



嘉利國際控股有限公司
Karrie International Holdings Limited

(於百慕達註冊成立之有限公司)

(Incorporated in Bermuda with limited liability)

股份代號 stock code : 1050



巧時適造

2008/09

Annual Report
年報

適時巧造

七巧板就是通過變換，利用種種巧妙的組合方法，配合創意，刻劃出不同物體的圖像，從簡單及生硬的幾何圖案，幻化成千變萬化的不同造型、栩栩如生及充滿動感之物件。本集團秉承七巧板精神，以有限之資源，在瞬息萬變的營商環境下，制訂不同的目標，透過靈活、彈性，反應快速及多元化的組合（七塊幾何圖案），以強化本集團「價值鏈」之營運，增強競爭能力，冀在惡劣的經濟環境下，仍能為股東爭取最大利益。

本集團之「價值鏈」乃由一連串不同營運活動組成，猶如七巧板上的七塊板塊一般，獨立運作未能充分彰顯其效力，必須透過創新意念、經濟規模、相互連結及強化產品差異等動因，融合成為一個價值鏈，才能發揮整體的協同潛能，創造企業的競爭優勢，以應付金融海嘯所帶來的衝擊。

Everchanging

Tangram can outline different kinds of diagrams and objects through various ingenious combinations with creations by means of change. The simple and stiff geometrical diagrams become protean, vivid and lively and full of dynamic objects in different types of style. The Group pursues the spirit of Tangram and establishes various objectives under the ever changing business environment so as to enhance our operations in terms of "Value Chain" and to enhance our competitiveness through flexible, swiftly and dynamic combinations (the seven geometrical diagram) of our limited resources. We seek to maximize shareholders' value under severe economic environment.

The Group's "Value Chain" is composed of a series of business operations, which are the same as the seven plates in Tangram. Each separate plate cannot operate in an efficient way individually. On the contrary, each component in the value chain should operate interactively. Those components can be merged as one "Value Chain" to magnify its growth potential through creative ideas, economies of scale, interactive, and strengthen product differentiation. A comparative advantage of an enterprise can therefore be created to cope with the impacts of financial turmoil.

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Corporate Information 公司資料

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

10th Floor
Southeast Industrial Building
611-619 Castle Peak Road
Tsuen Wan
New Territories
Hong Kong

WEB SITE

<http://www.karrie.com.hk>

DIRECTORS

Executive Directors

Mr. HO Cheuk Fai (*Chairman & CEO*)
Mr. KWOK Wing Kin, Francis (*Deputy Chairman & COO*)
Mr. LEE Shu Ki

Non-executive Director

Mr. HO Cheuk Ming

Independent Non-executive Directors

Mr. SO Wai Chun
Mr. CHAN Sui Sum, Raymond
Mr. FONG Hoi Shing

AUDIT COMMITTEE

Mr. SO Wai Chun
Mr. CHAN Sui Sum, Raymond
Mr. FONG Hoi Shing
Mr. HO Cheuk Ming

REMUNERATION COMMITTEE

Mr. SO Wai Chun
Mr. CHAN Sui Sum, Raymond
Mr. HO Cheuk Ming

COMPANY SECRETARY

Mr. TANG Wing Fai

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

總辦事處及主要營業地點

香港
新界
荃灣
青山公路611-619號
東南工業大廈
10樓

網址

<http://www.karrie.com.hk>

董事

執行董事

何焯輝先生 (*主席兼行政總裁*)
郭永堅先生 (*副主席兼營運總裁*)
李樹琪先生

非執行董事

何卓明先生

獨立非執行董事

蘇偉俊先生
陳瑞森先生
方海城先生

審核委員會

蘇偉俊先生
陳瑞森先生
方海城先生
何卓明先生

薪酬委員會

蘇偉俊先生
陳瑞森先生
何卓明先生

公司秘書

鄧榮輝先生

Corporate Information 公司資料

AUDITORS

PricewaterhouseCoopers
Certified Public Accountants
22nd Floor Prince's Building
Central, Hong Kong

PRINCIPAL BANKERS

China Construction Bank Corporation
44-45/F, Tower One Lippo Centre
89 Queensway, Admiralty
Hong Kong

Hang Seng Bank
83 Des Voeux Road Central
Hong Kong

The Hongkong and Shanghai Banking Corporation Limited
1 Queen's Road Central
Hong Kong

Mizuho Corporate Bank, Limited
17th Floor, Two Pacific Place
88 Queensway
Hong Kong

Standard Chartered Bank
Standard Chartered Bank Building
4-4A Des Voeux Road Central
Hong Kong

PRINCIPAL SHARE REGISTRARS

Butterfield Fulcrum Group (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke HM08
Bermuda

HONG KONG SHARE REGISTRARS

Computershare Hong Kong Investor Services Limited
Rooms 1712-6, 17th Floor
Hopewell Centre
183 Queen's Road East
Hong Kong

核數師

羅兵咸永道會計師事務所
執業會計師
香港中環
太子大廈22樓

主要往來銀行

中國建設銀行
香港
金鐘道89號
力寶中心一座44-45樓

恒生銀行
香港
德輔道中83號

香港上海滙豐銀行有限公司
香港
皇后大道中1號

瑞穗實業銀行
香港
金鐘道88號
太古廣場2座17樓

渣打銀行
香港
德輔道中4-4A號
渣打銀行大廈

主要股份過戶登記處

Butterfield Fulcrum Group (Bermuda) Limited
Rosebank Centre
11 Bermudiana Road
Pembroke HM08
Bermuda

香港股份過戶登記處

香港中央證券登記有限公司
香港
皇后大道東183號
合和中心
17樓1712-6室

Key Information for Shareholders 股東主要資料

FINANCIAL CALENDAR 2009

Announcement of 2008/09 results

9 July 2009

Last day to register for 2008/09

Final Dividends

21 August 2009

Annual General Meeting

28 August 2009

2008/09 Final Dividend

Payment Date

16 September 2009

Financial Year End

31 March 2009

SHARE CAPITAL

二零零九年財務年誌

二零零八年／零九年度業績公佈日期

二零零九年七月九日

二零零八年／零九年度末期股息

最後登記日期

二零零九年八月二十一日

股東週年大會

二零零九年八月二十八日

二零零八年／零九年度末期股息

派息日

二零零九年九月十六日

財務年結日

二零零九年三月三十一日

股本

		As at 截至	
		31 March 2009 二零零九年 三月三十一日	30 June 2009 二零零九年 六月三十日
Authorised (HK\$)	法定 (港元)	80,000,000	80,000,000
Issued (HK\$)	已發行 (港元)	57,709,760	57,709,760

Key Information for Shareholders 股東主要資料

ANALYSIS OF SHAREHOLDING STRUCTURE AND SHAREHOLDER DISTRIBUTION

As at 30 June 2009, the Company had 577,097,600 shares in issue of which approximately 44%⁽¹⁾ was held by the public. As at that date, the Company had a total of 878 registered shareholders. The following table shows the distribution of ownership according to the Register of Members and the Participant Shareholding Report generated from the Central Clearing and Settlement System as of 30 June 2009:

Category		Number of registered shareholders	% of number of shareholders	Number of shares	% of total issued share capital
類別		註冊股東數量	佔註冊股東比例%	持股數量	佔已發行股份比例%
New Sense Enterprises Limited		1	0.11%	243,804,000	42.25%
Ho's family ⁽²⁾	何氏家族 ⁽²⁾	3	0.34%	78,630,000	13.63%
Directors ⁽³⁾	董事 ⁽³⁾	3	0.34%	2,382,000	0.41%
Individuals	個人投資者	707	80.52%	16,970,034	2.94%
Institutions, corporates and nominees	機構投資者、企業投資者及代理人	164	18.69%	235,311,566	40.77%
Total	合計	878	100%	577,097,600	100%

Note:

- (1) Public shareholding represents shares held by the public, excluding those held by New Sense Enterprises Limited, Ho's family and Directors of the Company.
- (2) Ho's family comprises Mr. Ho Cheuk Fai, Chairman and Chief Executive Officer, Mr. Ho Cheuk Ming, Non-executive Director and Ms. Ho Po Chu.
- (3) Directors represent Directors of the Company excluding Mr. Ho Cheuk Fai and Mr. Ho Cheuk Ming.

股權結構及股東分佈之分析

截至二零零九年六月三十日，本公司共發行股份577,097,600股，其中公眾持股量約佔44%⁽¹⁾。截至同日，本公司擁有註冊股東878名。根據股東名冊及中央結算交收系統於二零零九年六月三十日編纂的參與者股權報告，我們編制了以下股東分佈表供投資者參考：

備註：

- (1) 公眾持股量代表(除New Sense Enterprises Limited、何氏家族及本公司董事所持股份數量外)公眾人士所持有的股份數量。
- (2) 何氏家族由主席兼行政總裁何焯輝先生，非執行董事何卓明先生及何寶珠女士組成。
- (3) 董事代表(除何焯輝先生及何卓明先生外)本公司之董事。

Key Information for Shareholders 股東主要資料

As at 30 June 2009

於二零零九年六月三十日

Number of Shares Held

所持股份數目

Shareholders

股東

Number

人數

% of total

佔總數百分比

Shares of HK\$0.1 each

每股面值0.1港元股份

Number

數目

% of total

佔總數百分比

1 – 2,000	551	62.7%	99,681	0.0%
2,001 – 10,000	59	6.7%	385,020	0.1%
10,001 – 20,000	47	5.4%	738,714	0.1%
20,001 – 50,000	59	6.7%	2,117,997	0.4%
50,001 – 100,000	47	5.4%	3,560,333	0.6%
100,001 – 200,000	35	4.0%	4,782,968	0.8%
200,001 – 500,000	31	3.5%	9,779,099	1.7%
500,001 – 1,000,000	17	1.9%	13,537,908	2.3%
1,000,001 – 2,000,000	12	1.4%	15,981,353	2.8%
2,000,001 – 5,000,000	6	0.7%	18,395,711	3.2%
Over 5,000,000以上	14	1.6%	507,718,816	88.0%
	878	100.0%	577,097,600	100.0%

MARKET CAPITALISATION

As at 31 March 2009

(Closing Price: HK\$0.315)

HK\$181,785,744

市值

截至二零零九年三月三十一日

(收市價：0.315港元)

181,785,744港元

As at 30 June 2009

(Closing Price: HK\$0.43)

HK\$248,151,968

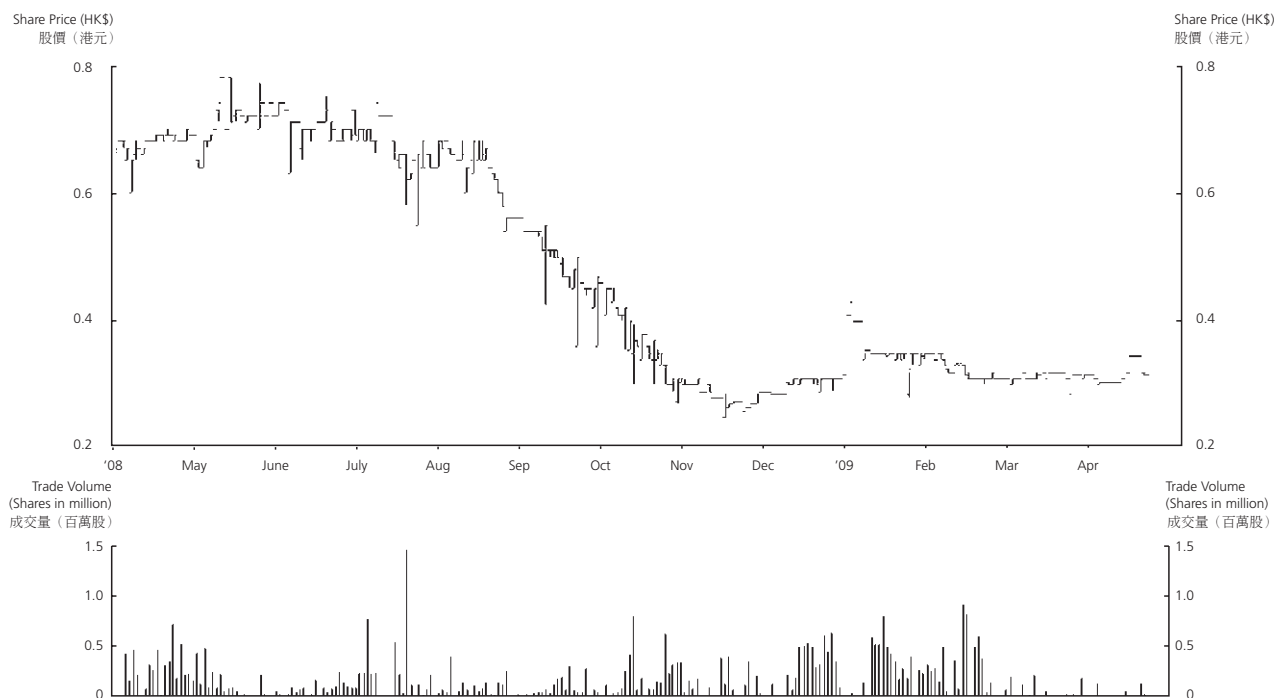
截至二零零九年六月三十日

(收市價：0.43港元)

