權益 百分比		Principal activities 主要業務
	Direct 直接 %	Indirect 間接 %	
	09-11-2007	—	
09-11-2007	—	100	Dormant 暫無業務
28-08-2009	—	100	Development and management of integrated logistics trade centers 綜合商貿物流及商品交易中心開發及營運
12-11-2009	—	65	Development and management of integrated logistics trade centers 綜合商貿物流及商品交易中心開發及營運
23-11-2009	—	100	Investment holding 投資控股
16-10-2009	100	—	Investment holding 投資控股
9-4-2010	—	100	Investment holding 投資控股
22-4-2010	—	100	Investment holding 投資控股

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19. Investments in Subsidiaries (continued) Company (continued)

19. 於附屬公司的投資(續) 本公司(續)

Name 名稱	Place of incorporation/ registration and operations 註冊成立/ 註冊及經營地點	Nominal value of issued ordinary/ registered share capital as at 31 March 2011 於2011年3月31日 已發行普通/註冊 股本面值
河源華南城商貿有限公司(iii) (iv)	PRC/Mainland China 中國/中國大陸	RMB20,000,000 人民幣20,000,000元
深圳華盛商業發展有限公司(iii) (iv)	PRC/Mainland China 中國/中國大陸	RMB10,000,000 人民幣10,000,000元

Notes:

附註：

- | | |
|--|---|
| (i) Sino-foreign equity joint ventures under the PRC law. | (i) 中國法律下的中外合資經營公司。 |
| (ii) A wholly-foreign-owned enterprise under the PRC law. | (ii) 中國法律下的外商獨資企業。 |
| (iii) Limited companies under the PRC law. | (iii) 中國法律下的有限公司。 |
| (iv) No audited financial statements have been prepared for these companies as they were newly incorporated/registered and had not conducted any business since the dates of their incorporation/registration. | (iv) 由於該等公司近期註冊成立/註冊及於其註冊成立/註冊日期以來並無進行任何業務，故概無就該等公司編製經審核財務報表。 |
| (v) No audited financial statements have been issued for these companies up to the date of the financial statements of the Group. | (v) 直至本集團財務報表日期，並無就該等公司刊發經審核財務報表。 |
| (vi) The financial statements of these companies for the year since their respective dates of establishment were prepared in accordance with PRC GAAP, and were audited by Shenzhen Yida Certified Public Accountants Co. Ltd., Jiangxi Chengjuyuan United Certified Public Accountants' Firm, Xi'an KangSheng Certified Public Accountants Ltd., and Zhonghui Certified Public Accountants Co. Ltd., which are registered in the PRC. | (vi) 該等公司自其各自成立日期起於年內的財務報表乃根據中國公認會計原則編製而成，並經於中國註冊的深圳市義達會計師事務所有限責任公司、江西誠聚源聯合會計師事務所、西安康勝有限責任會計師事務所以及中匯會計師事務所有限公司審核。 |

Date of incorporation/ registration 註冊成立／註冊日期	Percentage of equity attributable to the Company 本公司應佔權益 百分比		Principal activities 主要業務
	Direct 直接 %	Indirect 間接 %	
	17-3-2011	—	
19-11-2010	—	100	Provision of property management service 提供物業管理服務
(vii)	Pursuant to several land grant contracts entered by China South International Industrial Materials City (Shenzhen) Co., Ltd., the saleable gross floor area of properties built on these parcels of land is limited to 30% of the total gross floor area that can be built. The Group holds and constructs the properties with sales restrictions for leasing and self use.		(vii) 根據華南國際工業原料城(深圳)有限公司訂立的數份土地出讓合同，建在該等地塊上的物業的可銷售建築面積限於總建築面積的30%。本集團持有及建設此等受到銷售限制的物業作出租及自用。
(viii)	Pursuant to the land grant contracts entered by Nanchang China South City Company Limited and Nanning China South City Company Limited, respectively, the saleable gross floor area of trade centers and storage built on these parcels of land are limited to 60% of the total gross floor area that is built for such purpose. This restriction does not apply to the properties that are built for residential, commercial and other uses. Despite the restriction, the Group plans to hold not less than 50% of the total gross floor area of such properties for leasing.		(viii) 根據南昌華南城有限公司和南寧華南城有限公司各自訂立的若干土地出讓合同，建在該項目若干地塊上的交易中心商舖和倉儲物業的可銷售建築面積限於該等物業總建築面積的60%。此限制不適用於住宅、商務及其他用途的物業。儘管有此限制，本集團計劃持有該等物業不少於50%的總建築面積作租賃用途。
(ix)	During the year, the Group acquired a 30% equity interest in Heyuan Enterprise from its former non-controlling entity. Further details of this acquisition are included in note 37 to the financial statements.		(ix) 年內，本集團向其前非控股實體收購河源實業的30%股權。此收購的進一步詳情載於財務報表附註37。

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

上表所列的本公司附屬公司為董事認為對本集團本年度業績有重大影響或構成資產淨值的主要部份。董事認為，列出其他附屬公司的詳情會令篇幅過於冗長。

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20. Investments in Jointly-controlled Entities

20. 於共同控制實體的投資

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Share of net assets	應佔資產淨值	6,291	4,713
Due from jointly-controlled entities	應收共同控制實體款項	11,479	11,034
		17,770	15,747
Provision for impairment	減值撥備	(6,664)	(6,767)
		11,106	8,980

The amounts due from the jointly-controlled entities included in the investments in jointly-controlled entities above are unsecured, have no fixed terms of repayment and bear interest at 7%. The carrying amounts of these amounts due from jointly-controlled entities approximate to their fair values.

計入上述於共同控制實體投資的應收共同控制實體款項為無抵押、無固定還款期及按7%計息。該等應收共同控制實體款項的賬面值與其公平值相若。

Particulars of the jointly-controlled entities are as follows:

共同控制實體詳情如下：

Name 名稱	Place of registration and operations 註冊成立 及經營地點	Nominal value of issued and fully paid-up registered capital as at 31 March 2011 於2011年3月31日 已發行及繳足註冊 資本面值	Date of incorporation/ registration 註冊成立/ 註冊日期	Percentage of equity attributable to the Group as at 31 March 於3月31日 本集團應佔 權益百分比		Principal activities 主要業務
				2011 %	2010 %	
China South National Express Logistics (Shenzhen) Co., Ltd. [#] 深圳市華南城新國線物流有限公司 [#]	PRC/ Mainland China 中國/中國大陸	RMB3,000,000 人民幣3,000,000元	02-07-2004	51	51	Provision of logistics services 提供物流服務
China South Royal Restaurant (Shenzhen) Co., Ltd. ^{#(i)} 華南富豪酒樓(深圳)有限公司 ^{#(i)}	PRC/ Mainland China 中國/中國大陸	RMB5,000,000 人民幣5,000,000元	16-06-2005	50.5	50.5	Restaurant operations 酒樓營運

20. Investments in Jointly-controlled Entities

(continued)

Notes:

The Group holds 51% and 50.5% of the registered capital of China South National Express Logistics (Shenzhen) Co., Ltd. and China South Royal Restaurant (Shenzhen) Co., Ltd., respectively. Pursuant to memorandums of the shareholders' agreements and articles of association of the jointly-controlled entities, none of the parties has unilateral control or unanimous consent over the operating and financing decisions of these jointly-controlled entities. Accordingly, the directors consider it appropriate to continue to account for the Group's interests therein as investment in jointly-controlled entities.

(i) Sino-foreign equity joint venture under the PRC law.

The Company holds the jointly-controlled entities indirectly.

The following table illustrates the summarised financial information of the Group's jointly-controlled entities:

20. 於共同控制實體的投資(續)

附註：

本集團分別持有深圳市華南城新國線物流有限公司及華南富豪酒樓(深圳)有限公司註冊資本的51%及50.5%。根據股東協議備忘錄及共同控制實體組織章程細則，任何一方對該等共同控制實體的經營及財務決策均無單方面控制或一致同意的權利。因此，董事認為，繼續將本集團於其中的權益入賬列為於共同控制實體的權益乃屬恰當。

(i) 中國法律下的中外合資經營公司。

本公司間接擁有共同控制實體。

下表說明本集團共同控制實體的財務資料概要：

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Share of jointly-controlled entities' assets and liabilities:	應佔共同控制實體資產及負債：		
Current assets	流動資產	6,175	5,158
Non-current assets	非流動資產	214	282
Current liabilities	流動負債	(98)	(727)
Net assets	資產淨值	6,291	4,713
Share of jointly-controlled entities' results:	應佔共同控制實體業績：		
Revenue	收入	4,055	4,127
Expenses	開支	(2,718)	(2,840)
Profit for the year	本年度利潤	1,337	1,287

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21. Investments in Associates

21. 於聯營公司的投資

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Share of net assets	應佔資產淨值	1,807	2,055
Due to an associate	應付一家聯營公司款項	(2,984)	(2,858)
		(1,177)	(803)

The amount due to an associate included in investments in associates above is unsecured, interest-free and has no fixed repayment terms.

計入上述於聯營公司的投資的應付一家聯營公司款項為無抵押、免息及無固定還款期。

Particulars of the associates are as follows:

聯營公司詳情如下：

Name 名稱	Place of registration and operations 註冊及 經營地點	Nominal value of issued and fully or partly paid-up registered capital 已發行及繳足 或部份繳足 註冊資本面值	Date of incorporation/ registration 註冊成立/ 註冊日期	Percentage of equity attributable to the Group as at 31 March 本集團 應佔擁有 權益百分比		Principal activities 主要業務
				2011 %	2010 %	
China South Intimex Technology (Shenzhen) Co., Ltd. (i)(ii) 華南泰美科技(深圳)有限公司(i)(ii)	PRC/ Mainland China 中國/中國大陸	RMB10,000,000 人民幣 10,000,000元	18-01-2004	30	30	Website development and construction, maintenance and development of software, provision of consultancy services and trading of e-commerce hardware and software 網站發展及建設、軟件維護及開發、提供 顧問服務及電子商貿硬件及軟件貿易
China South City Pico Exhibition (Shenzhen) Co., Ltd. (i)(ii) 深圳華南城筆克會展有限公司(i)(ii)	PRC/ Mainland China 中國/中國大陸	HK\$2,000,000 2,000,000港元	13-10-2009	30	30	Provision of exhibition services 提供展覽服務

21. Investments in Associates (continued)

The above table lists the associates of the Group which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other associates would, in the opinion of the directors, result in particulars of excessive length.

Notes:

- (i) Sino-foreign equity joint venture under the PRC law.
- (ii) The Company holds the associates indirectly.