248,151,968港元

Share Price Movement and Trade Volume in 2008/09

二零零八／零九年度之股價走勢及成交量



Key Information for Shareholders 股東主要資料

STOCK CODE

The Stock Exchange of Hong Kong Limited
Main Board
1050

BOARD LOT

2,000 Shares

SHAREHOLDER SERVICES

Any matters relating to your shareholding, such as transfer of shares, change of name or address, and loss of share certificates should be addressed in writing to the Share Registrar of the Company:

Computershare Hong Kong Investor Services Limited
Rooms 1712-6, 17th Floor
Hopewell Centre
183 Queen's Road East
Hong Kong
Tel: (852) 2862-8628
Fax: (852) 2529-6087

INVESTOR RELATIONS

For enquiries, please contact:

Ms. Winnie Tsang
Senior Corporate Communications Officer
Karrie International Holdings Limited
10th Floor, Southeast Industrial Building
611-619 Castle Peak Road
Tsuen Wan, New Territories
Hong Kong
Tel: (852) 2437-6830
Fax: (852) 2415-1608
Email: pytsang@karrie.com.hk/
ir@karrie.com.hk

股份編號

香港聯合交易所有限公司
主板
1050

每手股數

2,000股

股東服務

假若有任何關於閣下股份之事宜，包括股份轉讓、更改姓名或地址、遺失股票等，請以書面聯絡我們的股份過戶登記處：

香港中央結算登記有限公司
香港
皇后大道東183號
合和中心17樓1712-6室

電話：(852) 2862-8628
傳真：(852) 2529-6087

投資者關係

如有任何垂詢，請聯絡：

曾佩瑩小姐
高級企業傳訊主任
嘉利國際控股有限公司
香港
新界荃灣
青山公路611-619號
東南工業大廈10樓
電話：(852) 2437-6830
傳真：(852) 2415-1608
電郵：pytsang@karrie.com.hk/
ir@karrie.com.hk

Corporate Calendar 企業大事日誌

◀ 2008 ▶

- MAR 3月** “Karrie Management Retreat Camp 2008” for management team
為管理層舉行「嘉利管理層集思會」2008
- MAY 5月** Internal fund raising for the “5.12 Sichuan Earthquake” in the Mainland China with a total donation of more than HK\$1,400,000
為中國內地「5.12四川大地震」發動內部募捐行動，共籌得善款超過港幣1,400,000元
- JUL 7月** Establishment of a joint venture with Sagem Communications SAS, engaged in manufacture and sale of multi-function fax printers, TS & TT fax machines, related PCBA and associated spare parts
與Sagem Communications SAS成立合營公司，主要從事生產及銷售多用途傳真打印機、TS及TT傳真機、相關的PCBA及附屬零件
- 13th “Tea-Break with Individual Investors”
舉行第十三次「與個人投資者茶敘」
- AUG 8月** The Group and the University of Electronic Science and Technology of China (UESTC) in Chengdu have entered an agreement to establish a joint laboratory, aim at fostering the R&D capability in electronics products
集團與成都電子科技大學成立聯合實驗室，提升電子產品的研發能力
- NOV 11月** Awarded with “Citation for Achievement in Corporate Governance Disclosure” in 2008 HKMA Best Annual Reports Award by the Hong Kong Management Association
獲「香港管理專業協會」二零零八年度「最佳年報選舉」之「優秀企業管治資料披露獎」
- DEC 12月** 2008/09 Interim Results Announcement
公佈二零零八／零九年度中期業績

◀ 2009 ▶

- JAN 1月** “Karrie Management Retreat Camp 2009” for management team with target of reducing 20% operating cost
為管理層舉行「嘉利管理層集思會」2009，並定下減少營運費用20%之目標
- Awarded the “Caring Company” logo for the fourth consecutive year by the Hong Kong Council of Social Service
連續第四年獲香港社會服務聯會頒發「商界展關懷」標誌
- Discontinued to announce quarterly financial results
終止公佈季度財務業績
- JUN 6月** To cope with the development of the Group, newly appointed two observer members for Executive Committee to strengthen the management and governance capability
為配合集團發展需要，〈執行委員會〉新增兩名列席成員以加強管理及管治能力
- JUL 7月** 14th “Tea-Break with Individual Investors”
舉行第十四次「與個人投資者茶敘」

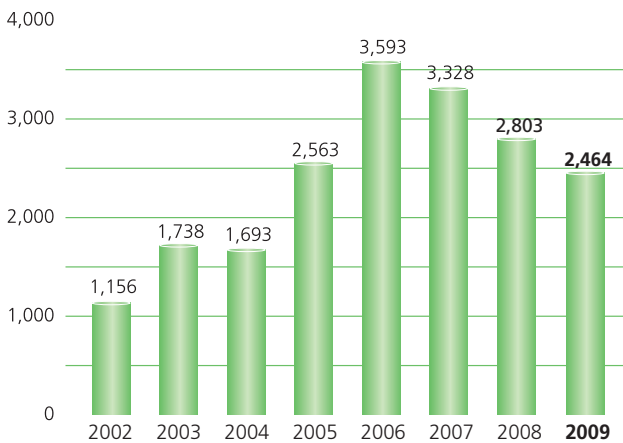
Financial Highlights 財務概要

Share Price Movement from 1998 to 2009

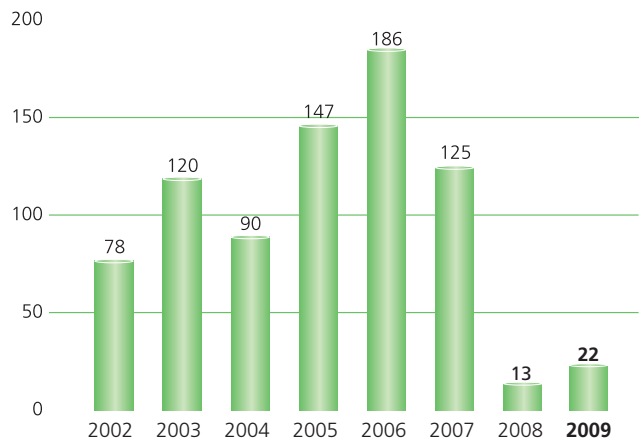
一九九八年至二零零九年之股價走勢圖



Turnover HK\$ million 營業額 百萬港元



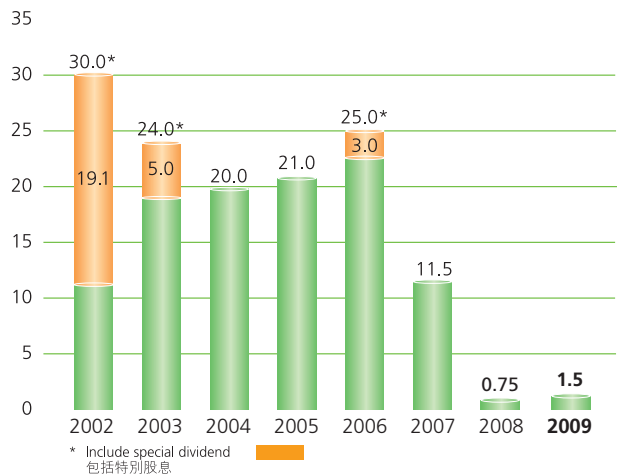
Profit attributable to shareholders HK\$ million 股東應佔溢利 百萬港元



Basic earnings per share HK cents 每股基本溢利 港仙



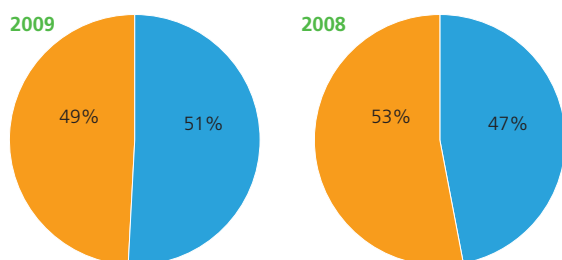
Dividends per share HK cents 每股股息 港仙



Financial Highlights 財務概要

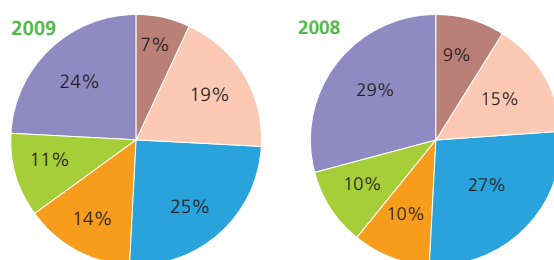
Turnover percentage by Products 按產品劃分的營業額百分率

- Metal and Plastic Business
五金塑膠業務
- Electronics Manufacturing Services Business
電子專業代工業務



Turnover percentage by Geographical Location 按產品所在地劃分的營業額百分率

- Japan
日本
- Hong Kong
香港
- China
中國
- Asia (excluding Japan, Hong Kong and China)
亞洲 (不包括日本、香港及中國)
- North America
北美洲
- Western Europe
西歐



		2009 二零零九年	2008 二零零八年	% Changes 變動百分比
<i>HK\$ million</i>	<i>百萬港元</i>			
Turnover	營業額	2,461	2,800	-12%
Gross profit	毛利	177	179	-1%
Operating profit	經營溢利	26	27	-4%
Profit for the year	本年度溢利	20	13	+54%
Profit attributable to equity holders	股權持有人應佔溢利	22	13	+69%
Total assets	資產總值	1,870	1,657	+13%
Shareholders' equity	股東權益	741	676	+10%
<i>In Million</i>	<i>百萬股</i>			
Number of shares	股份數目	577	577	-
Per Share Data	每股資料			
<i>HK Cents</i>	<i>港仙</i>			
Basic earnings	基本溢利	3.8	2.8	+36%
Diluted earnings	攤薄後溢利	3.8	2.8	+36%
Total cash dividends	總現金股息	1.5	0.75	+100%
<i>HK\$</i>	<i>港元</i>			
Net asset value per share	每股資產淨值	1.3	1.2	+8%
Financial Ratios	財務比率			
Gross profit margin (%)	邊際毛利 (%)	7.2	6.4	+13%
Net profit margin (%)	邊際純利 (%)	0.8	0.5	+60%
Net current ratio	淨流動比率	1.7	1.8	-6%
Net quick ratio	淨速動比率	1.3	1.3	-
Net gearing ratio (%)	淨銀行借貸比率 (%)	-5	8	-163%
Interest coverage	利息涵蓋比率	7	5	+40%
Dividend payout (%)	派息比率 (%)	39	27	+44%
Turnover to net bank borrowings	營業額與淨銀行借貸比率	N/A	54	N/A
Non-current assets to shareholders' equity (%)	非流動資產與股東權益比率 (%)	69	67	+3%

Financial Highlights 財務概要

Definitions

定義

Basic earnings per share	$\frac{\text{Profit attributable to equity holders}}{\text{Weighted average number of shares}}$	每股基本溢利	$\frac{\text{股權持有人應佔溢利}}{\text{加權平均股數}}$
Diluted earnings per share	$\frac{\text{Profit attributable to equity holders}}{\text{Diluted weighted average number of shares}}$	每股攤薄後溢利	$\frac{\text{股權持有人應佔溢利}}{\text{攤薄加權平均股數}}$
Net asset value per share	$\frac{\text{Net assets}}{\text{Number of shares as at year end}}$	每股資產淨值	$\frac{\text{資產淨值}}{\text{年底股數}}$
Gross profit margin (%)	$\frac{\text{Gross profit}}{\text{Turnover}} \times 100\%$	邊際毛利 (%)	$\frac{\text{毛利}}{\text{營業額}} \times 100\%$
Net profit margin (%)	$\frac{\text{Profit attributable to equity holders}}{\text{Turnover}} \times 100\%$	邊際純利 (%)	$\frac{\text{股權持有人應佔溢利}}{\text{營業額}} \times 100\%$
Net current ratio	$\frac{\text{Current assets (less short-term bank borrowings)}}{\text{Current liabilities (less short-term bank borrowings)}}$	淨流動比率	$\frac{\text{流動資產 (減短期銀行借貸)}}{\text{流動負債 (減短期銀行借貸)}}$
Net quick ratio	$\frac{\text{Current assets (less inventories and short-term bank borrowings)}}{\text{Current liabilities (less short-term bank borrowings)}}$	淨速動比率	$\frac{\text{流動資產 (減存貨及短期銀行借貸)}}{\text{流動負債 (減短期銀行借貸)}}$
Net gearing ratio (%)	$\frac{\text{Bank borrowings (less cash and bank balances)}}{\text{Shareholders' equity}}$	淨銀行借貸比率 (%)	$\frac{\text{銀行借貸 (減現金及銀行結存)}}{\text{股東權益}}$
Interest coverage	$\frac{\text{Earnings before interest, tax, depreciation and amortisation}}{\text{Interest paid}}$	利息涵蓋比率	$\frac{\text{扣除利息支出、稅項、折舊及攤銷前溢利}}{\text{利息支出}}$
Dividend payout (%)	$\frac{\text{Dividend per share}}{\text{Earnings per share}} \times 100\%$	派息比率 (%)	$\frac{\text{每股股息}}{\text{每股溢利}} \times 100\%$
Turnover to net bank borrowings	$\frac{\text{Turnover}}{\text{Bank borrowings (less cash and bank balances)}}$	營業額與淨銀行借貸比率	$\frac{\text{營業額}}{\text{銀行借貸 (減現金及銀行結存)}}$
Non-current assets to shareholders' equity (%)	$\frac{\text{Non-current assets}}{\text{Total equity}}$	非流動資產與股東權益比率 (%)	$\frac{\text{非流動負債}}{\text{權益總值}}$

Chairman's Statement 主席報告

On behalf of the board of directors, I am pleased to present the annual report of Karrie International Holdings Limited (the "Company") and its subsidiaries (the "Group") for the year ended 31 March 2009.

PRINCIPAL ACTIVITIES AND RESULTS

The Group is principally engaged in

- Metal and Plastic Business: manufacturing and sale of metal and plastic products including computer casings, office automation products, video tape cassettes, moulds, plastic and metal parts; and
- Electronic Manufacturing Services ("EMS") Business: manufacturing and sale of magnetic tape drives, laser printers, multi-function facsimile machines, "point-of-sale" system and other computer peripherals.

Business review

It was a tough and difficult year. The Group enjoyed a stable first half of the year. However, with the sudden emergence of the global financial turmoil in the beginning of October, many enterprises were caught off their guard and were placed under a harsh and severe situation. The rapidly worsen macro-economic environment made our customers take cautious measures. The demand became weak. Most of our customers requested further delay in shipment. They even delayed the development and launching of new products and projects. For instance, the operations of our joint venture company with Sagem has been delayed accordingly. Both orders and quantity of shipments from our metal and plastic and EMS customers declined significantly, resulting in a double-digit decrease of the Company's turnover in the second half of the year. The economic situation ahead is still full of uncertainties. We believe that the instability and uncertainty will persist for certain period of time, not to mention its recovery.

我謹此欣然代表董事會提呈嘉利國際控股有限公司(「公司」)及其附屬公司(「集團」)截至二零零九年三月三十一日止的年報。

主要業務及業績

集團主要從事

- 五金塑膠業務－製造及銷售五金及塑膠產品，包括電腦外殼、辦公室文儀產品、錄影帶外殼、模具、塑膠及金屬部件等；及
- 電子專業代工業務－製造及銷售磁帶解碼器、鐳射打印機、多功能傳真機、「收銀機系統」及其他電腦週邊產品。

業務回顧

過去一年是非常艱辛的一年。上半年有一個平穩的開始，但金融海嘯於十月初迅速捲至，令很多企業一時措手不及，陷於水深火熱之中，外圍經濟環境瞬間惡化，各客戶皆採取觀望態度，需求疲弱，大部份客戶要求推後貨期，延遲各項計劃及推行新產品。如與Sagem的合營公司之營運也因此推遲。不論五金塑膠或電子專業代工的客戶之訂單及落貨量皆錄得大幅度的減幅，導致本公司之營業額於下半年錄得雙位數字的下跌。經濟情況仍充滿變數，不穩定的經濟環境，相信還會持續一段時間，更不敢違論經濟已經復甦。

Chairman's Statement 主席報告

The Group had implemented strict and decisive measures immediately to bring cost under control and their effects gradually reflected at the end of this fiscal year. Turnover for the year ended 31 March 2009 declined by 12% or HK\$339,389,000 to HK\$2,460,578,000 (for the year ended 31 March 2008: HK\$2,799,967,000). But the profit attributable to equity holders of the Company increased 68% or HK\$8,933,000 to HK\$22,081,000 (for the year ended 31 March 2008: HK\$13,148,000).

- The turnover of the Metal and Plastic Business ("M & P") for year ended 31 March 2009 was HK\$1,256,928,000 (for the year ended 31 March 2008: HK\$1,321,560,000), 5% lower than that for the corresponding period last year. M & P represents 51% of the total turnover. The drop of the turnover was mainly due to the decrease in shipment from one of our major customers. The operational profit for the year was HK\$61,720,000 (for the year ended 31 March 2008: Profit HK\$48,127,000), approximately 28% higher than that for the same period last year. The Metal and Plastic Business still remains the main source of profits of the Group.

猶幸本集團當機立斷，推行多種措施，嚴控成本。至年終時，已稍見成效。本年度，截至二零零九年三月三十一日止營業額下跌了339,389,000港元或12%至2,460,578,000港元(二零零八年三月三十一日止：2,799,967,000港元)。而本公司股權持有人應佔溢利為22,081,000港元(二零零八年三月三十一日止：13,148,000港元)卻增加了8,933,000港元或68%。

- 五金塑膠業務於截至二零零九年三月三十一日之營業額為1,256,928,000港元較去年同期下跌了5% (截至二零零八年三月三十一日：1,321,560,000港元)，五金塑膠約佔整體營業額51%，因其中一位主要客戶的付運量減少，引致營業額下跌。今年的營運溢利為61,720,000港元(截至二零零八年三月三十一日止：溢利48,127,000港元)，較去年同期上升了約28%，仍為本集團主要溢利來源。

Chairman's Statement 主席報告

- The turnover of the EMS Business for the year ended 31 March 2009 was HK\$1,203,650,000 dropped by 19% compared to the same period last year (for the year ended 31 March 2008: HK\$1,478,407,000). EMS represents 49% of the total turnover. During the year, one of our prominent client's sales dropped by 25% compared to the same period last year, other clients also suffered from financial turmoil and resulted in decrease of sales. Despite our tight cost control measures, the EMS Business still recorded an operational loss of HK\$38,712,000 during the year (for the year ended 31 March 2008: loss HK\$24,264,000).

(I) Decisive Measures

The rise of cost structure started to slow down after the financial turmoil. The appreciation of RMB, rise of fuel cost and steel price became steady. With our efforts to streamline the operating structure and implemented some job re-allocations, the labour cost had been reduced gradually. However, the overall costs were still higher than that of the same period last year.

The Group faced the rise of the following operating costs during the financial year :

- (i) RMB appreciated by approximately 4%;
- (ii) Labour cost rose by approximately 14%;
- (iii) Oil price rose by approximately 22%; and
- (iv) Steel price rose by approximately 18%;

- 電子專業代工業務於截至二零零九年三月三十一日止之營業額為1,203,650,000港元較去年同期下跌了19% (截至二零零八年三月三十一日止：1,478,407,000港元)，電子專業代工約佔整體營業額49%。今年，除其中一名主要客戶的銷售比去年同期繼續下跌25%外，其它客戶也因金融海嘯的影響，銷售也出現下跌。雖然集團已努力控制成本，但電子專業代工業務今年仍錄得營運虧損38,712,000港元。(截至二零零八年三月三十一日止：虧損24,264,000港元)。

(一) 果斷措施

於本財政年度，成本上漲雖然在下半年度已基本上得以舒緩：人民幣匯率、燃料及鐵料價格已漸趨穩定，勞工成本經本公司努力調配及精簡架構後，也開始漸見成效；但整年仍比去年同期為高。

本集團仍受到成本上升之困擾：

- (i) 人民幣兌換率上升了約4%；
- (ii) 勞工成本上升了約14%；
- (iii) 燃油價格上升了約22%；及
- (iv) 鐵料價格上升了約18%。

Chairman's Statement 主席報告

The Group implemented the following measures which effectively reduced the cost :

- (a) **Strict control over cost:** At the beginning of 2009, members of the Board of Directors and Executive Committee took initiatives to reduce their remunerations by approximately 6% in average. Bonus was reduced. 5 days' work was implemented in the Mainland China. Staffs in Hong Kong also had their salary cut over 3% on average with effect from March 2009. The Group had enhanced its efficiency and achieved saving of costs through streamlining the operating structure, laying off employees whose performance was not up to standard and normal staff turnover. The number of employees was reduced from approximately 7,200 persons at the end of March 2008 to approximately 5,650 persons (or approximately 22%) at the end of March 2009. However, the labour cost had not been decreased accordingly due to the implementation of the Labour Contract Law and strict compliance of the minimum wage rules, which increased the Group's expenditure in this respect.

In view of the drop of turnover, the Group would not treat slothfully in respect of the control of expenditure. Expenses on transportation, overseas traveling and entertainment were reduced by HK\$9,000,000 compared with that of last year.

- (b) **Improvement in production:** The Group has improved production efficiency, reduced the demand of labour and material scraps by means of robot hands and the usage of the operational model under multi-production stops.

因此，本集團採取非常措施，從而達到開源節流之效果：

- (a) **嚴控成本：** 於二零零九年初，董事局及執行委員會成員率先減薪平均約6%，減發花紅，在內地推行五天工作，香港各職員也於二零零九年三月開始實行減薪，平均減幅超過3%。集團將透過自然流失、遣散表現欠佳之員工等精簡架構方法，以減省人手，僱員人數由二零零八年三月底的約7,200人，減省至二零零九年三月底的約5,650人或削減了約22%。雖然，本集團已致力減省人手，然勞工成本並未相應地降低，皆因勞動合同法之實施及嚴格執行最低工資都令本集團勞工成本上揚。

另因應營業額之下跌，本集團對監控各項費用支出皆不敢怠慢，期間之運輸費用、海外差旅及交際費等，相比去年同期減少了約9,000,000港元。

- (b) **改善生產：** 利用機械手，多機多站等生產模式，加快生產效率，減少人手需求，降低物料損耗。

Chairman's Statement 主席報告

- (c) **Upholding core business:** the Group has never invested in any high risk leveraged financial products. All the net proceeds from the rights issue were invested in the construction of plants, purchase of production related facilities and treated as working capital so as to maximize the shareholders' interest. In view of the price fluctuation of the raw material commodity, the Group only took up profitable projects and would not participate in any cut-throat price competition in order to reserve our financial and production strengths.
- (d) **Preparing for a rainy day:** The Group always made decision based on the principle of "Preparing for the worst and making the best preparation". Before the outbreak of the financial crisis, the Group had already completed the rights issue in November 2007 and therefore, even under severe financial turmoil, our financial status remained healthy.
- (e) **Stock management:** As the sole supplier of our customers for some of their specific projects, we are obliged to take certain stock risk, especially under such an economic downturn situation. However, to satisfy customers' requests for maintaining reasonable stock level and to achieve an effective inventory management, the inventory turnover was 36 days and the value of our inventory was approximately HK\$227,062,000 as at 31 March 2009 (37 days and HK\$264,352,000 as at 31 March 2008).
- (c) **堅守本業：** 本集團並不參與高風險衍生金融產品投資，集資所得款項皆用於興建廠房、購置製造設備及作為營運資金。務須為股東謀取最大利益。面對原材料物價波動的環境，本集團只會專注於有利潤的項目，對於「割喉式殺戮戰場」般的項目不會參與，以保持財務及生產實力。
- (d) **積穀防飢：** 本集團一貫採納「最壞打算、最好準備」的態度。於未發生金融海嘯前，本集團已於二零零七年十一月完成供股集資，因此本集團即使處於金融海嘯的艱苦環境下，財務狀況仍處於健康水平。
- (e) **存貨管理：** 作為客戶個別項目之唯一供應商，在經濟逆轉時，我們要承受的存貨風險，將會擴大。但在滿足客戶合理要求的存貨水平下，並作出有效的存貨管理，截至二零零九年三月三十一日止，存貨週轉期為36天，金額約為227,062,000港元（二零零八年三月三十一日為37天和264,352,000港元）。

Chairman's Statement 主席報告

(f) **Good communication:** The Group understands that the support from various parties is crucial and is the foundation to business growth. Maintaining good communication with various parties is very important. The Group always keeps contacts with our customers to understand their needs so that we can develop products to meet their requirements. In addition, we also exchange views on the principal activities of the Group, world economy and financial trends with our banks in order to enhance their confidence and render support to the Group.

(g) **Investment consolidation:** Customers' orders were reduced due to the financial turmoil. Our production capacity had been increased significantly over capital expenditure in the past few years. With the completion of Phase II & III of Yu Quan Plant respectively, on one hand, we are seeking more appropriate partners to form joint venture so as to utilize our production facilities and enhance the operational efficiency as a whole. On the other hand, the Capex of the Group will slow down with suitable adjustments to reduce certain Capex so as to improve our liquidity.

The adverse impacts caused by the leasing problems in Wuzhong, Suzhou at the beginning of 2007, and the fact that the drenching rain in Central China in 2008 and global financial turmoil recently delayed our investment plan in Eastern China. In addition, to expand new business in new area, customers will take conservative measure, especially under uncertain economic environment. More time is required for mutual understanding. Our plan to provide excellent services and products to meet customers' demands in those areas will not be affected. It is expected that the Yixing plant will commence pilot production in the third quarter of the financial year of 2009/10.