The following table illustrates the summarised financial information of the Group's associates:

		2011	2010
		HK\$'000	HK\$'000
		千港元	千港元
Assets	資產	8,795	9,191
Liabilities	負債	2,772	2,341
Revenue	收入	75	92
Loss	虧損	(1,103)	(1,007)

22. Loan Receivables

The balance represents entrusted loans provided by the Group to purchasers through Shanghai Pudong Development Bank in connection with the sale of its properties. The loan receivables, which bear interest at a rate of 6.435% per annum, are secured by the properties sold and are repayable by monthly instalments within five years. The carrying amounts of the loan receivables approximate to their fair values. The amounts of the current portion of the loan receivables of HK\$404,000 and HK\$3,124,000 were included in prepayments, deposits and other receivables as at 31 March 2011 and 2010, respectively.

21. 於聯營公司的投資(續)

上述所列的本集團聯營公司為董事認為對本集團本年度業績有重大影響或構成資產淨值主要部份。董事認為，列出其他聯營公司的詳情會令篇幅過於冗長。

附註：

- (i) 中國法律下的中外合資經營公司。
- (ii) 本公司間接擁有聯營公司。

下表列示摘錄本集團聯營公司的財務資料概要：

22. 應收貸款

結餘指本集團就其物業銷售，透過上海浦東發展銀行向買家提供的委託貸款。應收貸款按年利率6.435%計息，並以所銷售物業作抵押，須於五年內每月分期償還。應收貸款賬面值與其公平值相若。於2011年及2010年3月31日，應收貸款即期部分金額分別為404,000港元及3,124,000港元，已計入預付款項、按金及其他應收款項。

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23. Finance Lease Receivables

The balance represents entrusted loans provided by the Group to lessees through Shanghai Pudong Development Bank in connection with the finance lease of its properties. The finance lease receivables, which bear interest at a rate between 6.336% and 6.435% per annum, are repayable by monthly instalments within 10 years. The carrying amounts of the finance lease receivables approximate to their fair values. The amounts of the current portion of the finance lease receivables of HK\$7,409,000 and HK\$7,015,000 were included in prepayments, deposits and other receivables as at 31 March 2011 and 2010, respectively.

24. Deposits Paid for Purchase of Land

The balance represents deposits paid for acquisitions of parcels of land in Mainland China. The carrying amounts of the deposits paid for purchase of land approximate to their fair values.

25. Trade Receivables Group

Trade receivables represent sales income, rentals receivable and service income receivables from customers which are payable on presentation of invoices or in accordance with the terms of the related sales and purchase agreements. Overdue balances are reviewed regularly by senior management. In view of this and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing. The carrying amounts of the trade receivables approximate to their fair values.

23. 融資租賃應收款項

結餘指本集團就其物業的融資租賃，透過上海浦東發展銀行向承租人提供的委託貸款。融資租賃應收款項按年利率介乎6.336%至6.435%計息，並須於10年內每月分期償還。融資租賃應收款項的賬面值與其公平值相若。於2011年及2010年3月31日，融資租賃應收款項的即期部分金額分別為7,409,000港元及7,015,000港元，已計入預付款項、按金及其他應收款項。

24. 購買土地支付的按金

結餘指在中國大陸收購地塊支付的按金。購買土地支付的按金的賬面值與其公平值相若。

25. 應收貿易賬款 本集團

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Trade receivables	應收貿易賬款	652,401	259,667
Impairment	減值	(62,458)	(25,512)
		589,943	234,155

應收貿易賬款指於出示發票時應收或根據相關買賣協議條款應收客戶的銷售收入、應收租金及服務收入。高級管理層定期審閱逾期結餘。有鑑於此及本集團的應收貿易賬款與大量不同客戶有關，故並無重大集中信貸風險。應收貿易賬款為免息。應收貿易賬款賬面值與其公平值相若。

25. Trade Receivables (continued)

An aged analysis of the trade receivables as at the end of the reporting period, based on the payment due date and net of provision, is as follows:

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Current	即期	403,419	86,663
1 to 2 months	1至2個月	29,310	34,308
2 to 3 months	2至3個月	49,835	71,774
Over 3 months	逾3個月	107,379	41,410
		589,943	234,155

The movements in provision for impairment of trade receivables are as follows:

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Carrying amount at beginning of year	於年初的賬面值	25,512	—
Impairment losses recognised (note 6)	已確認減值虧損(附註6)	34,959	25,468
Exchange realignment	匯兌調整	1,987	44
Carrying amount at end of year	於年終的賬面值	62,458	25,512

Receivables that were neither past due nor impaired and past due but not impaired relate to a large number of diversified customers for whom there was no recent history of default. The Group has retained the legal ownership of the property sold to purchasers for debtor balances.

25. 應收貿易賬款(續)

於申報期間結束時，應收貿易賬款按付款到期日計算並扣除撥備後的賬齡分析如下：

	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Current	403,419	86,663
1 to 2 months	29,310	34,308
2 to 3 months	49,835	71,774
Over 3 months	107,379	41,410
	589,943	234,155

應收貿易賬款的減值撥備變動如下：

	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Carrying amount at beginning of year	25,512	—
Impairment losses recognised (note 6)	34,959	25,468
Exchange realignment	1,987	44
Carrying amount at end of year	62,458	25,512

未逾期及未減值以及已逾期但未減值的應收款項與大量不同客戶有關，彼等最近沒有拖欠記錄。對於仍有應收賬款結餘的已售予買方物業，本集團保留其法定擁有權。

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26. Prepayments, Deposits and other Receivables Group

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Prepayments	預付款項	6,839	12,089
Deposits and other receivables	按金及其他應收款項	27,166	73,988
		34,005	86,077

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

26. 預付款項、按金及其他應收款項 本集團

上述資產並無逾期或減值。於上述結餘入賬的財務資產最近並無欠款記錄。

27. Held for Trading Investments at Fair Value Through Profit or Loss Group

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Listed investment funds at market value	按市值計算的上市投資基金	153,065	123,932

The above listed investment funds at 31 March 2011 and 2010 were classified as held for trading upon initial recognition, designated by the Group as financial assets at fair value through profit or loss since they were acquired or incurred principally for the purpose of selling or repurchasing in the near term.

27. 透過損益以公平值列賬之持作買賣投資 本集團

於2011年及2010年3月31日，上述上市投資基金初步確認時分類為持作買賣，由於收購或產生主要為於短期內銷售或購回，故本集團將其指定為透過損益以公平值列賬的財務資產。

28. Restricted Cash Group

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Restricted cash	受限制現金	43,181	8,851

Restricted cash mainly comprises of: (i) guaranteed deposits for the mortgage loan facilities granted by the banks to purchasers of the Group's properties; (ii) guaranteed funds of construction projects to meet local authorities' requirements; (iii) certain amounts of pre-sale proceeds of properties to place as guaranteed deposits for the construction of related properties; and (iv) certain amount of proceeds from leases of several properties, which have been pledged to banks as collaterals of borrowings, to place as guaranteed deposits for the borrowings.

28. 受限制現金 本集團

受限制現金主要包括：(i)就購買本集團物業之買家獲銀行授予的按揭貸款融資的保證按金；(ii)建設項目的保證金，以符合當地機關的要求；(iii)物業預售的若干所得款項金額，以作為相關物業建設的保證按金；及(iv)租賃物業的若干出租所得款項金額，該物業已抵押予銀行作為借貸的抵押品，以作為借貸的保證按金。

29. Cash and Bank Balances Group

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	4,521,310	3,694,126

Company

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	2,342,869	1,505,842

29. 現金及銀行結餘 本集團

本公司

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29. Cash and Bank Balances (continued)

At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to HK\$2,822,949,000 (2010: HK\$1,999,179,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and restricted cash are deposited with creditworthy banks with no recent history of default.

30. Trade and Other Payables Group

	Note	2011	2010
	附註	HK\$'000	HK\$'000
		千港元	千港元
Other payables		302,786	198,763
Receipts in advance		111,902	162,017
Rental deposits		32,310	29,904
Construction fee and retention payables	(i)	831,825	395,735
Accruals		45,036	36,585
Co-operative deposits		192	1,455
		1,324,051	824,459

29. 現金及銀行結餘(續)

於申報期間結束時，本集團以人民幣(「人民幣」)為單位的現金及銀行結餘2,822,949,000港元(2010年：1,999,179,000港元)。人民幣並不可自由兌換為其他貨幣，然而，根據中國大陸的外匯管制條例及結匯、付匯及售匯規定，本集團可以透過獲准進行外匯業務的銀行將人民幣兌換為其他貨幣。

存於銀行現金根據每日銀行存款利率按浮動利率賺取利息。短期定期存款的存款期各異，由一天至三個月不等，視乎本集團即時的現金需求，而利息乃按各個短期定期存款利率賺取。銀行結餘及受限制現金乃存於信譽良好且近期並無違約記錄的銀行。

30. 貿易及其他應付款項 本集團

30. Trade and other Payables (continued)

- (i) An aged analysis of the construction fee and retention payables as at the end of the reporting period is as follows:

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Within 1 year	1年內	605,813	378,214
Over 1 year	超過1年	226,012	17,521
		831,825	395,735

The construction fee and retention payables are non-interest-bearing and repayable within the normal operation cycle or on demand.

The other payables are non-interest-bearing.