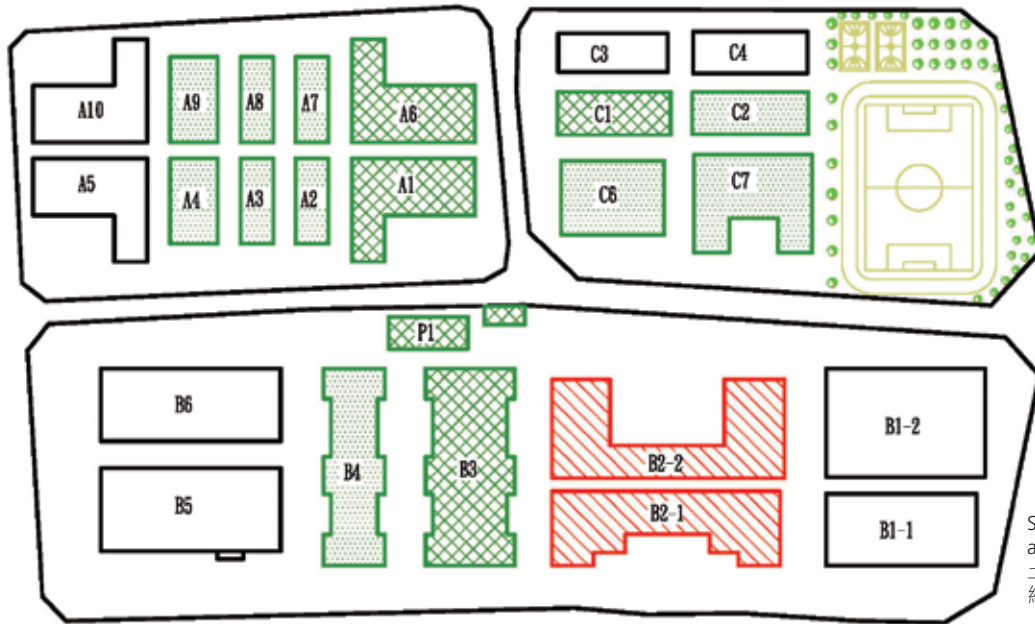
(f) **良好溝通：**本集團了解各方的支持乃企業發展之基礎及關鍵，維持與各方溝通十分重要。本集團不時與客戶聯絡，了解其需要，研製符合客戶的產品。亦與銀行不時交流集團本業與世界經濟趨勢的意見，增強對集團的信心及支持。

(g) **整固投資：**鑑於金融海嘯的影響，客戶的訂單也有所減少。而累計過去之固定資產投資，產能已大幅提升。因此，隨著玉泉之第二、三期廠房相繼落成，一方面爭取更多合適伙伴組成合營公司，更能善用現時設備，提升整體營運效率。另一方面，本集團固定資產投資將會放緩，作出合適調節以減少資本性開支，改善流動資金。

雖然於二零零七年初因蘇州市吳中區租約問題及於二零零八年受華中天雨及環球金融海嘯之影響，集團擬於華東地區投資開設廠房的計劃，雖一再延遲，並且在現今不明朗的經濟環境下，在新地區拓展新業務，客戶都會採取比較保守的策略，雙方都需要較長的時間磨合，但最終目標向此區駐守的客戶提供優質服務及產品，以迎合他們的需求仍然不變，預期宜興廠房將於二零零九／一零財政年度第三季開始投入試產。

玉泉廠房整體規劃

Construction Plan for Yu Quan Plant



Site area:
about 240,000 sq.m.
土地面積：
約240,000平方米

Phase I (Accomplished) 第一期 (已完成)

Phase II (Accomplished) 第二期 (已完成)

Phase III (Under Construction) 第三期 (未完成)

Under Planning 規劃中

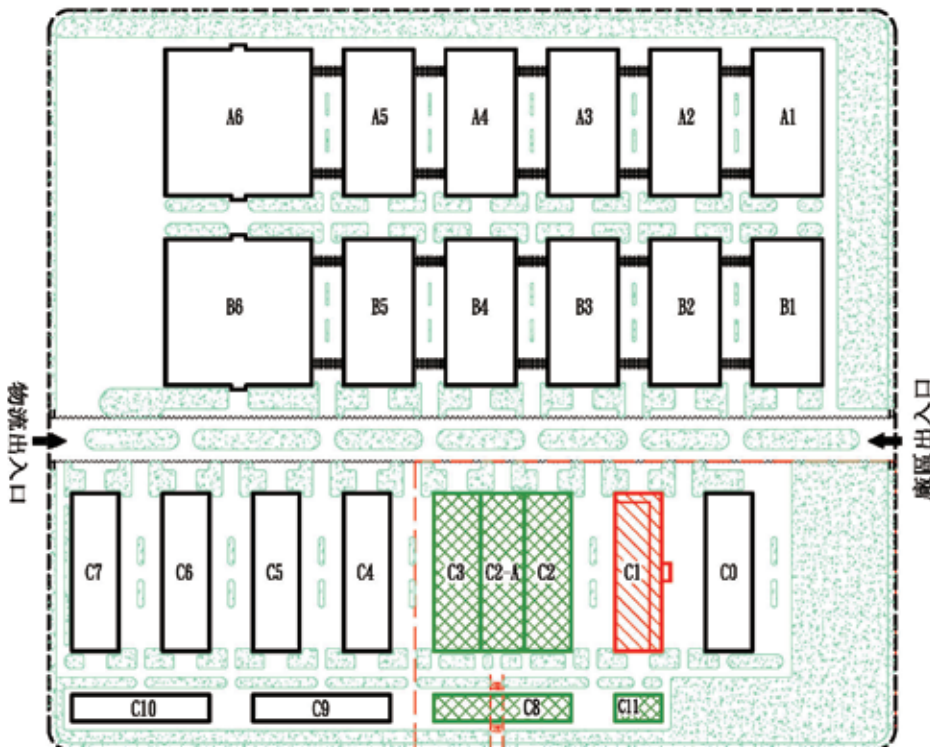


Plastic Injection 注塑 – A4, A9, B3
EMS 電子組裝 – B2-2, A1, A6, A7
Moulding 工模 – B4
Warehouse 貨倉 – C7, A3
Robot Equipment 機械設備科 – A8

Administration Office 行政大樓 – B2-1
OAP 文儀組裝 – A2
Dormitory 宿舍 – C1, C2
Canteen & Indoor Staff Recreational Centre
食堂及室內員工活動中心 – C6
Power Station 配電房 – P1

宜興用地發展規劃圖

Yi Xing Development Layout Plan



Phase I 第一期

Phase II 第二期

Under Planning 規劃中

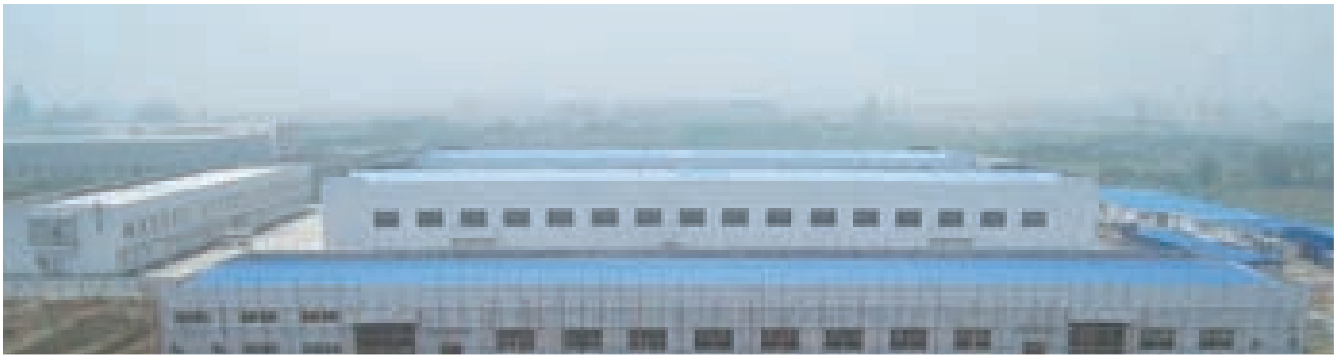
Plastic Injection 注塑 – C2
Numerical Control Machine 數控設備 – C2-A
Metal Stamping 五金沖壓 – C3
Temporary Office 臨時辦公室 – C8
Office & Assembly 主樓和裝配 – C1
Fire Protection Cistern 消防蓄水池 – C11

Bridge 規劃天橋

Road 規劃道路

Greenery 廠區綠化

Site area: about 320,000 sq.m.
佔地面積：約320,000平方米



▲ 宜興廠房全貌 Yixing Plant overview



▲ 工模部 Moulding Department



▲ 金屬部 Metal Department



▲ 數控制作部 Soft Tooling Manufacturing Department

Chairman's Statement 主席報告

Since the financial year 2003/04, the Group has been implementing a capacity expansion plan and accelerating automation to further exploit economy of scale and strengthen cost competitiveness (as shown in the table below). The Capex was HK\$114,641,000 for the year ended 31 March 2009.

The Capex for April and May 2009 was approximately HK\$27,000,000. The Capex is temporarily scheduled at approximately HK\$70,000,000 for the year of 2009/10. The capacity and productivity have been increased greatly and are sufficient for the Group's future business development.

從二零零三／零四年度開始本集團已定下產能擴張計劃及加速自動化，進一步發揮規模效益、增強成本競爭能力（見下表）。截至二零零九年三月三十一日止，本年度的固定資產投資已支出114,641,000港元。

二零零九年四月及五月之固定資產投資共約為27,000,000港元。現暫定二零零九／一零年度之固定資產投資約為70,000,000港元。產能及生產力已大大提升，足以應付未來本集團業務的發展。

	Turnover	Capex	Net Gearing Ratio as at 31 March
	營業額	固定資產投資	淨銀行借貸比率
	HK\$ 港元	HK\$ 港元	截至三月三十一日
2003/04	1,692,960,000	59,000,000	1%
2004/05	2,563,190,000	62,000,000	56%
2005/06	3,592,741,000	92,000,000	21%
2006/07	3,320,030,000	92,000,000	25%
2007/08	2,799,967,000	199,000,000	8%
2008/09	2,460,578,000	115,000,000	-5%
2009/10	N/A不適用	70,000,000	30%*

* Initial estimation
初步估計

Chairman's Statement 主席報告

(II) Flexible Combination

Tangram can outline different kinds of diagrams and objects through various ingenious combinations with creations by means of change. The simple and stiff geometrical diagrams become protean, vivid and lively and full of dynamic objects in different types of style. The Group pursues the spirit of Tangram and establishes various objectives under the ever changing business environment so as to enhance our operations in terms of "Value Chain" and to enhance our competitiveness through flexible, swiftly and dynamic combinations (the seven geometrical diagram) of our limited resources. We seek to maximize shareholders' value under severe economic environment.

The Group's "Value Chain" is composed of a series of business operations, including two major activities: production and support.

Production Activities

1. Marketing Operation

The Group adopts a customers-oriented business strategy and communicates with our customers vigorously to understand their requirements. The Group is also seeking appropriate strategic partners so as to create business synergy to complement with each other, which can in turn strengthen and develop business relationship and enable the Group to tap the demand of the worldwide market.

The Group had established a joint venture company with Sagem in which the Group beneficially owns 60% of the equity interest. Sagem is an advanced manufacturer of office facilities and have strong ability in research and development. The establishment of the joint venture company can accelerate the Group to master relevant technologies and enable the Group to participate in high demand market areas. In this regard, the Group can get recognition from world class enterprise through its manufacturing ability and realize its promise to establish a close working relationship. The Group can therefore enhance its competitiveness and advance its ability in research of computer and server casings to another level.

(二) 靈活組合

七巧板就是通過變換，利用種種巧妙的組合方法，配合創意，刻劃出不同物體的圖像，從簡單及生硬的幾何圖案，幻化成千變萬化的不同造型、栩栩如生及充滿動感之物件。本集團秉承七巧板精神，以有限之資源，在瞬息萬變的營商環境下，制訂不同的目標，透過靈活、彈性，反應快速及多元化的組合（七塊幾何圖案），以強化本集團「價值鏈」之營運，增強競爭能力，冀在惡劣的經濟環境下，仍能為股東爭取最大利益。

本集團之「價值鏈」乃由一連串不同營運活動組成。主要分為兩部份活動：生產及支援。

生產活動：

1. 市場營銷：

本集團以客為尊之營銷策略，積極與客戶溝通，了解客戶需求。本集團並不斷尋求合適策略伙伴，以取得協同效應，互補不足，並可進一步鞏固及拓展業務關係，與環球市場需求接軌，從而穩定銷售額。

本集團與Sagem成立了合資公司，本集團實益擁有該合營公司60%之股權。Sagem是辦公室文儀設備的領先製造商及擁有強大的研發能力。合資公司的成立能加速嘉利集團對相關技術的掌握以進入這些高需求的市場領域，亦反映出嘉利的製造生產能力能給予世界級企業認同及成立緊密合作關係的承諾。與此同時並能提升嘉利在研發電腦及伺服器機箱方面之水平，提高競爭力。

Chairman's Statement 主席報告

2. Purchasing & Logistic

The Group puts emphasis on the purchasing of raw materials. Since raw materials, like steel, plastic and electronic part, account for a prominent part in our production cost, we had maintained close connections with our suppliers (including sole suppliers of specific projects) to ensure a stable supply. Moreover, we will make some short-term adjustments in our purchase so as to use the raw materials in efficient manners.

The inbound and outbound, inventory control and transportation of raw materials are well linked together. All raw materials and finished goods are orderly stored by zones under the control of finished goods objective management.

2. 採購物流：

本集團特別注重材料之採購，蓋因材料如鐵料、塑膠及電子零件仍佔生產成本很主要一部份，本集團與各供應商（包括客戶指定的供應商），皆有緊密聯繫，確保及時及穩定的供應。並且於採購上不時作出短期調節，因此更能有效運用材料。

本集團對物料進貨、接收入庫、庫存控制及運輸規劃皆緊密連貫、材料及成品皆有序按區域儲存，並有成品目標管理監控。



五常法管理誓師大會 Mass pledge resolution on 5S management

3. Manufacturing Operation

The Group has adopted the 5S management principle, known as Seiri (Organisation), Seiton (Neatness), Seiso (Cleanliness), Seiketsu (Standardisation) and Shitsuku (Discipline) in order to enhance our business operation and workspace management. It is believed that 5S is the key for improvement of productivity as well as product quality. 5S ultimately develops a workplace operation with excellent management by virtue of a healthy, clean and safe work environment. The damaged rate of our facilities will be reduced. Furthermore, the implementation

3. 製造營運：

本集團積極地採納五常法（以下簡稱「5S」），以促進營運和工作間管理，5S乃包括了整理、整頓、清掃、清潔及素養的管理原則，本集團認為5S是改進質量及生產力的鑰匙，因而創建一個有利於全面優質管理的有序工作間，並保持一個健康、整潔及安全的工作環境，減低設備的故障率，更能與其他國際公

Chairman's Statement 主席報告

of 5S can also be integrated with other international recognized management systems, like ISO 14001 and therefore the operation will be more efficient.

The Group adopted a vertical integration production model, which can centralize our production process and save logistic cost. In addition, the Group has also adopted objective management. Each production operation is under specified objectives. Departments convene meeting from time to time to discuss ways for further improvement and enhancement of production efficiency.

Supporting Activities

4. Technology Development

The Group accelerates the progress of automation continuously by using machinery facilities to replace manpower so that the leveraged operational effect can be maximized. The Group can produce more products with the less manpower. The reduction of approximately 22% manpower is the best proof.

The Group has established a joint laboratory with the University of Electronic Science and Technology of China in Chengdu, Sichuan. The Group believes that the research and development in this laboratory can greatly assist in enhancing the Group's ability in its design in term of computer peripherals, such as the integration of the server system and also in solving some technical problems. The Group's integration technology and product development capability will be further enhanced. We are going to the direction of high technology and high value-added business.

5. Human Resources

Human resources is an valuable assets to the Group. The Group commits to broadening the knowledge base of employees and has taken initiative to provide different kinds of in-house and external trainings and to enhance the concept of management by objectives. In addition, the Group also strengthens human resources management, rewards and appraises employees with good performance under a performance-linked incentive scheme and actively communicates with our employees. As a result, the staff can achieve targets in a more efficient way.

認的系統(如ISO14001)結合，以致更有效率的營運。

本集團之生產設計乃採納垂直綜合生產模式，使各項生產更為集中，節省物流管理成本。本集團採納目標管理方式，各項生產營運皆跟從指定的目標，各部門不時召開會議，商討改善方式，以增強生產營運效率。

支援活動：

4. 技術開發：

本集團不斷加強自動化的步伐，使用機械設備以代替人手，有效運用營運桿杆原理，用最少的人手，生產最多的產品，因此，今年僱用人數大幅減少約22%，成效可見一斑。

本集團與中國四川成都電子科技大學成立聯合實驗室。本集團相信透過該實驗室進行技術研發，能協助本集團在電腦週邊產品如何伺服器系統整合，大幅提升設計能力，更能協助解決各種技術問題，本集團的整機技術水平和產品新研發能力得以增強，朝着發展高科技及高增值業務的方向進發。

5. 人力資源：

人力團隊乃珍貴資源，本集團積極拓闊及加深員工之知識面，亦主動提供各項人才培訓及增強目標為本之意識，並且加強人才管理、獎勵和表揚有表現之員工及積極與僱員溝通。因此，各員工能更有效執行各項指標。

Chairman's Statement 主席報告

6. Finance and Internal Audit

The Group manages its finance under prudent manner. With supports from banks, the Group's liquidity has become more stable, which can provide sufficient resource for broadening our business and enhances our operational efficiency.

Besides, the Group understands the importance of internal control and risk management. An internal audit department has been established for years to improve operational efficiency on a continuing basis. Its works include random investigation on operations, protection of assets, improving workflow, risk management and systems reviewing.

6. 財務、內審：

審慎理財乃本集團一貫的宗旨，加上，銀行的鼎力支持更能提高資金流轉的穩定性及提供足夠資源拓展業務及增強營運效率。

此外，本集團認識到內部監控及風險管理的重要性，已成立內部審計部門多年，以協助本集團持續地改善營運效率，其主要工作可分為：抽查運作、保障公司資產、改善流程、風險管理及檢討系統。



目標管理推行起動會議 The Meeting to Implement and Jump-start Management By Objectives

7. Optimization of Management

The Company has established an executive committee. Members are comprised of different department heads. The executive committee's main scopes of work include provision of professional opinions concerning objective management, quality management, finance and accounting. Training courses are provided to management from time to time to strengthen their management skills and leaderships. Moreover, brainstorming sessions were held from time to time in order to raise the operational efficiency and management capacity, save raw materials, control scrap, and promote talents assembling and diligent working.

7. 優化管理：

本公司特別成立執行委員會，成員包括主要部門主管，就目標管理、質量管理、財務會計及一般管理事項提供其專業意見。本集團並不時提供培訓，從而提升管理人員之管理技巧及領導能力。此外，本集團仍不時舉行集思會，以收集思廣益及勵精圖治之效，以提高營運效率，增強管治能力，節省原材料及控制報廢。

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The above mentioned seven activities are the same as the seven plates in Tangram. Each separate plate cannot operate in an efficient way individually. On the contrary, each component in the value chain should operate interactively. Those components can be merged as one "Value Chain" to magnify its growth potential through creative ideas, economies of scale, interactive, and strengthen product differentiation. A comparative advantage of an enterprise can therefore be created to cope with the impacts of financial turmoil.

上述七種活動，猶如七巧板上的七塊板塊一般，獨立運作未能充分彰顯其效力，必須透過創新意念、經濟規模、相互連結及強化產品差異等動因，融合成為一個價值鏈，才能發揮整體的協同潛能，創造企業的競爭優勢，以應付金融海嘯所帶來的衝擊。

(III) Dividend Policy

The Board has adopted a set of "New Dividend Policy" since the first quarter of the financial year of 2006/07, which outlines the factors for consideration when determining the dividend for distribution, such as profit attributable to equity holders of the Company, cash flow and Capex. After careful considerations of all factors, the Board expects to maintain payment of dividends to shareholders in twelve consecutive years, the Board recommends to pay a final dividend of HK1.5 cents per share to shareholders whose names appear on the Register of members of the Company on 28 August 2009.

(三) 股息政策

董事會於二零零六／零七年度第一季度業績公布採納「新股息政策」。新股息政策列出決定股息的派發金額時所須考慮的因素，如本集團股權持有人應佔溢利、現金流量及投資預算。董事會經審慎考慮上述各項因素後，亦希望維持連續十二年每年皆能派發股息的記錄，建議派發末期股息每股1.5港仙予所有於二零零九年八月二十八日當日名列於本公司股東名冊內的股東。

(IV) Geographical Distribution

The Group does not rely on one single market but ships to diverse markets. Details are set out in segment information Note 5 to the Financial Statement.

(四) 地域分佈

集團一向採取多元化模式付運產品，不會依賴單一市場。詳情列於財務報表分部資料附註5。

(V) Conclusion

The Company has been listed on The Stock Exchange of Hong Kong Limited for more than twelve years and overcame many upheaval events, such as Asian financial crisis, the outbreak of the dot-com bubbles, the impact of SARS (Severe Acute Respiratory Syndrome), and the recent global financial turmoil. The Group remains unshakable as time goes by. The Group managed to uphold its level of corporate governance; stable financial status, efficient administration, productivity motion, goodwill and cost management. In addition, the Group has been focusing on its own core business with pragmatic style. Notwithstanding the current severe economic situation, the Group continues to utilize limited resource to create opportunities with no fear of challenges and will step forwards persistently to manifest our efficiency even under adverse time.

(五) 總結

本集團上市已經超過十二載，歷練亞洲金融風暴、科網泡沫爆破、非典型肺炎及最近之金融海嘯等動盪時期。本集團仍然歷久常新，不論在公司管治、財務穩健、行政效率、生產動力、信譽水平及成本管理皆有所提升。加上，本集團作風務實，專注本業，故面對現時嚴峻的經濟環境，本集團仍然善用有限資源，締造不同機遇，無懼挑戰，繼續邁步向前，在逆市中突顯本集團之效率。



- ▲ 集思會有效傳達企業發展路向及重要訊息，以加強各環節團隊默契及有效推進工作成效
The Retreat Camp effectively expressed the direction of corporate development and conveyed other important messages, so that the tacit understanding among various teams is enhanced and performance improved.



- ▲ 管理層目標一致齊喊出：
『Together. We Can』
“Together. We Can”, the management staff hailed together.



- ▲ 集思會由營運總裁郭永堅先生帶領下由長跑作啟動，有效觸動各管理者實際行動才是企業變革成功的關鍵點

The Retreat Camp began with a long-distance run led by the COO Mr. Kwok Wing Kin, Francis. Managers were impressed by the message that “Action is the key to corporate changes”.



- ▲ 主席兼行政總裁何焯輝博士向管理團隊發言
Chairman & CEO, Dr. Ho Cheuk Fai gave speech to management team

Chairman's Statement 主席報告

PROSPECTS

With the impacts of financial turmoil, the year of 2009/10 will certainly be a year full of difficulties and challenges. The global business is undergoing some difficult time and the Group cannot get away from it. As a preliminary estimation, the turnover for the year of 2009/10 will drop. As the Group's products are mainly for corporate usage, there will be a time-lag effect to reflect the demand in the market. However, it seems that the declining trend of consumer electronic products has approached its trough and the shipment of new model from one of our EMS customers will be launched. It is expected that the turnover ratio between Metal and Plastic Business and the EMS Business shall be 30:70. Thanks to the "Quantitative Easing" monetary policy adopted by many countries, it has provided sufficient capital to the global financial market and enhanced the liquidity in short term. The economic atmosphere has become more steady and people started to regain confidence gradually. Furthermore, the Chinese government has implemented different stimulating measures. It is believed that the internal demand in China remains strong. In the future, the Company will remain focusing on its own core business and grasping the business growth opportunities in China.

Under such a severe business environment, the Group will continue the effective measures as set out last year to save costs and increase revenue and maintain the healthy financial status. We believe "Together, we can" and we will "Prepare for the worst and plan ahead for the best". With appropriate measures in place, we will be able to overcome the current difficult time and heading toward to a brighter future.

The Group's unaudited turnover for the two months ended 31 May 2009 was HK\$295,406,000 (2007/08: HK\$415,000,000), as the unaudited turnover for these two months may not be able to reflect the final results for the year ended 31 March 2010, investors and shareholders should exercise caution when dealing in the shares of the Company.

展望

受到金融海嘯沖擊後的影響，二零零九／一零年度肯定是非常困難及充滿荊棘和挑戰，各行各業都舉步維艱，本集團也不能獨善其身，初步預期，二零零九／一零年度之營業額會比今年下跌，因本集團生產的主要是企業使用的產品，所以相對消費產品市場是有一定的滯後效應，但隨著外圍的電子消費類產品的下滑趨勢大幅減慢，加上本集團其中的一名主要電子專業代工業務客戶的新型號產品於二零零九／一零年度付運，預期五金塑膠業務與電子專業代工業務的比例為30：70。幸好多國採取量化寬鬆貨幣政策，短期能令環球金融市場的資金充裕和加快流通速度，經濟氣氛漸趨穩定，市民信心開始回復。加上中國政府也推出不同經濟刺激方案，相信國內經濟需求將持續增長。展望未來，本公司會維持堅守本業，把握在中國的增長機遇。

在如此惡劣的金融及經營環境下，本集團仍秉承去年定下的有效措施，繼續開源、節流，努力維持財務狀況於健康水平，相信在各人攜手同心，作出最壞打算、最好準備，採取因時制宜，積極求變的行動，定能渡過這段艱難時刻，期待下一線曙光出現。

集團截至二零零九年五月三十一日止兩個月未經審核之營業額為295,406,000港元(二零零七／零八年度：415,000,000港元)，因這兩個月之未經審核營業額未必能反映截至二零一零年三月三十一日止年度之最後業績，懇請各投資者及股東在買賣本公司股份時務須審慎行事。

Chairman's Statement 主席報告

FINANCIAL RESOURCES

Robust Cash Generating Ability

With the new Capex cycle slowing down, the Group has taken a group-wide effort to improve the cash cycle. As a result, the Group maintains a net cash inflow from operating activities of HK\$147,441,000 as compared to last year's net cash inflow of HK\$161,536,000 despite a 12% decrease in turnover.