30. 貿易及其他應付款項(續)

- (i) 於申報期間結束時建設費用及保留金應付款項的賬齡分析如下：

建設費用及保留金應付款項為免息及須於一般業務週期或應要求償還。

其他應付款項為免息。

31. Interest-Bearing Bank and other Borrowings

Group 本集團		2011			2010		
		Effective interest rate (%) 實際利率 (%)	Maturity 到期	HK\$'000 千港元	Effective interest rate (%) 實際利率 (%)	Maturity 到期	HK\$'000 千港元
Current	即期						
Bank loans — unsecured	銀行貸款 — 無抵押	4.78%-6.06%	On demand/ 應要求/ 2011-2012	381,284	4.78%-5.31%	2010-2011	580,125
Bank loans — secured	銀行貸款 — 有抵押	—	—	—	4.78%-5.64%	2010-2011	224,319
Other borrowing — unsecured	其他借貸 — 無抵押	5.40%	On demand/ 應要求/ 2011-2012	237,560	—	—	—
Current portion of long term bank and other borrowings:	長期銀行及其他借貸的即期部分：						
bank loans — unsecured	銀行貸款 — 無抵押	5.40%-5.60%	2011-2012	264,484	4.86%-5.40%	2010-2011	364,379
bank loans — secured	銀行貸款 — 有抵押	5.15%-5.96%	2011-2012	741,798	4.97%-5.76%	2010-2011	389,594
Other borrowing — unsecured	其他借貸 — 無抵押	6.10%	2011-2012	71,268	—	—	—
				1,696,394			1,558,417

31. 計息銀行及其他借貸

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31. Interest-Bearing Bank and other Borrowings 31. 計息銀行及其他借貸(續)

(continued)

Group 本集團		2011			2010		
		Effective interest rate (%) 實際利率 (%)	Maturity 到期	HK\$'000 千港元	Effective interest rate (%) 實際利率 (%)	Maturity 到期	HK\$'000 千港元
Non-current	非即期						
Bank loans — unsecured	銀行貸款 — 無抵押	5.40%-5.60%	2012-2013	225,682	4.86%-5.40%	2011-2013	426,183
Bank loans — secured	銀行貸款 — 有抵押	5.15%-5.96%	2012-2020	2,154,329	4.86%-5.76%	2011-2017	2,218,125
Other borrowing — unsecured	其他借貸 — 無抵押	6.10%	2012-2013	166,292	—	—	—
				2,546,303			2,644,308
				4,242,697			4,202,725

		Group 本集團	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Analysed into:	分析列為：		
Bank loans and overdrafts repayable:	須於以下期間償還的銀行 貸款及透支：		
Within one year or on demand	一年內或應要求	1,387,566	1,558,417
In the second year	第二年	894,085	829,996
In the third to fifth years, inclusive	第三至第五年(包括 首尾兩年在內)	829,001	1,330,875
Beyond five years	五年後	656,925	483,437
		3,767,577	4,202,725
Other borrowings repayable:	須於以下期間償還的 其他借貸：		
Within one year or on demand	一年內或應要求	308,828	—
In the second year	第二年	166,292	—
		475,120	—
		4,242,697	4,202,725

31. Interest-Bearing Bank and other Borrowings

(continued)

Certain of the Group's bank loans are secured by:

- (i) Certain of the Group's buildings and hotel properties with aggregate carrying values of approximately HK\$42,017,000 and HK\$41,723,000 as at 31 March 2011 and 2010, respectively (note 14);
- (ii) Certain of the Group's investment properties situated in Mainland China with aggregate carrying values of approximately HK\$9,172,434,000 and HK\$9,077,250,000 as at 31 March 2011 and 2010, respectively (note 15);
- (iii) Certain of the Group's properties under development situated in Mainland China with aggregate carrying values of approximately HK\$121,395,000 and HK\$93,905,000 as at 31 March 2011 and 2010, respectively (note 16);
- (iv) Certain of the Group's leasehold land with aggregate carrying values of approximately HK\$2,496,000 and HK\$2,437,000 as at 31 March 2011 and 2010, respectively (note 17); and
- (v) Certain of the Group's properties held for sale with aggregate carrying values of approximately HK\$44,762,000 as at 31 March 2010. These pledged properties held for sale have been released as at 31 March 2011.

All interest-bearing bank and other borrowings bear interest at floating rates ranging from 4.78% to 6.10% per annum and are denominated in RMB.

The carrying amounts of the Group's bank and other borrowings approximate to their fair values, which have been calculated by discounting the expected future cash flows at the prevailing interest rates.

31. 計息銀行及其他借貸(續)

本集團若干銀行貸款由下列各項抵押：

- (i) 於2011年及2010年3月31日賬面總值分別約42,017,000港元及41,723,000港元的本集團若干樓宇及酒店物業(附註14)；
- (ii) 於2011年及2010年3月31日賬面總值分別約9,172,434,000港元及9,077,250,000港元的本集團位於中國大陸的若干投資物業(附註15)；
- (iii) 於2011年及2010年3月31日賬面總值分別約121,395,000港元及93,905,000港元的本集團位於中國大陸的若干發展中物業(附註16)；
- (iv) 於2011年及2010年3月31日賬面總值分別約2,496,000港元及2,437,000港元的本集團若干租賃土地(附註17)；及
- (v) 於2010年3月31日賬面總值約44,762,000港元的本集團若干持作銷售物業。持作出售的該等抵押物業於2011年3月31日已獲解除。

所有計息銀行及其他借貸按每年4.78%至6.10%不等的浮動利率計息，並以人民幣為單位。

本集團計息銀行及其他借貸的賬面值與其公平值相若，乃按預期日後現金流量以當時利率貼現計算。

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32. Senior Notes

On 14 January 2011, the Company issued senior notes in an aggregate principal amount of US\$250,000,000 ("the Senior Notes"). The Senior Notes are listed on the Singapore Exchange Securities Trading Limited. The Senior Notes carry interest at the rate of 13.5% per annum, payable semi-annually on January 14 and July 14 in arrears, and will mature on 14 January 2016, unless redeemed earlier. The offering price was at 97.381% of the principal amount of the Senior Notes.

At any time on or after 14 January 2014, the Company may redeem the Senior Notes, in whole or in part, at a redemption price equal to the percentage of principal amount set forth below plus accrued and unpaid interest to (but not including) the redemption date if redeemed during the twelve month period beginning on 14 January of each of the years indicated below:

Period	Redemption price
2014	106.750%
2015 and thereafter	103.375%

At any time prior to 14 January 2014, the Company may at its option redeem the Senior Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the Senior Notes plus the applicable premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

32. 優先票據

於2011年1月14日，本公司發行本金總額250,000,000美元的優先票據（「優先票據」）。優先票據於新加坡證券交易所有限公司上市。優先票據按年利率13.5%計息，每半年於1月14日及7月14日期後支付，並將於2016年1月14日到期（除非提早贖回）。發售價為優先票據本金額的97.381%。

於2014年1月14日或之後任何時候，本公司可按相等於下述本金額百分比的贖回價，另加截至贖回日期（但不包括該日）的累計及未付利息，贖回全部或部分優先票據（倘於下文所示各年度1月14日開始的12個月期間內贖回）：

期間	贖回價
2014年	106.750%
2015年及之後	103.375%

於2014年1月14日前任何時間，本公司可按相等於優先票據本金額100%的贖回價，另加截至贖回日期（但不包括該日）優先票據的適用溢利及累計及未付利息（如有），贖回全部但非部分優先票據。

32. Senior Notes (continued)

At any time prior to 14 January 2014, the Company may redeem up to 35% of the aggregate principal amount of the Senior Notes with the net cash proceeds of one or more sales of common stock of the Company in an equity offering at a redemption price of 113.5% of the principal amount of the Senior Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date, provided that at least 65% of the aggregate principal amount of the Senior Notes originally issued remains outstanding after each such redemption and any such redemption takes place within 60 days after the closing of the related sale of the Company's capital stock and subject to certain conditions.

The Senior Notes contain a liability component and the above early redemption options:

- (i) Liability component represents the present value of the contractually determined stream of future cash flows discounted at the prevailing market interest rate at that time applicable to instruments of comparable credit status and providing substantially the same cash flows, on the same terms, but without the embedded derivatives.

The interest charged for the period is calculated by applying an effective interest rate of approximately 14.57% per annum to the liability component of the Senior Notes since they were issued.

- (ii) Early redemption options are regarded as embedded derivatives not closely related to the host contract. The directors consider that the fair value of the above early redemption options is insignificant on initial recognition and at 31 March 2011.

32. 優先票據(續)

於2014年1月14日前任何時間，本公司可以在股份發售中進行一次或多次銷售本公司普通股所得的現金款項淨額，按優先票據本金額113.5%的贖回價，另加截至贖回日期(但不包括該日)的累計及未付利息(如有)，贖回最多優先票據本金總額的35%，惟每次贖回後優先票據原發行本金總額最少65%須仍未贖回，且任何有關贖回須於相關本公司股本銷售結束後60日內進行及受限於若干條件。

優先票據含有負債部分及上述提早贖回權：

- (i) 負債部分指合約所釐定未來現金流量按具有可資比較信貸評級並按相同條款提供大致相同現金流量但無嵌入衍生工具的工具當時適用的現行市場利率折現的現值。

期內收取的利息乃按優先票據發行以來的負債部份使用實際年利率約14.57%計算。

- (ii) 提早贖回權被視為並非與主合約有密切關係的嵌入衍生工具。董事認為於初始確認及2011年3月31日，上述提早贖回權的公平值不大。

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32. Senior Notes (continued)

The Senior Notes recognised in the statement of financial position were calculated as follows:

		Group and the Company 本集團及本公司 HK\$'000 千港元
Initial fair value on the date of issuance	發行日期的初次公平值	1,898,930
Transaction cost	交易成本	(56,043)
Carrying amount as at 14 January 2011	於2011年1月14日的賬面值	1,842,887
Interest expenses	利息開支	57,196
Carrying amount as at 31 March 2011	於2011年3月31日的賬面值	1,900,083

The fair value of the senior notes at 31 March 2011 amounted to HK\$1,831,635,000. The fair value is calculated using the market price of the senior notes on 31 March 2011.

32. 優先票據(續)

已於財務狀況表確認的優先票據計算如下：

於2011年3月31日，優先票據的公平值達1,831,635,000港元。公平值乃使用優先票據於2011年3月31日的市場價格計算。

33. Deferred Tax

The movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities

Group

		Accelerated tax depreciation 加速稅項 折舊 HK\$'000 千港元	Revaluation of investment properties 投資物業 重估 HK\$'000 千港元	Withholding tax 預扣稅 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2010	於2010年4月1日	37,724	1,667,579	69,764	1,775,067
Deferred tax charged to the income statement during the year (note 10)	年內收益表內扣除的遞延稅項(附註10)	34,846	366,042	81,081	481,969
Exchange realignment	匯兌調整	2,523	82,722	5,076	90,321
At 31 March 2011	於2011年3月31日	75,093	2,116,343	155,921	2,347,357

33. 遞延稅項

年內，遞延稅項負債及資產變動如下：

遞延稅項負債

本集團

33. Deferred Tax (continued)

Deferred tax assets

Group

		Tax effect of LAT 土地增值稅 的稅務影響 HK\$'000 千港元	Loss available for offsetting against future taxable profits 可供抵銷 未來應課稅 利潤的虧損 HK\$'000 千港元	Provision for impairment of accounts receivable 應收賬款 減值撥備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2010	於2010年4月1日	69,282	518	5,613	75,413
Deferred tax credited to the income statement during the year (note 10)	年內計入收益表內的遞延 稅項(附註10)	68,721	—	10,588	79,309
Exchange realignment	匯兌調整	4,750	23	508	5,281
At 31 March 2011	於2011年3月31日	142,753	541	16,709	160,003