Non-current Assets to Shareholders' Fund Ratio staying below 1

The Non-current assets to Shareholders' Fund Ratio stayed at a healthy 69% (2007/08: 67%). This means that the Group is using long term shareholders' fund to finance non-current assets such as plants and machinery. The sole purpose of the existing bank borrowings is to finance the working capital.

Financing for Growth

As at 31 March 2009, the unaudited net bank balances was approximately HK\$35,505,000. As such, we still expect the net gearing ratio will stay at a level of below 30%. We are also following our house rule of using our profit after tax and proceeds from the Rights Issue last year to finance our capital expenditures:

Financing Capex by Profit 以溢利作為固定資產投資之資金來源

HK\$ million	百萬港元	99/00	00/01	01/02	02/03	03/04	04/05	05/06	06/07	07/08	08/09
Profit After Tax	除稅後溢利	21	26	78	120	90	147	186	125	13	20
Depreciation/Amortisation	折舊／攤銷	32	39	34	32	34	38	50	54	60	57
Proceeds of Rights Issue	供股集資	-	-	-	-	-	-	-	-	122	-
		53	65	112	152	124	185	236	179	195	77
Less:	減去：										
CAPEX	固定資產投資	57	65	15	24	59	62	92	92	199	115
Dividend/Dividends To Be Distributed	股息／將派發股息	16	42*	113*	92*	82	86	103*	47	4	9
(Deficit)/Surplus	(虧欠)／盈餘	(20)	(42)	(16)	36	(17)	37	41	40	(8)	(47)
(Net Bank Borrowings)/ Net Cash	(淨銀行借貸)／ 淨現金	(23)	(51)	64	34	(6)	(234)	(112)	(141)	(52)	36
(Net Gearing Ratio)/ Net Cash Ratio	(淨銀行借貸比率)／ 淨現金比率	(7%)	(16%)	18%	9%	(1%)	(56%)	(21%)	(25%)	(8%)	5%

* Including special dividend

財務資源

充裕的變現能力

隨著新一輪的固定資產投資週期漸次減慢，集團透過整體努力達至改善現金回轉週期的目標，雖然營業額下降了12%，但最後仍維持「經營活動之淨現金流入」於147,441,000港元，對比上年度之淨現金流入161,536,000港元相若。

非流動資產與股東資金比率維持於1以下

非流動資產與股東資金比率繼續維持於69%之健康水平（二零零七／零八年度：67%），代表集團之「非流動資產」如廠房及機器，皆以穩定之長期股東資金所支持，目前銀行借貸唯一作用為流動資金週轉用途。

為增長提供資金週轉

截至二零零九年三月三十一日止，未經審計的淨銀行結存約35,505,000港元。鑒此，我們預計淨銀行借貸比率仍將維持低於30%之水平，同時亦堅持既有之原則，以除稅後溢利及前年供股所得的資金作為支持資本性開支的需要：

* 包括特別股息

Chairman's Statement 主席報告

Resources Available

Total bank borrowings is about HK\$605,935,000. The Directors are confident that the cash in hand and bank balances of HK\$641,440,000 with banking facilities of HK\$1,211,000,000, the Group is able to meet its current operational and capital expenditure requirements and to make strategic investments when opportunities arise.

Exchange Rate Exposure

All the Group's assets, liabilities and transactions are denominated either in Hong Kong dollar, US dollar or RMB. As the exchange rates of the RMB against Hong Kong dollar and US dollar rose continuously during the relevant period, the Group was exposed to exchange rate fluctuation risks and pressure on its production cost. The Group will actively communicate with its customers regarding raising its products' selling prices to mitigate the impact of the appreciation of the RMB on its business.

Contingent Liabilities

As at 31 March 2009, the Group had no significant contingent liabilities.

2008 HKMA Best Annual Reports Award

The Group is delighted to receive "Citation for Achievement in Corporate Governance Disclosure" in the 2008 Hong Kong Management Association Best Annual Reports Award.

The Board believes that the Group's annual reports and other corporate literatures and the Company's website are important platforms for communication between the Company and its shareholders and stakeholders. The Group thus devotes to "Heartfelt Dedication in All Details" (theme of the 2005/06 annual report) and uses graphs, simple language, and photos to aid communication. We are delighted that our efforts are recognized.

可動用資源

現時銀行借貸約為605,935,000港元，而手持現金及銀行結餘約為641,440,000港元與及銀行借貸額1,211,000,000港元，集團有信心足夠應付現時營運與及資本性開支及如機遇出現時的策略性投資的需要。

匯兌風險

本集團所有資產、負債及交易主要均以港元、美元或人民幣計算，由於在有關期間內人民幣兌換港元和美元之匯率持續上升，故此對本集團的營運成本產生一定的匯兌壓力和風險。本集團將努力與客戶爭取在貨價上作出調整，以減低人民幣匯價上升對業務的衝擊。

或然負債

截至二零零九年三月三十一日止，集團並無重大或然負債。

二零零八年度「最佳年報選舉」

本集團同時獲得「香港管理專業協會」二零零八年度「最佳年報選舉」之「優秀企業管治資料披露獎」。

董事會一直相信本集團之年報及其他企業文獻與及公司網頁乃作為與股東們及相關利益團體訊息交換之重要平台，因此我們一直秉承著「事無大小，用心去做」(二零零五／零六年度年報主題)的信念，利用圖表、簡淺的文字及照片等與投資者、股東及其他相關利益團體溝通，我們對付出了的努力最終得到外界之認同感到非常高興。

Chairman's Statement 主席報告

Tea-break with individual investors

We are glad that the “tea-break with individual investors” has been successfully held for 13th times. Owing to the sluggish market sentiment, particularly the lack of interests among investors in the shares of small industrial enterprises, the attendance rate was gradually decreased over years. However, the Group adheres to the principles of “openness, fairness and equality” and believes that all investors (large or small) should have the same right to get access to the Company's information. With these principles in mind and considering that the tea-break remains to be an effective and efficient way for the Company to communicate with its investors, the Group will continue to organise tea-breaks with individual investors but will reduce the number of tea-breaks to once annually (provisionally to be held in July each year). In the event that the investment environment improves and investors become enthusiastic in participating in the tea-break again, we will consider to gradually increase the number of tea-breaks per year. The next tea-break is scheduled on 31 July 2009 from 7 p.m. to 9 p.m. at Maxim's Palace Restaurant, G27 Luk Yeung Galleria, Tsuen Wan MTR Station. As part of the Group's social responsibility efforts, participants will be asked to donate at least HK\$50 to charity and the Group will match the donation up to a maximum of HK\$10,000. For those who donate HK\$100 or more, the Group will request the relevant charity to issue a receipt to the donor for tax deduction purpose.

Interested investors are invited to visit the Group's website at www.karrie.com.hk for more details. Application form can be downloaded from the website or obtained by calling 2411-0913 during office hours. Since seats are limited, if the total number of application is more than the seats available, the Group reserves the right to allocate the admission tickets by lot. Only investors whose applications are confirmed can join the function. Investors are advised to grasp this opportunity to communicate directly with the management of the Company.

與個人投資者茶敘

承蒙投資者蒞臨指導，個人投資者茶敘已成功舉辦了十三屆。礙於市場投資氣氛轉淡，尤其是小型工業股更乏人問津，出席茶敘人數按年遞減，然本公司秉承「公開、公平及公正」之理念，認為所有投資者（不論大小）皆應同等地享有本公司資訊之平等權力。因此本公司不擬錯過與投資者交流之好機會及認為值得繼續保持一個與投資者之有效溝通渠道，故只得將每年舉辦茶敘次數減為一次（暫定於每年七月），倘將來投資氣氛好轉，投資者再次踴躍參加茶敘，本公司當會考慮按年遞增舉辦投資者茶敘的次數。下一次之茶敘將於二零零九年七月三十一日晚上七時至九時，假座荃灣港鐵站綠楊坊G27美心皇宮大酒樓舉行。此茶敘亦為本集團履行社會責任計劃之一部份，所有到場參與人士均需捐助不少於50港元予慈善機構，而本集團亦會捐出相同總額（總額上限為10,000港元）。如任何人士願意捐出100港元或以上，本集團將會盡可能向相關慈善機構要求發出收據供退稅用途。

如投資者對上述活動有興趣，歡迎瀏覽本集團網頁www.karrie.com.hk索取更詳細資料，報名表格可於本集團網頁直接下載或於辦公時間內致電2411-0913索取。由於場地座位有限，如人數超過限額，本集團會以抽籤形式分配入場券。所有出席茶敘之人士必須事先獲確認登記，方可入座。請各位投資者把握與本公司管理層對話之機會。

Chairman's Statement 主席報告

EMPLOYEES AND REMUNERATION POLICIES

At the end of March 2009, the Group had approximately 5,650 employees (approximately 7,200 employees at the end of March 2008). With a good reputation in the local community, the Group has never encountered major difficulties in recruiting employees.

Employee remuneration packages are determined in accordance with prevailing market standards and the employee's performance and experience. The Group will also grant bonuses to employees with outstanding performance based on its own audited business performance and the appraisal and reward system. Other employee benefits include medical insurance, "Cooperative Home & Car Ownership Scheme" and mandatory provident fund.

Performance Based Incentives

The standard 13th month pay was abolished in 2002 and replaced by a performance based bonus system and more objective performance assessment. Employees with outstanding performance will receive bonus higher than what they would have received before the new system was implemented.

Dividend

The Board recommended to pay a final dividend of HK1.5 cents (2007/08: Nil) per share to shareholders whose names appear on the Register of members of the Company on 28 August 2009. Together with the interim dividend, total dividend paid for this year amounted to HK1.5 cents (2007/08: HK0.75 cent) per share. The final dividend, subject to the approval of the shareholders of the Company at the forthcoming annual general meeting of the Company to be held on 28 August 2009, will be payable to those entitled on 16 September 2009.

僱員及薪酬政策

於二零零九年三月底，本集團聘有僱員約5,650人（於二零零八年三月底約7,200人）。由於集團在當地建立了良好的信譽，故此於招聘人員上並未遇到重大困難。

僱員薪酬乃根據一般市場標準及僱員之表現及經驗釐定，集團並會根據公司已審核的業績透過獎賞評核政策，對有良好表現的員工發放花紅。其他員工福利包括醫療保險、「合作置業及置車計劃」及強制性公積金。

表現為先

於二零零二年起取消固有的第十三個月薪金，取而代之推出與表現掛勾的獎金制及較客觀的表現評估，有超卓表現的員工則會獲發比以往更為可觀的獎金。

股息

董事會已建議派發末期股息每股1.5港仙（二零零七／零八年度：無）予所有於二零零九年八月二十八日當日名列於本公司股東名冊內的股東；連同中期股息，全年股息共達每股1.5港仙（二零零七／零八年度：0.75港仙）。需待本公司股東將於二零零九年八月二十八日舉行之股東大會批准後，末期股息將於二零零九年九月十六日派予本公司合資格股東。

Chairman's Statement 主席報告

AUDIT COMMITTEE

The Company has established an audit committee made up of one non-executive director and three independent non-executive directors whose duties include reviewing and supervising the Company's financial reporting process and internal control systems. The audit committee and the management have reviewed the accounting principles and major policies adopted by the Group and have discussed the auditing, internal control and financial reporting matters with the external auditors during the year. The audit committee has reviewed the consolidated results of the Group for the year ended 31 March 2009.

APPRECIATION

I would like to thank our customers, suppliers, bankers, shareholders and others who have extended their invaluable support to the Group, and my fellow Directors, managers and all staff for their considerable contributions to the Group.

As at the date of this annual report, the Executive Directors are: Messrs. Ho Cheuk Fai, Kwok Wing Kin, Francis and Lee Shu Ki; the Non-executive Director is: Mr. Ho Cheuk Ming; the Independent Non-executive Directors are: Messrs. So Wai Chun, Chan Sui Sum, Raymond and Fong Hoi Shing.

By Order of the Board

Ho Cheuk Fai

Chairman

Hong Kong, 9 July 2009

審核委員會

本公司已成立審核委員會，該委員會現由一位非執行董事及三位獨立非執行董事組成。審核委員會負責處理審核範圍內的事宜，包括審視及監督本公司之財務申報程序及內部監控。審核委員會及管理層已審閱本集團已採納之會計準則及主要政策，並與外部核數師就本年度之審計、內部監控及財務報告進行商討。審核委員會已審閱本集團截至二零零九年三月三十一日止的綜合業績。

感謝

本人謹向一直鼎力支持集團的所有客戶、供應商、銀行家、股東、以及所有給予本公司支持者致以衷心致謝。此外更感謝一直為集團作出寶貴貢獻之董事、經理及員工們。

於本年報日期，本公司執行董事為何焯輝先生、郭永堅先生及李樹琪先生；非執行董事為何卓明先生；以及獨立非執行董事為蘇偉俊先生、陳瑞森先生及方海城先生。

承董事會命

主席

何焯輝

香港，二零零九年七月九日

Chairman's Statement 主席報告

APPENDIX 1

Special Characteristics of Our Business Model

A Hypothetical Example (Simplified and generalized for easy understanding)

1. Quotation Phase

- Around 12 to 15 months prior to shipment, Customer A sends out Request for Quotation (RFQ) for a project to all “qualified suppliers”.

2. Project Confirmation Phase

- Customer A confirms the placement of the project to us;
- Customer A also provides shipment forecast for the next 18 to 24 months, which is the normal life cycle of a project.

3. Moulds and Prototype Making Phase

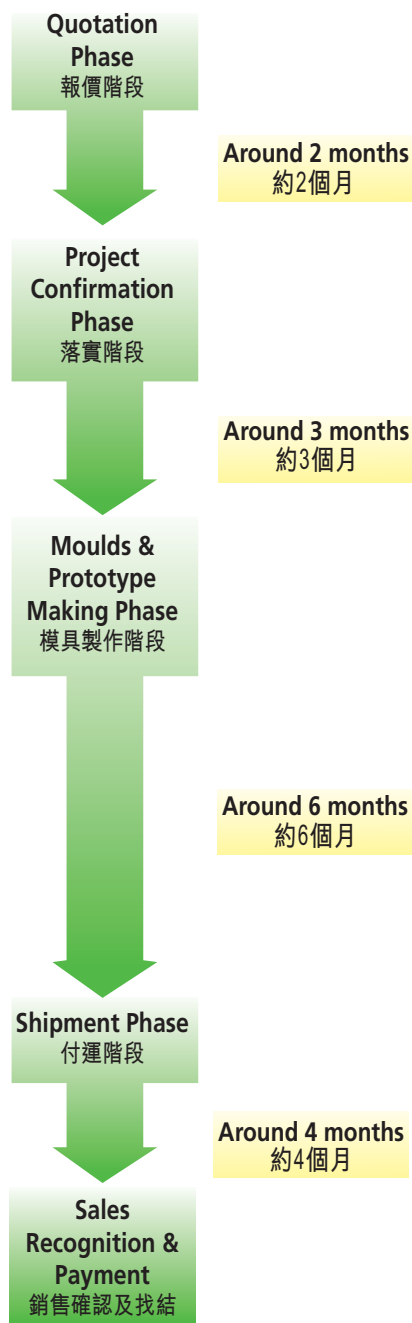
- According to Customer A's specification, we start to perform the design works, make the moulds and prototype;
- This process would take around 6 to 12 months;
- Customer A would also work with our purchasing department on electronics components and the list of qualified suppliers for such components.

4. Shipment Phase

- Customer A finalizes and revises the final shipment schedule;
- We start manufacturing and ship goods to just-in-time (JIT) inventory warehouses.

5. Sales Recognition and Payment

- Customer A takes goods from JIT warehouses;
- We get paid after the normal credit period (generally 60 days).



附錄一

經營模式之特色

假設舉例 (為方便大家容易理解，下列之過程以簡化形式表達)

1. 報價階段

- A客戶就某一產品之項目，於付運前約12至15個月向所有「合格供應商」要求報價，包括集團在內。

2. 落實階段

- A客戶確認將有關產品項目交予集團負責；
- 我們得到該產品未來18至24個月的落貨預測，此亦是一般產品壽命週期。

3. 模具製作階段

- 集團按照A客戶所提供的規格要求進行設計工作，並製作生產模具及首辦；
- 此工序大概需時6至12個月；
- A客戶亦會就產品所需之電子零件，與採購部門商討指定供應商及相關審批程序。

4. 付運階段

- A客戶發出修訂付運時間表；
- 完成生產及將成品付運至「即時付運」系統中轉貨倉。

5. 銷售確認及找結

- A客戶從「即時付運」系統中轉貨倉提取成品；
- 客戶按照相關找結方式 (一般為60天) 付款。

Chairman's Statement 主席報告

APPENDIX 1 (Cont'd)

Special Characteristics of Our Business Model (Cont'd)

As in most cases the Group is the sole supplier for the confirmed project and the related engineering works have largely been completed, our problem is therefore one of production, and not of marketing (2003/04 Annual Report, page 26).

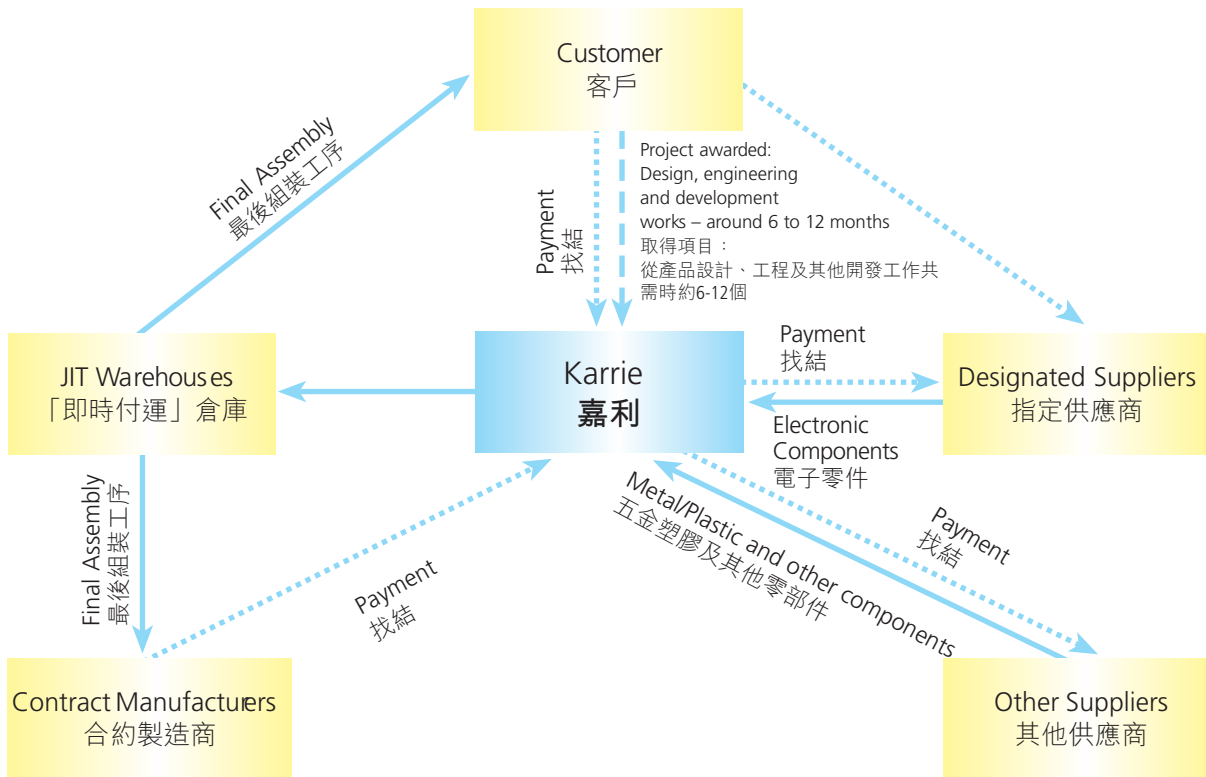
附錄一 (續)

經營模式之特色 (續)

由於集團通常是客戶個別產品項目之唯一供應商，而有關項目經已與新舊客戶取得落實，相關之工程準備工作亦大致完成，故現時所要關注的是如何完成生產任務，而非訂單（二零零三／零四年度年報第二十六頁）。

Generalised Flow Chart of the Supply Chain Management System

供應鏈管理系統一般運作流程圖



Chairman's Statement 主席報告

APPENDIX 1 (Cont'd)

Special Characteristics of Our Business Model (Cont'd)

Some or all of the following characteristics apply to our dealings with customers. Such characteristics have been generalized/simplified to enable easy understanding:

1. We deal with projects, which can take one year from initial project confirmation, development and engineering works to final shipment of goods. A project's shipment cycle can run for 18 to 24 months.
2. We do not normally have a large order backlog because the customers' adoption of either the just-in-time inventory (JIT), rolling forecast, Electronic Data Interexchange (EDI) or a combination of the above methods.
3. Usually we are the sole supplier for a particular project and therefore have the obligation to ship goods to customers even if the sales volume is much higher than the initial projection.
4. Most of our customers are not retailers, but manufacturers themselves. Some of them even have factories in China. Most of the electronic components are either sourced through the customers or their designated suppliers.
5. While the metal and plastic enclosures business is an integral part of the computer and computer peripheral sector, the industry thrives only in Taiwan but not in Hong Kong.
6. Our customers are mostly multi-national companies. Thus we frequently encounter such situation like project originated in Japan, components assembled in China while the final products shipped to Asia or Europe. Our definition of breakdown by market is by shipment destination rather than country of origin of the customers.

附錄一 (續)

經營模式之特色 (續)

以下的幾點經營特色或多或少是我們與客戶之間生意上交往時會遇到的，方便大家理解，已將下列之特色簡化表達：

1. 我們接回來的生意一般是以項目形式進行，而每個項目從開發，工程設計到起辦，至成品付運，整個過程為時約一年，而項目本身之週期為18至24個月。
2. 一般我們並無大量的實單在手，因為客戶落單以即時付運(JIT)，滾動式的預算表又或以電子信息交換系統(EDI)進行。
3. 很多時我們所負責的項目都是客戶該項目的唯一供應商，因此就算客戶突然將訂單數量增加，我們亦有責任準時付運。
4. 我們的客戶大多是廠家，而非零售商，有些更於中國設有廠房，大部份的電子零件都是客戶指定供應商又或是他們自己提供的。
5. 雖然五金塑膠外殼業務乃電腦及其週邊產品的核心部份，但這行業於台灣遠比香港盛行。
6. 我們的客戶大部份屬國際知名品牌，故很多時會出現如下情況：客戶之項目源自日本，但在中國生產，成品最終付運到亞洲及歐洲等地。而我們對於市場分佈之界定則以成品付運終點站為準，而非客戶來自那個國家。

Chairman's Statement 主席報告

APPENDIX 2

Corporate Governance

1. Establishment of an Executive Committee to improve decision-making efficiency. The day-to-day operations of the Group are now in the hands of a group of professional managers;
2. Efforts to improve transparency
 - disclosing in annual report detailed explanation of corporate strategies and the rationale behind;
 - meeting with individual shareholders annually through a new "tea-break" program.
3. Clearly defined dividend policy of payment of 30%* or more of the profit attributable to shareholders;
4. Clearly defined ROE objective of 20%;
5. Clearly defined future turnover targets;
6. Announcing quarterly results; #
7. Increasing the number of audit committee meetings to 4 times a year;
8. Encouraging executive directors to hold at least 500,000 shares of the Group;
9. Willingness to share wealth created with all shareholders through dividend. Since 2000/01, the aggregated amount of the Group's dividends paid/payable is around HK\$577,463,000 or around 83% of the shareholders' fund.

Remarks: * Because of the importance of maintaining financial stability in this crucial period of a CAPEX cycle, the Directors reserve the right of changing this guideline without prior notice.

The Company had discontinued its current practice of quarterly reporting in January 2009. The discontinuation of quarterly is one of the cost-cutting measures of the Company.