Deferred tax liabilities

Group

		Accelerated tax depreciation 加速稅項 折舊 HK\$'000 千港元	Revaluation of investment properties 投資物業 重估 HK\$'000 千港元	Withholding tax 預扣稅 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2009	於2009年4月1日	23,486	1,335,862	—	1,359,348
Deferred tax charged to the income statement during the year (note 10)	年內收益表內扣除的遞延稅項 (附註10)	14,143	327,136	69,641	410,920
Exchange realignment	匯兌調整	95	4,581	123	4,799
At 31 March 2010	於2010年3月31日	37,724	1,667,579	69,764	1,775,067

33. 遞延稅項(續)

遞延稅項資產

本集團

遞延稅項負債

本集團

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33. Deferred Tax (continued)

Deferred tax assets

Group

		Tax effect of LAT 土地增值稅 的稅務影響 HK\$'000 千港元	Loss available for offsetting against future taxable profits 可供抵銷 未來應課稅 利潤的虧損 HK\$'000 千港元	Provision for impairment of accounts receivable 應收賬款 減值撥備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2009	於2009年4月1日	12,599	—	—	12,599
Deferred tax realised to the income statement during the year	年內於收益表變現的遞延稅項	(2,770)	—	—	(2,770)
Deferred tax credited to the income statement during the year (note 10)	年內計入收益表內的遞延稅項(附註10)	59,316	517	5,604	65,437
Exchange realignment	匯兌調整	137	1	9	147
At 31 March 2010	於2010年3月31日	69,282	518	5,613	75,413

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5%. The Group is therefore liable for withholding taxes on dividends distributed by subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008. In the current year, the Group accrued withholding tax of HK\$81,081,000 (2010: HK\$69,641,000) for those subsidiaries established in Mainland China.

The Group's deferred tax assets related to the LAT available for offsetting against future profits and were credited to the consolidated results. During the year ended 31 March 2011, no deferred tax assets (2010: HK\$2,770,000) were realised in the current corporate income tax.

33. 遞延稅項(續)

遞延稅項資產

本集團

	Tax effect of LAT 土地增值稅 的稅務影響 HK\$'000 千港元	Loss available for offsetting against future taxable profits 可供抵銷 未來應課稅 利潤的虧損 HK\$'000 千港元	Provision for impairment of accounts receivable 應收賬款 減值撥備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2009	12,599	—	—	12,599
Deferred tax realised to the income statement during the year	(2,770)	—	—	(2,770)
Deferred tax credited to the income statement during the year (note 10)	59,316	517	5,604	65,437
Exchange realignment	137	1	9	147
At 31 March 2010	69,282	518	5,613	75,413

根據中國企業所得稅法，於中國內地成立的外商投資企業向海外投資者宣派的股息須繳納10%預扣稅。是項規定自2008年1月1日起生效，並適用於2007年12月31日後賺取的盈利。倘中國大陸與海外投資者所處司法權區訂立稅務條約，則可繳納較低預扣稅。就本集團而言，適用稅率為5%。因此，本集團須就於中國內地成立的附屬公司分派2008年1月1日後所賺取盈利的股息而繳納預扣稅。於本年度，本集團就其於中國內地成立的附屬公司作出之應計預扣稅為81,081,000港元(2010年：69,641,000港元)。

本集團的遞延稅項資產與可供抵銷未來利潤的土地增值稅有關，並計入綜合業績。截至2011年3月31日止年度，並無遞延稅項資產(2010年：2,770,000港元)變現為即期企業所得稅。

34. Share Capital

34. 股本

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Authorised:	法定：		
30,000,000,000 (31 March 2010: 30,000,000,000) ordinary shares of HK\$0.01 each	30,000,000,000 股 (2010年3月31日： 30,000,000,000 股) 每股 面值0.01 港元的普通股	300,000	300,000
Issued and fully paid:	已發行及繳足：		
5,987,564,000 (31 March 2010: 6,000,000,000) ordinary shares of HK\$0.01 each	5,987,564,000 股 (2010年3月31日： 6,000,000,000 股) 每股 面值0.01 港元的普通股	59,876	60,000

During the year ended 31 March 2011, the movements in issued capital were as follows:

截至2011年3月31日止年度，已發行股本變動如下：

		Notes 附註	Number of shares in issue 已發行股份數目	Issued capital 已發行股本 HK\$'000 千港元
At 1 April 2009	於2009年4月1日		20,000,000	200
Capitalisation of shareholders' loan	股東貸款資本化	(i)	4,480,000,000	44,800
Issuance of new shares	發行新股	(ii)	1,500,000,000	15,000
At 31 March 2010	於2010年3月31日		6,000,000,000	60,000
Repurchase of shares	購回股份	(iii)	(20,436,000)	(204)
Exercise of share options	行使購股權	(iv)	8,000,000	80
At 31 March 2011	於2011年3月31日		5,987,564,000	59,876

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34. Share Capital (continued)

- (i) On 4 September 2009, the existing shareholders of the Company at that date ("Existing Shareholders") unanimously passed the resolution of the capitalisation of an aggregate amount of HK\$85,800,000 shareholders' loan made by the Existing Shareholders to the Company according to their proportionate shareholding at the IPO date, whereby HK\$44,800,000 would be paid up in full at par value for the allotment and issuance of an aggregate number of 4,480,000,000 shares of HK\$0.01 each to these Existing Shareholders (or their nominees), with the remaining HK\$41,000,000 to be credited to the share premium account of the Company. On 30 September 2009, the IPO date of the Company, the shareholders' loan have been capitalised in accordance with the resolution. The shares allotted and issued pursuant to this resolution shall rank *pari passu* in all respects with the existing issued shares.
- (ii) On 30 September 2009, the Company issued 1,500,000,000 ordinary shares of HK\$0.01 each for cash at the price of HK\$2.1 per share, totalling HK\$3,150,000,000 pursuant to the Company's initial public offering for the listing of those shares on the Stock Exchange.
- (iii) During the year, the Company repurchased 20,436,000 of its own ordinary shares, in aggregate, on the market at a total consideration of HK\$24,616,000. These shares were cancelled during the year and the issued share capital of the Company was reduced by the par value of the repurchased ordinary shares.
- (iv) During the year, the subscription rights attaching to 8,000,000 share options were exercised at the subscription price of HK\$1.05 per share (note 35), resulting in the issue of 8,000,000 shares of HK\$0.01 each for a total cash consideration, before expenses, of HK\$8,400,000. An amount of HK\$3,001,000 was transferred from the share option reserve to the share premium account upon the exercise of the share options.

34. 股本(續)

- (i) 於2009年9月4日，本公司於當天的原有股東(「原有股東」)一致通過決議案，批准原有股東根據於首次公開發售股份日期的股權比例向本公司作出的總額85,800,000港元的股東貸款資本化，據此，將會按面值全數繳足44,800,000港元，以向該等原有股東(或其代名人)配發及發行合共4,480,000,000股每股面值0.01港元的股份，其餘41,000,000港元計入本公司股份溢價賬的進賬。於2009年9月30日(本公司進行首次公開發售股份日期)，股東貸款已根據決議案資本化。根據本決議案將予配發及發行的股份與現有已發行股份在各方面享有同等地位。
- (ii) 於2009年9月30日，本公司根據其首次公開發售股份在聯交所上市，按每股2.1港元現金價格，發行1,500,000,000股每股面值0.01港元的普通股，合共3,150,000,000港元。
- (iii) 年內，本公司於市場購回合共20,436,000股本公司普通股，總代價為24,616,000港元。年內，該等股份被註銷，而本公司已發行股本按購回普通股的面值扣減。
- (iv) 年內，8,000,000份購股權附帶的認購權以認購價每股1.05港元行使(附註35)，導致以總現金代價(扣除開支前)8,400,000港元發行8,000,000股每股0.01港元的股份。為數3,001,000港元的款項於購股權行使後由購股權儲備轉撥至股份溢價賬。

35. Share Options

(a) Pre-IPO Share Option Agreements

The Company has granted certain share options for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Grantees of the share options include Directors and certain employees of the Group. The share options were approved by the Company on 13 October 2006 ("Pre-IPO Options").

The number of Pre-IPO Options upon their exercise was equal to 3% of the Company's issued ordinary shares for Initial Public Offering ("IPO") of the listing on the Stock Exchange that was of 180,000,000 ordinary shares. The options must be exercised within two to three years following the IPO of the Company, and the exercise price shall be 50% of the offer price of each share in the IPO as at HK\$1.05.

All Pre-IPO Options were granted in prior year, and their fair value of HK\$67,521,000 was estimated by Vigers Appraisal & Consulting Ltd ("Vigers"). All the share option expenses were recognised in the consolidated income statement in prior year (2010: HK\$3,294,000).

35. 購股權

(a) 首次公開發售股份前購股權協議

本公司已授出若干購股權，向為本集團業務成就作出貢獻的合資格參與者提供獎勵及報酬。購股權承授人包括本集團董事及若干僱員。本公司已於2006年10月13日批准購股權（「首次公開發售股份前購股權」）。

首次公開發售股份前購股權獲行使時的股數相等於本公司於聯交所上市首次公開發售股份（「首次公開發售股份」）時已發行普通股的3%（即180,000,000股普通股）。購股權必須於本公司進行首次公開發售股份後兩至三年內行使，行使價為首次公開發售股份中每股發售價的50%，即1.05港元。

所有首次公開發售股份前購股權已於過往年度授出，其公平值為67,521,000港元，由威格斯資產評估顧問有限公司（「威格斯」）進行估計。於過往年度，所有購股權開支已於綜合收益表確認（2010年：3,294,000港元）。

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35. Share Options (continued)

(a) Pre-IPO Share Option Agreements (continued)

The following share options were outstanding as at 31 March 2011 and 2010:

		Exercise price 行使價 HK\$ per share 每股港元	Number of options 購股權數目 '000 千股
At 1 April 2010	於2010年4月1日	1.05	180,000
Exercised during the year	於年內行使	1.05	(8,000)
At 31 March 2011	於2011年3月31日		172,000

The weighted average share price at the date of exercise for share options exercised during the year was HK\$1.25 per share (2010: No share options were exercised).

於年內行使的購股權於行使日期的加權平均股價為每股1.25港元(2010年：概無購股權獲行使)。

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

截至申報期間結束時，未行使購股權的行使價及行使期如下：

2011	2011年
Number of options 購股權數目 '000 千股	Exercise price 行使價 HK\$ per share 每股港元
132,000	1.05
40,000	1.05
172,000	

Exercise period
行使期

30-9-2009 to 29-9-2012
2009年9月30日至2012年9月29日

30-9-2009 to 29-9-2011
2009年9月30日至2011年9月29日

35. Share Options (continued)

(a) Pre-IPO Share Option Agreements (continued)

2010

Number of options 購股權數目 '000 千股	Exercise price 行使價 HK\$ per share 每股港元
132,000	1.05
48,000	1.05
<u>180,000</u>	

The fair value of equity-settled share options granted was estimated as at the date of grant, using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model:

Value of the Company's shares	Make reference to similar companies
Exercise price	50% of stock price at grant date
Dividend yield (%)	0.00
Expected volatility (%)	40.00
Risk-free interest rate (%)	3.90
Expected life of option (year)	2.4

35. 購股權(續)

(a) 首次公開發售股份前購股權協議(續)

2010年

Exercise period 行使期
30-9-2009 to 29-9-2012 2009年9月30日至2012年9月29日
30-9-2009 to 29-9-2011 2009年9月30日至2011年9月29日

於授出日期採用二項式模式對已授出以權益結算的購股權的公平值進行估計，並已考慮購股權獲授出時的條款及條件。下表列示所用模式的輸入值：

本公司股份價值	參照類似的公司
行使價	授出日期股價 50%
股息率(%)	0.00
預期波動性(%)	40.00
無風險利率(%)	3.90
預期購股權年期(年)	2.4

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35. Share Options *(continued)*

(a) Pre-IPO Share Option Agreements *(continued)*

The expected life of the options is based on the historical data over the past three years of similar companies and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility of similar companies is indicative of the future trends, which may also not necessarily be the actual outcome. The exercise price is 50% of the offer price of each share at the IPO. The expected life of the options is based on the directors' estimation on the date of the IPO.

No other feature of the options granted was incorporated into the measurement of fair value.

The 8,000,000 share options exercised during the year resulted in the issue of 8,000,000 ordinary shares of the Company and new share capital of HK\$80,000 and share premium of HK\$11,321,000 (before issue expenses), as further detailed in note 36 to the financial statements.

(b) Share Option Scheme

The Company has adopted a share option scheme on 4 September 2009 (the "Share Option Scheme") to provide incentives and reward to selected eligible persons which includes directors, employees, officers, agents, consultants or representatives of the Group for their contribution or potential contribution to the Company or its subsidiaries. The Share Option Scheme became effective on 30 September 2009 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. Further details of the Share Option Scheme are set out in "Report of the Directors" of this annual report.

35. 購股權 *(續)*

(a) 首次公開發售股份前購股權協議 *(續)*

購股權的預期年期乃按類似公司過去三年的歷史數據得出，未必顯示可能發生的行使情況。預期波動性反映了一項假設，即類似公司歷史波動性能顯示未來走勢，有關走勢亦未必是實際結果。行使價為首次公開發售股份時每股發售價的50%。購股權的預期年期乃按董事對首次公開發售股份日期的估計為基準。

計量公平值時，並無考慮所授出的購股權的其他特性。

年內8,000,000股購股權獲行使，導致發行8,000,000股本公司普通股及80,000港元的新股本以及11,321,000港元股份溢價(扣除發行開支前)，進一步詳情載於財務報表附註36。

(b) 購股權計劃

本公司已於2009年9月4日採納購股權計劃(「購股權計劃」)，向對本公司或其附屬公司作出貢獻或潛在貢獻的經甄選合資格人士(包括本集團董事、僱員、高級職員、代理、顧問或代表)提供獎勵及回報，購股權計劃自2009年9月30日起生效，並由當日起持續十年(除非取消或作出修訂)。購股權計劃的進一步詳情載於本年報中的「董事會報告」。

35. Share Options (continued)

(b) Share Option Scheme (continued)

On 2 December 2010, the Company granted 6,000,000 share options to an employee, with the exercise price of HK\$1.41 per share. Details of the movement of the share options under the Share Option Scheme are as follows:

		Exercise price 行使價 HK\$ per share 每股港元	Number of options 購股權數目 '000 千股
At 1 April 2010	於2010年4月1日	—	—
Granted during the year	於年內授出	1.41	6,000
At 31 March 2011	於2011年3月31日		6,000

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

截至申報期間結束時，未行使購股權的行使價及行使期如下：

2011	2011年
Number of options 購股權數目 '000 千股	Exercise price 行使價 HK\$ per share 每股港元
2,000	1.41
2,000	1.41
2,000	1.41
6,000	

Exercise period
行使期

2-12-2011 to 1-12-2015
2011年12月2日至2015年12月1日

2-12-2012 to 1-12-2015
2012年12月2日至2015年12月1日

2-12-2013 to 1-12-2015
2013年12月2日至2015年12月1日

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35. Share Options (continued)

(b) Share Option Scheme (continued)

The fair value of the share options granted during the year was HK\$1,992,000, of which the Group recognised a share option expense of HK\$396,000 during the year ended 31 March 2011.

The fair value of equity-settled share options granted during the year was estimated as at the date of grant by Vigers, using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used:

Share price at the date of grant	於授出日之股價	1.41
Exercise price (HK\$)	行使價(港元)	1.41
Dividend yield (%)	股息率(%)	1.59
Expected volatility (%)	預期波動性(%)	30
Risk-free interest rate (%)	無風險利率(%)	1.46
Expected life of options (years)	預期購股權年期(年)	4.06 - 4.65

The expected life of the options is based on the historical data and is not necessarily indicative of the exercise patterns that may occur. The expected volatility was determined based on the movement of the share price during the year ended 31 March 2011, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

At the end of the reporting period, the Company had 178,000,000 share options outstanding under the Pre-IPO Share Option Agreements and the Share Option Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 178,000,000 additional ordinary shares of the Company and additional share capital of HK\$1,780,000 and share premium of HK\$187,280,000 (before issue expenses).

35. 購股權(續)

(b) 購股權(續)

截至2011年3月31日止年度內，年內授出的購股權的公平值為1,992,000港元，其中本集團確認購股權開支396,000港元。

威格斯資產評估顧問有限公司於授出日期採用二項式模式對年內已授出以權益結算的購股權的公平值進行估計，並已考慮購股權獲授出時的條款及條件。下表列示所用模式的輸入值：

購股權的預期年期乃按歷史數據得出，及未必顯示可能發生的行使情況。預期波動性乃按截至2011年3月31日止年度內之股價變動而釐定，未必是實際結果。

計量公平值時，並無考慮所授出的購股權的其他特性。

申報期間結束時，根據首次公開發行股份前購股權協議及購股權計劃，本公司有178,000,000股未行使購股權。根據本公司現時的資本結構而言，全數行使未行使購股權將會導致本公司發行178,000,000股額外普通股及額外股本1,780,000港元及187,280,000港元股份溢價(扣除發行開支前)。

35. Share Options *(continued)*

Subsequent to the end of the reporting period, on 11 April 2011, a total of 226,900,000 share options under the Share Option Scheme were granted to an executive director and certain employees of the Company and its subsidiaries in respect of their services to the Group. These share options have an exercise price of HK\$1.29 per share and an exercise period ranging from 11 April 2011 to 10 April 2016. The price of the Company's shares at the date of grant was HK\$1.26 per share.

At the date of approval of these financial statements, the Company had 404,900,000 share options outstanding under the Pre-IPO Share Option Agreements and the Share Option Scheme, which represented approximately 6.8% of the Company's shares in issue as at that date.

36. Reserves

(a) Group

The amounts of the Group's reserves and the movements therein for the current year and the prior year are presented in the consolidated statement of changes in equity on pages 87 to 88 of the financial statements.

Pursuant to the relevant laws and regulations for Sino-foreign joint venture enterprises, a portion of the profits of the Group's subsidiaries which are established in the PRC has been transferred to the statutory reserve which is restricted as to use.

35. 購股權 (續)

申報期間結束後，於2011年4月11日，就本公司及其附屬公司一位執行董事及若干僱員對本集團的服務，根據購股權計劃授予彼等合共226,900,000份購股權。該等購股權行使價為每股1.29港元，行使期介乎2011年4月11日至2016年4月10日期間。於授出日期本公司股價為每股1.26港元。

於該等財務報表批准當日，根據首次公開發行股份前購股權協議及購股權計劃，本公司有404,900,000股未行使購股權，即佔本公司於該日已發行股份約6.8%。

36. 儲備

(a) 本集團

本集團的儲備金額及於本年度及過往年度的變動乃於財務報表第87至88頁綜合權益變動表呈列。

根據中外合營企業相關法律及法規，本集團旗下在中國成立的附屬公司的部分利潤已轉撥至用途受限制的法定儲備金。

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36. Reserves (continued) (b) Company

36. 儲備(續) (b) 本公司

		Capital reserve 資本儲備 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Share premium account 股份溢價賬 HK\$'000 千港元	Retained profits 保留利潤 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2009	於2009年4月1日	182,768	64,226	—	53,095	300,089
Profit for the year	年內利潤	—	—	—	235,995	235,995
Equity-settled share option arrangement	以權益結算的購股權安排	—	3,294	—	—	3,294
Transfer to retained profits	轉移至保留利潤	(182,768)	—	—	182,768	—
Issue of shares at a premium through initial public offering	通過首次公開發售按溢價發行股份	—	—	3,135,000	—	3,135,000
Issue of shares by capitalisation of shareholders' loan	通過資本化股東貸款發行股份	—	—	41,000	—	41,000
Transaction costs attributable to issue of shares	發行股份應佔交易成本	—	—	(136,598)	—	(136,598)
Proposed final dividend (note 12)	擬派末期股息(附註12)	—	—	—	(119,591)	(119,591)
At 31 March 2010	於2010年3月31日	—	67,520	3,039,402	352,267	3,459,189

		Capital redemption reserve 資本贖回 儲備 HK\$'000 千港元	Share option reserve 購股權 儲備 HK\$'000 千港元	Share premium account 股份溢價賬 HK\$'000 千港元	Retained profits 保留利潤 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 April 2010	於2010年4月1日	—	67,520	3,039,402	352,267	3,459,189
Profit for the year	年內利潤	—	—	—	131,680	131,680
Repurchase of shares (note 34)	購回股份(附註34)	204	—	—	(24,616)	(24,412)
Exercise of share options (note 35)	行使購股權(附註35)	—	(3,001)	11,321	—	8,320
Equity-settled share option arrangement	以權益結算的購股權安排	—	396	—	—	396
Proposed final dividend (note 12)	擬派末期股息(附註12)	—	—	—	(149,689)	(149,689)
At 31 March 2011	於2011年3月31日	204	64,915	3,050,723	309,642	3,425,484

37. Acquisition of Non-Controlling Interests

On 19 July 2010, China Central City (BVI) Limited, a wholly-owned subsidiary of the Group, purchased a 100% equity interest in Fortune Pace Limited and Fortune Great Limited, which formerly held a 30% equity interest in Heyuan Enterprise with a consideration of HK\$120,000,000. Following the purchase, Heyuan Enterprise was 100% owned by the Group.

The difference of HK\$88,181,000 between the carrying amount of HK\$31,819,000 of the non-controlling interests as at the acquisition date and the purchase consideration of HK\$120,000,000 was accounted for as a deduction of capital reserve.

38. Pledge Of Assets

Details of the Group's bank and other borrowings, which are secured by the assets of the Group, are included in notes 14, 15, 16, 17 and 31 to the financial statements.

39. Contingent Liabilities

At the end of each reporting period, contingent liabilities not provided for in the financial statements were as follows:

37. 收購非控股權益

於2010年7月19日，本集團的全資附屬公司華中城(BVI)有限公司以120,000,000港元的代價收購祺迅投資有限公司及瑞鵬投資有限公司(過往持有河源實業的30%股權)的100%股權。購買後，河源實業由本集團擁有100%權益。

非控股權益於收購日期的賬面值31,819,000港元與收購代價120,000,000港元的差額88,181,000港元入賬為資本儲備扣減。

38. 資產抵押

以本集團的資產作抵押的銀行及其他借貸詳情載於財務報表附註14、15、16、17及31。

39. 或然負債

於各申報期間結束時，財務報表內未有撥備的或然負債如下：

		Group 本集團		Company 本公司	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Guarantees given to banks in connection with facilities granted to:	就以下各方獲授的融資而向銀行提供的擔保：				
Subsidiaries	附屬公司	—	—	138,577	250,250
Third parties	第三方	152,621	217,921	—	—
		152,621	217,921	138,577	250,250

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39. Contingent Liabilities (continued)

As at 31 March 2011, the banking facilities granted to a subsidiary subject to guarantees given to the banks by the Company were utilised to the extent of approximately HK\$138,577,000 (2010: HK\$250,250,000).

The Group has provided guarantees in respect of banking facilities granted by certain banks in connection with the mortgage loans entered into by purchasers of the Group's trade centers and residential properties, and bank loans entered into by lessees of the Group's residential properties. Pursuant to the terms of the guarantees, if there is default of the loan payments by these purchasers and lessees, the Group is responsible to repay the outstanding loans together with accrued interest thereon and any penalty owed by the defaulted purchasers and lessees to banks. The Group is then entitled to take over the legal title and usage rights of the related properties. For trade center units and residential properties sold, the guarantee period commences from the dates of grant of the relevant loans and ends when the purchasers obtain the building ownership certificate which will then be pledged with the banks. For leased residential properties, the guarantees will be released accordingly along with the repayment of loan principal by the lessees.

The Group did not incur any material losses during the financial years in respect of the guarantees provided for mortgage facilities granted to purchasers and lessees of the Group's properties. The directors consider that in case of default on payments, the net realisable value of the related properties can cover the repayment of the outstanding mortgage loans together with any accrued interest and penalty, and therefore no provision has been made in connection with the guarantees.

39. 或然負債(續)

於2011年3月31日，本公司向銀行提供擔保一家附屬公司獲授的銀行融資中約138,577,000港元(2010年：250,250,000港元)已動用。

若干銀行與本集團交易中心及住宅物業買家及本集團住宅物業承租人分別訂立按揭貸款及銀行貸款，本集團就該等銀行貸款融資提供擔保。根據該等擔保條款，倘該等買家及承租人拖欠貸款還款，本集團負責償還未付貸款，連同應計利息，以及欠款買家及承租人結欠銀行的任何罰金。其後，本集團有權接管相關物業的法律業權及使用權。已售交易中心商舖及住宅物業方面，擔保期由相關貸款授出日期起至買家取得其後抵押予銀行的房地產權證日期止。就租賃住宅物業而言，擔保將隨承租人償還貸款本金解除。

本集團於財政年度內並無因向本集團物業買家及承租人獲授按揭融資所提供擔保錄得任何重大虧損。董事認為，倘出現拖欠款項的情況，相關物業的可變現淨值足以支付未償還按揭貸款連同任何應計利息及罰款，故無就擔保計提撥備。

40. Operating Lease Arrangements

(a) As lessor

The Group leases its investment properties (note 15) and properties sold with cooperation arrangements and leasing arrangements under operating lease arrangements negotiated for terms ranging from 1 to 10 years. The terms of the leases also require the tenants to pay security deposits.

At the end of each reporting period, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

Group

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Within one year	一年內	127,856	70,663
In the second to fifth years, inclusive	第二至第五年(包括首尾 兩年在內)	154,590	61,435
After five years	五年以後	72,920	13,713
		355,366	145,811

40. 經營租賃安排

(a) 作為出租人

本集團根據經營租賃安排租賃其投資物業(附註15)及以合作安排及租賃安排的出售物業，並磋商1至10年的租賃期。租賃條款亦規定租戶支付押金。

於各申報期間結束時，本集團根據與租戶訂立的不可註銷經營租賃按下列到期日之未來最低應收租金總額如下：

本集團

		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Within one year	一年內	127,856	70,663
In the second to fifth years, inclusive	第二至第五年(包括首尾 兩年在內)	154,590	61,435
After five years	五年以後	72,920	13,713
		355,366	145,811

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40. Operating Lease Arrangements (continued)

(b) As lessee

The Group leases certain of its offices, staff quarters and properties sold under operating lease arrangements. Leases are negotiated for terms ranging from one to five years.

At the end of each reporting period, the Group and the Company had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		Group 本集團		Company 本公司	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Within one year	一年內	76,622	48,094	1,441	383
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年在內)	124,700	2,521	2,823	—
After five years	五年以後	—	—	—	—
Total	總計	201,322	50,615	4,264	383

40. 經營租賃安排(續)

(b) 作為承租人

本集團以經營租賃安排租賃若干辦公室、員工宿舍及已售物業，並磋商一至五年的租賃期。

於各申報期間結束時，本集團及本公司根據不可註銷經營租賃按下列到期日之未來最低租金總額如下：

41. Commitments

In addition to the operating lease commitments detailed in note 40(b) above, the Group had the following commitments at the end of each reporting period:

Group		本集團	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Contracted, but not provided for:	已訂約但未撥備：		
Properties under development	發展中物業	966,079	48,411
Capital contribution to an associate	向一家聯營公司出資	—	450
		966,079	48,861
Authorised, but not contracted for:	已授權但未訂約：		
Properties under development	發展中物業	6,408,729	5,641,374

41. 承擔

除上文附註40(b)詳述的經營租賃承擔外，於各申報期間結束時，本集團有下列承擔：

42. Related Party Transactions

- (a) In addition to the transactions disclosed elsewhere in the financial statements, the Group had the following material transactions with related parties during the year:

Group		Notes 附註	本集團 2011 HK\$'000 千港元	2010 HK\$'000 千港元
Companies in which a director of the Company is a controlling shareholder:	本公司董事擔任控股股東的公司：			
Consultancy fees paid	已付顧問費	(i)	—	300
Rental expense and related service fees for office building	辦公樓的租金開支及相關服務費用	(ii)	1,884	1,898
Rental expense for trade centers	交易中心的租金開支	(iii)	838	874

Notes:

- (i) The consultancy fees were related to the consultancy and management services provided to the Group by a related company and were based on terms mutually agreed between both parties.
- (ii) The rental expense and related service fees for the office building were related to the leasing of office space provided to the Group by a related company. The fees were based on terms mutually agreed between both parties.
- (iii) The rental expense was related to leasing of trade centers provided to the Group by related parties. The rental was based on terms mutually agreed between the parties.

附註：

- (i) 顧問費乃與關連公司向本集團提供的顧問及管理服務有關，並根據雙方協定的條款而進行。
- (ii) 辦公樓的租金開支及相關服務費用與一家關連公司向本集團出租辦公室面積有關。有關費用根據雙方協定條款計算。
- (iii) 租金收入與關連人士向本集團出租交易中心有關。租金按各方相互協定的條款釐定。

(b) Outstanding balances with related parties

- (i) Details of the Group's amounts due from/to its jointly-controlled entities and an associate as at the end of each reporting period are disclosed in notes 20 and 21, respectively.
- (ii) As disclosed in the consolidated statement of financial position, the Group had an outstanding balance due to non-controlling interests of HK\$51,170,000 (2010: Nil) as at the end of reporting period. The balance is unsecured, interest-free and not repayable within one year.

42. 關連人士交易

- (a) 除財務報表另有披露的交易外，於年內，本集團與關連人士進行了下列重大交易：

(b) 與關連人士之間的未結付結餘

- (i) 本集團於各申報期間結束時的應收／應付共同控制實體及一家聯營公司款項詳情分別在附註20及21披露。
- (ii) 於綜合財務狀況表中披露，本集團於申報日期結束時有應付非控股權益款項51,170,000港元(2010年：無)。有關款項為無抵押、免息及不於一年內償還。

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42. Related Party Transactions (continued)

(c) Compensation of key management personnel of the Group:

Group		本集團	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Short term employee benefits	短期僱員福利	25,151	51,745
Post-employment benefits	離職後福利	24	36
Equity-settled share option expense	以權益結算的購股權開支	—	3,074
Total compensation paid to key management personnel		25,175	54,855

Further details of directors' emoluments are included in note 8 to the financial statements.

董事酬金進一步詳情載於財務報表附註8。

43. Financial Instruments by Category

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

Financial assets

2011

Amounts due from jointly-controlled entities (note 20)	應收共同控制實體款項(附註20)	11,479	—	11,479
Finance lease receivables (note 23)	融資租賃應收款項(附註23)	46,795	—	46,795
Held for trading investments (note 27)	持作買賣投資(附註27)	—	153,065	153,065
Trade receivables (note 25)	應收貿易賬款(附註25)	589,943	—	589,943
Financial assets included in prepayments, deposits and other receivables (note 26)	計入預付款項、按金及其他應收款項的財務資產(附註26)	22,746	—	22,746
Restricted cash (note 28)	受限制現金(附註28)	43,181	—	43,181
Cash and bank balances (note 29)	現金及銀行結餘(附註29)	4,521,310	—	4,521,310
		5,235,454	153,065	5,388,519

42. 關連人士交易(續)

(c) 本集團主要管理人員薪酬：

43. 金融工具分類

各類金融工具於申報期間結束時的賬面值如下：

財務資產

2011年

Loans and receivables	Group		Total
	Financial assets at fair value through profit or loss		
貸款及應收款項	透過損益以公平值列賬的財務資產		總計
HK\$'000 千港元	HK\$'000 千港元		HK\$'000 千港元
11,479	—		11,479
46,795	—		46,795
—	153,065		153,065
589,943	—		589,943
22,746	—		22,746
43,181	—		43,181
4,521,310	—		4,521,310
5,235,454	153,065		5,388,519

43. Financial Instruments by Category (continued)

Financial assets (continued)

2010

Amounts due from jointly-controlled entities (note 20)	應收共同控制實體款項 (附註20)	11,034	—	11,034
Loan receivables (note 22)	應收貸款(附註22)	625	—	625
Finance lease receivables (note 23)	融資租賃應收款項(附註23)	54,250	—	54,250
Held for trading investments (note 27)	持作買賣投資(附註27)	—	123,932	123,932
Trade receivables (note 25)	應收貿易賬款(附註25)	234,155	—	234,155
Financial assets included in prepayments, deposits and other receivables (note 26)	計入預付款項、按金及其他應收款項的財務資產 (附註26)	70,021	—	70,021
Restricted cash (note 28)	受限制現金(附註28)	8,851	—	8,851
Cash and bank balances (note 29)	現金及銀行結餘(附註29)	3,694,126	—	3,694,126
		4,073,062	123,932	4,196,994

Financial liabilities at amortised cost

按攤銷成本列賬的財務負債

		Group 本集團	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Amount due to an associate (note 21)	應付一家聯營公司款項 (附註21)	2,984	2,858
Financial liabilities included in trade and other payables (note 30)	計入貿易及其他應付款項的財務負債(附註30)	1,134,611	594,498
Senior notes (note 32)	優先票據(附註32)	1,900,083	—
Interest-bearing bank and other borrowings (note 31)	計息銀行及其他借貸 (附註31)	4,242,697	4,202,725
Amount due to non-controlling interests (note 42(b)(ii))	應付非控股權益款項 (附註42(b)(ii))	51,170	—
		7,331,545	4,800,081

43. 金融工具分類(續)

財務資產(續)

2010年

	Group 本集團	
Loans and receivables	Financial assets at fair value through profit or loss	Total
貸款及應收款項	透過損益以公平值列賬的財務資產	總計
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元

Amounts due from jointly-controlled entities (note 20)	應收共同控制實體款項 (附註20)	11,034	—	11,034
Loan receivables (note 22)	應收貸款(附註22)	625	—	625
Finance lease receivables (note 23)	融資租賃應收款項(附註23)	54,250	—	54,250
Held for trading investments (note 27)	持作買賣投資(附註27)	—	123,932	123,932
Trade receivables (note 25)	應收貿易賬款(附註25)	234,155	—	234,155
Financial assets included in prepayments, deposits and other receivables (note 26)	計入預付款項、按金及其他應收款項的財務資產 (附註26)	70,021	—	70,021
Restricted cash (note 28)	受限制現金(附註28)	8,851	—	8,851
Cash and bank balances (note 29)	現金及銀行結餘(附註29)	3,694,126	—	3,694,126
		4,073,062	123,932	4,196,994

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43. Financial Instruments by Category (continued)

Financial assets

		Company 本公司	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Loan to a subsidiary (note 19)	向一家附屬公司作出的 貸款(附註19)	752,400	452,400
Due from subsidiaries (note 19)	應收附屬公司款項 (附註19)	968,195	698,098
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金 及其他應收款項 的財務資產	3,708	1,099
Cash and bank balances (note 29)	現金及銀行結餘(附註29)	2,342,869	1,505,842
		4,067,172	2,657,439

Financial liabilities at amortised cost

按攤銷成本列賬的財務負債

		Company 本公司	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Due to subsidiaries (note 19)	應付附屬公司款項 (附註19)	899	899
Financial liabilities included in other payables, accruals and deposits received	計入其他應付款項、 應計項目及已收按金 的財務負債	34,055	20,474
Senior notes (note 32)	優先票據(附註32)	1,900,083	—
		1,935,037	21,373

44. Fair Value Hierarchy

The carrying amounts and fair values of the Group's and the Company's financial instruments are as follows:

Group

44. 公平值等級

本集團及本公司金融工具的賬面值及公平值如下：

本集團

		Carrying amounts		Fair values	
		賬面值		公平值	
		2011	2010	2011	2010
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Financial assets	財務資產				
Amounts due from jointly-controlled entities	應收共同控制實體款項	11,479	11,034	11,479	11,034
Loan receivables	應收貸款	—	625	—	625
Finance lease receivables	融資租賃應收款項	46,795	54,250	46,795	54,250
Held for trading investments	持作買賣投資	153,065	123,932	153,065	123,932
Trade receivables	應收貿易賬款	589,943	234,155	589,943	234,155
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項的財務資產	22,746	70,021	22,746	70,021
Restricted cash	受限制現金	43,181	8,851	43,181	8,851
Cash and bank balances	現金及銀行結餘	4,521,310	3,694,126	4,521,310	3,694,126
		5,388,519	4,196,994	5,388,519	4,196,994
Financial liabilities	財務負債				
Amount due to an associate	應付一家聯營公司款項	2,984	2,858	2,984	2,858
Financial liabilities included in trade and other payables	計入貿易及其他應付款項的財務負債	1,134,611	594,498	1,134,611	594,498
Senior notes	優先票據	1,900,083	—	1,831,635	—
Interest-bearing bank and other borrowings	計息銀行及其他借貸	4,242,697	4,202,725	4,242,697	4,202,725
Amount due to non-controlling interests	應付非控股權益款項	51,170	—	51,170	—
		7,331,545	4,800,081	7,263,097	4,800,081

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44. Fair Value Hierarchy (continued) Company

44. 公平值等級(續) 本公司

		Carrying amounts 賬面值		Fair values 公平值	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元	2011 HK\$'000 千港元	2010 HK\$'000 千港元
Financial assets	財務資產				
Loan to a subsidiary	向一家附屬公司作出的貸款	752,400	452,400	752,400	452,400
Due from subsidiaries	應收附屬公司款項	968,195	698,098	968,195	698,098
Financial assets included in prepayments, deposits and other receivables	計入預付款項、按金及其他應收款項的財務資產	3,708	1,099	3,708	1,099
Cash and bank balances	現金及銀行結餘	2,342,869	1,505,842	2,342,869	1,505,842
		4,067,172	2,657,439	4,067,172	2,657,439
Financial liabilities	財務負債				
Due to subsidiaries	應付附屬公司款項	899	899	899	899
Financial liabilities included in other payables, accruals and deposits received	計入其他應付款項、應計項目及已收按金的財務負債	34,055	20,474	34,055	20,474
Senior notes	優先票據	1,900,083	—	1,831,635	—
		1,935,037	21,373	1,866,589	21,373

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

Cash and bank balances, restricted cash, trade receivables, financial assets included in prepayments, deposits and other receivables, and financial liabilities included in trade and other payables, approximate to their carrying amounts largely due to the short term maturities of these instruments.

財務資產及負債的公平值按自願雙方於一項現行交易中交換有關工具可得款項(除強逼或清盤出售外)入賬。以下方法及假設用於估計公平值：

現金及銀行結餘、受限制現金、應收貿易賬款、計入預付款項、按金及其他應收款項的財務資產以及計入貿易及其他應付款項的財務負債與其賬面金額大致相若，主要由於該等工具屬短期性質。

44. Fair Value Hierarchy (continued)

The fair values of interest-bearing bank and other borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The fair value of senior notes is calculated using the market price on 31 March 2011.

Fair value hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments:

Level 1: fair values measured based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: fair values measured based on valuation techniques for which any inputs which have a significant effect on the recorded fair value are not based on observable market data (unobservable inputs)

44. 公平值等級(續)

計息銀行及其他借貸的公平值乃透過使用類似條款、信貸風險及餘下到期日的金融工具現時可得的利率折現預期未來現金流量計算。優先票據的公平值乃採用於2011年3月31日的市場價值計算。

公平值等級

本集團運用下列等級，以取決及披露金融工具之公平值：

第一級：以可供識別資產或負債於活躍市場之報價(未經調整)為基準計量之公平值

第二級：以對可直接或間接觀察已記錄公平值具重大影響之輸入數據的評估方法計量之公平值

第三級：以對已記錄公平值具重大影響，而沒有可觀察市場數據(非可觀察投入)之輸入數據的評估方法計量之公平值

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44. Fair Value Hierarchy (continued)

Assets measured at fair value:

Group

		Level 1	Level 2	Level 3	Total
		第一級	第二級	第三級	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
As at 31 March 2011	於2011年3月31日				
Held for trading	透過損益以公平值				
investments at fair value	列賬之持作				
through profit or loss	買賣投資				
(note 27)	(附註27)	153,065	—	—	153,065
		Level 1	Level 2	Level 3	Total
		第一級	第二級	第三級	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
As at 31 March 2010	於2010年3月31日				
Held for trading	透過損益以公平值				
investments at fair value	列賬之持作				
through profit or loss	買賣投資				
(note 27)	(附註27)	123,932	—	—	123,932

44. 公平值等級(續)

按公平值計量之資產：

本集團

45. 財務風險管理目標及政策

45. Financial Risk Management Objectives and Policies

The Group's principal financial instruments comprise bank and other loans, senior notes, and cash and short term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets such as trade receivables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, credit risk, liquidity risk and foreign exchange risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

本集團主要金融工具包括銀行及其他貸款、優先票據、現金及短期存款。該等金融工具主要為本集團業務籌集資金。本集團亦擁有多項其他財務資產，例如直接從業務營運產生的應收貿易賬款。

本集團金融工具所產生的主要風險包括利率風險、信貸風險、流動資金風險及外匯風險。董事會對管理上述各項風險的政策進行檢討及協定，該等風險概述如下。

45. Financial Risk Management Objectives and Policies *(continued)*

Interest rate risk

The Group's exposure to interest rate risk relates primarily to the Group's borrowings. The interest rates and terms of repayment of the Group's borrowings are disclosed in note 31 and 32 to the financial statements. The Group's policy is to obtain the most favourable interest rates available for its borrowings.

Because interest expenses related to the Group's borrowings were utilised primarily for property construction, and were capitalised when incurred, management does not anticipate any significant impact resulting from changes in interest rates for the year.

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the Group's other financial assets, which comprise cash and bank balances, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral except for the loan receivables provided to the purchasers as disclosed in note 22 to the financial statements.

45. 財務風險管理目標及政策(續)

利率風險

本集團面臨的利率風險主要與本集團的借貸相關。本集團借貸的利率及還款期於財務報表附註31及32中披露。本集團的政策是為其借貸取得最有利的利率。

鑑於有關本集團借貸的利息開支主要用作物業建築，並於產生時予以資本化，管理層預期本年度的利率變動不會導致任何重大影響。

信貸風險

本集團僅與獲認可及信譽良好的第三方進行貿易。本集團的政策是，對所有擬按信貸條款進行貿易的客戶進行信貸核實程序。此外，本集團持續對應收款項結餘進行監控，而其所面臨的壞賬風險並不顯著。

本集團其他財務資產(包括現金及銀行結餘)的信貸風險乃因交易對方違約而產生，所面臨的最大信貸風險相等於該等工具的賬面值。

由於本集團僅與獲認可及信譽良好的第三方進行貿易，故毋須提供抵押品，惟本財務報表附註22所披露向買家提供的應收貸款除外。

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45. Financial Risk Management Objectives and Policies (continued)

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

Group

		2011					Total 總計
		On demand 應要求	Within one year 一年內	One to two years 第一至二年	Two to five years 第二至五年	Beyond five years 五年後	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Financial liabilities included in trade and other payables	計入應付貿易及其他應付款項的財務負債	—	1,134,611	—	—	—	1,134,611
Senior notes	優先票據	—	263,250	263,250	2,739,750	—	3,266,250
Interest-bearing bank and other borrowings	計息銀行及其他借貸	406,778	1,513,013	1,185,882	1,024,690	732,853	4,863,216
Total	總計	406,778	2,910,874	1,449,132	3,764,440	732,853	9,264,077

		2010					Total 總計
		Within one year 一年內	One to two years 第一至二年	Two to five years 第二至五年	Beyond five years 五年後	HK\$'000 千港元	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Financial liabilities included in trade and other payables	計入應付貿易及其他應付款項的財務負債	594,498	—	—	—	—	594,498
Interest-bearing bank and other borrowings	計息銀行及其他借貸	1,612,020	944,485	1,500,858	514,941	—	4,572,304
Total	總計	2,206,518	944,485	1,500,858	514,941	—	5,166,802

45. 財務風險管理目標及政策(續)

流動資金風險

本集團的目標是透過使用銀行貸款，維持資金持續性與靈活性之間的平衡。

本集團於申報期間結束時的財務負債的到期資料(按照合同未折現付款)如下：

本集團

45. Financial Risk Management Objectives and Policies (continued)

The maturity profile of the Company's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

Company

		2011				Total 總計 HK\$'000 千港元
		On demand 應要求 HK\$'000 千港元	Within one year 一年內 HK\$'000 千港元	One to two years 第一至二年 HK\$'000 千港元	Two to five years 第二至五年 HK\$'000 千港元	
Due to subsidiaries	應付附屬公司款項	899	—	—	—	899
Financial liabilities included in other payables, accruals and deposits received	計入其他應付款項、應計項目及已收按金的財務負債	—	34,055	—	—	34,055
Senior notes	優先票據	—	263,250	263,250	2,739,750	3,266,250
Total	總計	899	297,305	263,250	2,739,750	3,301,204

		2010			Total 總計 HK\$'000 千港元
		On demand 應要求 HK\$'000 千港元	Within one year 一年內 HK\$'000 千港元	—	
Due to subsidiaries	應付附屬公司款項	899	—	—	899
Financial liabilities included in other payables	計入其他應付款項的財務負債	—	20,474	—	20,474
Total	總計	899	20,474	—	21,373

45. 財務風險管理目標及政策(續)

本公司於申報期間結束時的財務負債到期狀況(按照合同未折現付款)如下：

本公司

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45. Financial Risk Management Objectives and Policies (continued)

Foreign exchange risk

The Group's only investment in China remains its operating vehicle, which solely conducts business within Mainland China. Except for interest payables, repayment of foreign currency loans obtained to finance the Group's operations and any potential future dividend its subsidiaries might declare to its shareholders, the bulk of its revenue, capital investment and expenses are denominated in RMB. At the date of approval of the financial statements, the Group had not experienced any difficulties in obtaining government approval for its necessary foreign exchange purchases. During the year, the Group did not issue any financial instruments for hedging purposes.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the RMB exchange rate, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities).

Group

	2010年		2011年
If Hong Kong dollar weakens against RMB		倘港元兌人民幣轉弱	
If Hong Kong dollar strengthens against RMB		倘港元兌人民幣轉強	
2010		2010年	
If Hong Kong dollar weakens against RMB		倘港元兌人民幣轉弱	
If Hong Kong dollar strengthens against RMB		倘港元兌人民幣轉強	

45. 財務風險管理目標及政策(續)

外匯風險

本集團在中國僅有的投資項目仍為其經營公司，該公司僅在中國大陸經營業務。除應付利息、本集團撥資營運所需而取得的外幣貸款的還款以及其附屬公司可能向其股東宣派的任何潛在股息外，大部分收入、資本投資及開支均以人民幣為單位。於財務報表批准日期，本集團在申領政府批文以購買所需外匯方面，從未遇上任何困難。年內，本集團並無為對沖目的而發行任何金融工具。

下表顯示在所有其他變量維持不變的情況下，本集團稅前利潤於申報期間結束時對人民幣匯率的可能合理變動的敏感度，有關稅前利潤的變動乃因貨幣資產及負債的公平值出現變動所致。

本集團

Changes in RMB rate 人民幣匯率變動 %	Increase/ (decrease) in profit before tax 稅前利潤增加/ (減少) HK\$'000 千港元
-------------------------------------	--

2010	2010年		
If Hong Kong dollar weakens against RMB	倘港元兌人民幣轉弱	5	(741)
If Hong Kong dollar strengthens against RMB	倘港元兌人民幣轉強	3	445
2011	2011年		
If Hong Kong dollar weakens against RMB	倘港元兌人民幣轉弱	5	35,843
If Hong Kong dollar strengthens against RMB	倘港元兌人民幣轉強	3	(21,506)

45. Financial Risk Management Objectives and Policies (continued)

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2011 and 31 March 2010.

The Group monitors capital using a gearing ratio, which is net debt divided by the total equity. Net debt includes interest-bearing bank and other borrowings, senior notes, less cash and bank balances and restricted cash. The gearing ratios as at the end of the reporting period were as follows:

Group		本集團	
		2011 HK\$'000 千港元	2010 HK\$'000 千港元
Senior notes (note 32)	優先票據(附註32)	1,900,083	—
Interest-bearing bank and other borrowings (note 31)	計息銀行及其他借貸(附註31)	4,242,697	4,202,725
Less: Cash and bank balances	減：現金及銀行結餘	(4,521,310)	(3,694,126)
Restricted cash	受限制現金	(43,181)	(8,851)
Net debt	債務淨額	1,578,289	499,748
Total equity	權益總額	10,618,036	9,026,685
Gearing ratio	資本負債比率	15%	6%

45. 財務風險管理目標及政策(續)

資本管理

本集團資本管理的首要目標是為了確保本集團持續發展及穩健資本比率的能力，以支持其業務運作及實現最大股東價值。

本集團根據經濟情況的變動及相關資產的風險特色，管理其資本結構並對其作出調整。為維持或調整資本結構，本集團可能會調整向股東派發的股息付款、向股東返還資本或發行新股。截至2011年3月31日及2010年3月31日止年度，並無更改資本管理的目標、政策或程序。

本集團採用資本負債比率(債務淨額除以權益總額)監控資本情況。債務淨額包括計息銀行及其他借貸、優先票據減現金及銀行結餘及受限制現金。於報告期末，資本負債比率如下：

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46. Events after the Reporting Period

- (a) On 11 April 2011, a total of 226,900,000 share options under the Share Option Scheme were granted to an executive director and certain employees of the Company and its subsidiaries in respect of their services to the Group. These share options have an exercise price of HK\$1.29 per share and an exercise period ranging from 11 April 2011 to 10 April 2016.
- (b) On 27 May 2011, the Group entered into a land-use right transfer agreement with the Bureau of Land and Resources of Xi'an in relation to approximately 279,000 square metres of land at a total consideration of RMB277,000,000.
- (c) On 16 June 2011, the Group entered into a framework agreement with the government of Harbin city (the PRC), the government of Daowai district of Harbin city (the PRC) and Hong Kong Howard Group (Holdings) Company Limited (the "Howard"), pursuant to which the Group and Howard agreed in principle to undertake the construction and development of a project involving the development of a large-scale integrated logistics and trade centers and construction of commercial and residential facilities in Harbin city (the "Harbin Project"). It is contemplated that a company will be jointly established by the Group and Howard to undertake the Harbin Project, which will be held as to 51% by the Group and 49% by Howard. The investment amount for the Harbin Project is preliminarily estimated to be approximately RMB20 billion (equivalent to approximately HK\$24 billion). The Harbin Project will be developed in phases and the development is expected to be more than 10 years. It is preliminary anticipated that the total capital commitment to be contributed by the Group and Howard, including registered capital of joint venture company and other form of financial arrangement if necessary, would be approximately RMB2 billion.

47. Comparative Amounts

Certain comparative amounts have been reclassified and restated to conform with the current year's presentation and accounting treatments.

48. Approval of the Financial Statements

The financial statements were approved and authorised for issue by the board of directors on 28 June 2011.

46. 申報期間結束後事項

- (a) 於2011年4月11日，本公司按購股權計劃授出合共226,900,000股購股權予本公司及其附屬公司的其中一名執行董事及若干該等僱員，行使價為每股1.29港元。購股權行使期為2011年4月11日至2016年4月10日。
- (b) 於2011年5月27日，本集團就約279,000平方米土地與西安市國土資源局訂立土地使用權轉讓協議，總代價約為人民幣277,000,000元。
- (c) 於2011年6月16日，本集團與(中國)哈爾濱市政府、(中國)哈爾濱市道外區政府及香港豪德集團(控股)有限公司(「豪德」)訂立一項框架協議，據此，本集團及豪德原則上同意負責一個涉及在哈爾濱市發展大型綜合商貿物流及商品交易中心，建設商業及住宅設施的項目(「哈爾濱項目」)。本集團與豪德將成立一間合營公司負責哈爾濱項目，本集團及豪德分別擁有51%及49%權益。哈爾濱項目之投資額初步估計約為人民幣200億元(相等於約240億港元)。哈爾濱項目將分階段發展，預期發展將需時超過10年。初步預期本集團及豪德的總資本承擔約為人民幣20億元，包括合營公司之註冊資本及其他形式的融資安排(如需要)。

47. 比較數字

若干比較數字已重新分類及重列以符合本年度之呈報方式及會計處理。

48. 批核財務報表

董事會於2011年6月28日批准及授權刊發財務報表。



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