附錄二

企業管治

1. 成立執行委員會加快決策效率，集團日常營運交由一群專業管理人員處理；
2. 致力提高透明度
 - 於年報中詳細解釋集團策略與其背後之理念；
 - 每年舉行「茶敘」活動與個人投資者會面
3. 將股東應佔溢利之30% *或以上用作派息作為集團之派息政策；
4. 清晰釐定股東權益回報率目標為20%；
5. 清晰釐定集團未來銷售目標；
6. 公佈季度業績；#
7. 增加召開審核委員會會議之次數至每年4次；
8. 鼓勵各執行董事持有不少於500,000股集團股份；
9. 願意透過派發股息與各股東一同分享財富；自二零零零／零一年度開始，集團已派發／擬派發現金股息約577,463,000港元，或約佔股東資金83%。

註：* 由於投資期內保持財務穩定相當重要，因此董事會保留無需提前通知而更改此股息派發指引之權利。

於二零零九年一月，本公司已終止其現行季度業績之常規。終止季度業績公佈之常規，為節省成本方案之一。

Chairman's Statement 主席報告

APPENDIX 3

附錄三

Dividend and Dividend Policy:

股息及股息政策：

An unbroken 12 years' record of dividend payment

12年以來派息從未間斷

The Group's policy to distribute 30% or more of its profits attributable to shareholders as dividend

集團既定股息政策為股東應佔溢利30%或以上用作派息

All dividend paid shown below is in HK cents per share

下列每股派發之股息全以港仙計算

	Interim 中期	Final 末期	Subtotal 小計	Interim Special 中期 特別股息	Final Special 末期 特別股息	Special Subtotal 特別股息 小計	Total 合計	Dividend Payout Ratio 股息 派發比率	
								(Excluding)* (不包括在內)*	(Including)# (包括在內)#
1997/98	Nil 無	1.00	1.00	Nil 無	Nil 無	Nil 無	1.00	13%	N/A 不適用
1998/99	2.00	2.00	4.00	Nil 無	Nil 無	Nil 無	4.00	58%	N/A 不適用
1999/00	2.20	2.20	4.40	Nil 無	Nil 無	Nil 無	4.40	77%	N/A 不適用
2000/01	1.10	3.80	4.90	Nil 無	6.20	6.20	11.10	69%	156%
2001/02	5.00	5.90	10.90	5.00	14.10	19.10	30.00	50%	138%
2002/03	8.00	11.00	19.00	Nil 無	5.00	5.00	24.00	60%	75%
2003/04	8.00	12.00	20.00	Nil 無	Nil 無	Nil 無	20.00	87%	N/A 不適用
2004/05	8.50	12.50	21.00	Nil 無	Nil 無	Nil 無	21.00	58%	N/A 不適用
2005/06	9.00	13.00	22.00	Nil 無	3.00	3.00	25.00	48%	55%
2006/07	8.50	3.00	11.50	Nil 無	Nil 無	Nil 無	11.50	38%	N/A 不適用
2007/08	0.75	Nil 無	0.75	Nil 無	Nil 無	Nil 無	0.75	27%	N/A 不適用
2008/09	Nil 無	1.50	1.50	Nil 無	Nil 無	Nil 無	1.50	39%	N/A 不適用

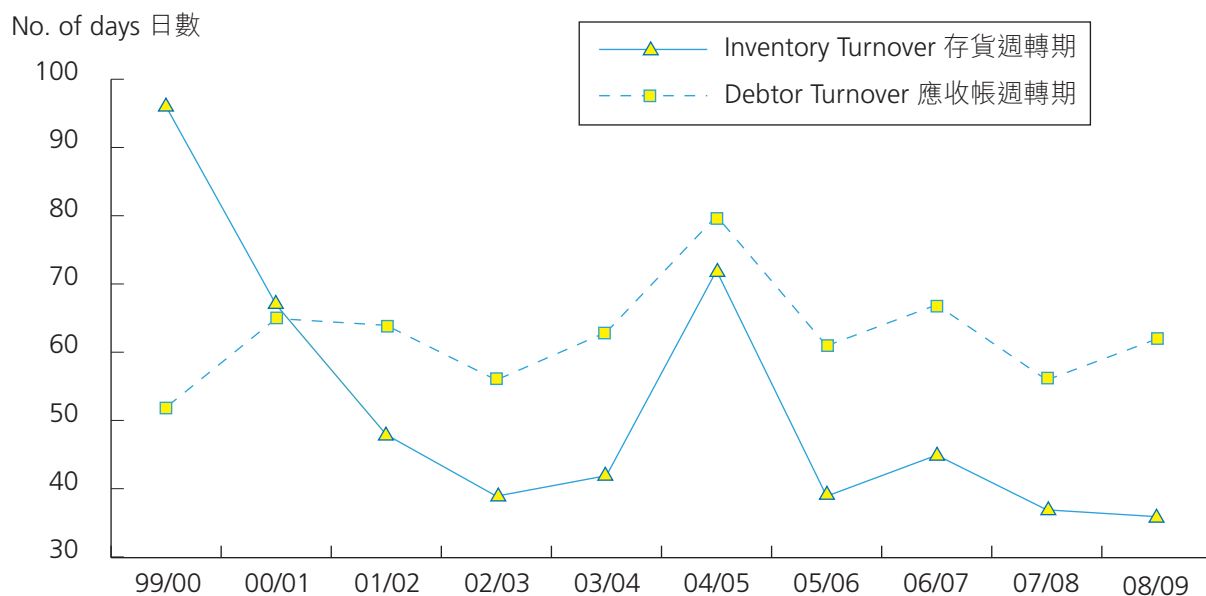
Remarks: * Excluding special dividend
備註： * 不包括特別股息# Including special dividend
包括特別股息

Chairman's Statement 主席報告

APPENDIX 4

附錄四

Inventory & Debtor Turnover 存貨及應收帳週轉期



(no. of days) (日數)	99/00	00/01	01/02	02/03	03/04	04/05	05/06	06/07	07/08	08/09
Inventory Turnover 存貨週轉期	96	67	48	39	42	72	39	45	37	36
Debtor Turnover 應收帳週轉期	52	65	64	56	63	80	61	67	56	62

Inventory turnover (Base on year end stock value/Cost of Sales) x 365 days
Debtor turnover (Base on year end debtors/Turnover) x 365 days

存貨週轉期 (以年終存貨值 / 銷售成本) x 365日
應收帳週轉期 (以年終應收帳 / 營業額) x 365日

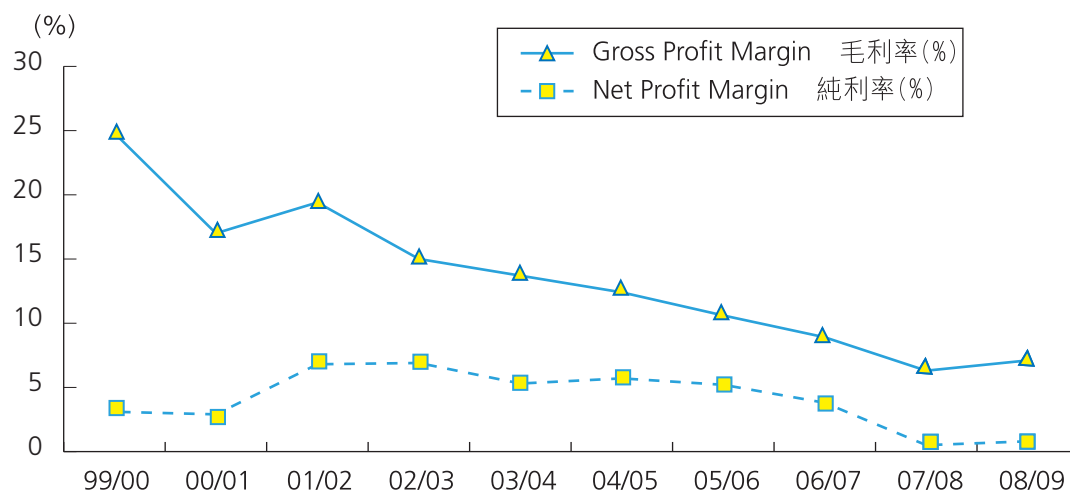
Inventory Turnover Days 存貨週轉期

(no. of days) (日數)	07/08	08/09	Change 變幅%
Raw Materials 原料	18	19	+6%
WIP 半製品	5	6	+20%
Finished Goods 製成品	14	11	-21%
Total 合計	37	36	-3%

Chairman's Statement 主席報告

APPENDIX 5

附錄五

Gross Profit Margin & Net Profit Margin
毛利率與純利率走勢圖

(%)	99/00	00/01	01/02	02/03	03/04	04/05	05/06	06/07	07/08	08/09
Gross Profit Margin 毛利率	24.8	17.0	19.4	15.0	13.7	12.4	10.7	9.1	6.4	7.2
Net Profit Margin 純利率	3.1	2.9	6.8	6.9	5.3	5.7	5.2	3.8	0.5	0.8
<i>HK\$(million) (百萬港元)</i>										
Turnover/Revenue 營業額 / 收入	662	893	1,156	1,738	1,693	2,563	3,597*	3,328*	2,803*	2,464*
Profit for the year 本年度溢利	21	26	78	120	90	147	186	125	13	20

* Revenue = Turnover + Other gains
收入 = 營業額 + 其他收益

Chairman's Statement 主席報告

APPENDIX 6

FAQ

BUSINESS

1. What is so special about Karrie's business model?

- Normally we deal with projects, which can take one year from initial project confirmation, development and engineering works to final shipment of goods. A project shipment cycle can run for 18 to 24 months.
- Usually we are the only vendor for a particular project confirmed. Combined with the 18 to 24 months shipment cycle, we are bestowed with relatively long-term business visibility. (2004/05 Annual Report, page 60)

2. Would rising cost of raw material affect the performance of the Group?

Under the Group's versatile 'Total Transparent Cost Plus Pricing Mechanism' most of the raw materials other than electro-galvanized steel plates are sourced through the customers or through suppliers designated by the customers. A rise in raw material price (other than steel) has only a marginal impact on the bottom line. (2004/05 Annual Report, page 18)

3. Experts say RMB is going to appreciate more in the coming two years. What is the impact on the Group?

- RMB payments represents about 15% of the total cost of sales.
- As most of our competitors are also based in China and on the basis that customers stick to their present purchasing practice, in theory we could raise price to cover the increase in cost over the time.

4. To whom do Karrie sell its products?

Our products, including computer server casings, laser printers, magnetic tape drive, are mainly sold to multi-national customers.

附錄六

常見問題

業務

1. 嘉利之經營模式有何特別？

- 我們接回來的生意一般是以項目形式進行，而每個項目從開發，工程設計到起辦，至成品付運，整個過程為時約一年，而項目本身之週期為十八至二十四個月。
- 通常我們所負責的項目都是客戶該項目的唯一供應商，加上一般產品之壽命週期為十八至二十四個月，因而我們對生意前景有相對較長線的洞悉力。(二零零四／零五年度年報第六十頁)

2. 原料成本不斷上漲會否對集團的表現有所影響？

根據集團多變的「全透明成本加利潤報價模式」，除鐵料外，大部份原料均是由客戶負責採購又或是由客戶指定供應商所提供，故此原料價格（鐵料除外）上升只會對集團帶來輕微影響。(二零零四／零五年度年報第十八頁)

3. 有專家指出未來兩年人民幣仍然會持續升值，這對集團有何影響？

- 採用人民幣找結的總額佔整體銷售成本約15%。
- 由於集團大部份之競爭對手之生產基地亦設於中國，理論上長遠而言，基於客戶仍會按照現有之採購模式於中國採購，相信大家都會一致向客戶要求加價，以彌補成本上升的。

4. 嘉利所制的產品銷售對象是誰？

我們製造的產品包括電腦伺服器外殼、鐳射打印機、磁帶解碼機等，大部份均是售予一些國際性知名的客戶。

Chairman's Statement 主席報告

APPENDIX 6 (Cont'd)

CAPEX, DIVIDEND AND FINANCE

5. Are you worried about a high level of bank borrowings?

- The Group's shareholders fund is much higher than the non-current assets meaning that the Group is financing its non-current assets through stable shareholders' fund rather than bank borrowings;
- Any increase in net bank borrowings could therefore be attributed to the increased working capital requirement due to an increase in turnover. This is a positive news but not the otherwise.

6. What is the status of new Yu Quan and Yi Xing Plants?

- The site area of Yu Quan Plant is approximately 240,000 sq. m. as compared to the combined site area of 89,000 sq. m. of the existing Yan Tien Plant and Fenggang Plant;
- We will build Yu Quan Plants in various phases depending on the economic conditions. Phase I has launched production in October 2006;
- Phase II of Yu Quan Plant was completed by end of 2008. Some factory building has already started mass production;
- It is expected that Phase III of Yu Quan Plant to be completed by the end of 2010;
- The construction of Phase I of Yi Xing Plant has commenced. The trial run is expected in the 4th quarter of 2009.

7. Is Karrie going to change its dividend policy because of the capex and working capital requirements?

- Our dividend policy is to pay out 30%* or more of the profit attributable to shareholders;
- In 2008/09, we paid out a total of HK1.5 cents as dividend (payout ratio: 39%), making the 12th year of unbroken dividend payment record;

*Remarks: Because of the importance of maintaining financial stability in this crucial period of a CAPEX cycle, the Directors reserve the right of changing this guideline without prior notice.

附錄六 (續)

固定資產投資、股息及財務方面

5. 你們有否擔心過高借貸情況？

- 集團股東資金比「非流動資產」為高，代表著集團之「非流動資產」是以穩定的股東資金所支持的，而非經由銀行借貸；
- 任何淨銀行借貸之上升乃由銷售額增長帶動流動資金需求增加的，這是正常不過的現象，絕無不妥當。

6. 目前新的玉泉及宜興廠房興建進度如何？

- 目前的雁田及鳳崗廠房兩者相加之佔地面積只有89,000平方米，至於玉泉廠房之佔地面積約240,000平方米；
- 我們將會根據經濟狀況將玉泉廠房劃數個階段興建，而第一期已於二零零六年十月正式投產；
- 玉泉廠房第二期工程已於二零零八年底完成。部份廠房已投入生產；
- 預期玉泉廠房第三期工程將於二零一零年底完成；
- 宜興廠房第一期建築工程已展開。預計二零零九年第四季開始試產。

7. 因應目前之固定資產投資及流動資金的需求，嘉利會否改變股息政策？

- 我們的股息政策是將股東應佔溢利的30%*或以上作為股息；
- 於二零零八／零九年度我們每股派發1.5港仙作為股息（派發比率為39%），並連續十二年保持派息記錄；

*註：由於投資期內保持財務穩定相當重要，因此董事會保留無需提前通知而更改此股息派發指引之權利。

Chairman's Statement 主席報告

APPENDIX 6 (Cont'd)

CORPORATE GOVERNANCE AND OTHERS

8. Should you worry about the corporate governance standard of Karrie?

- For three consecutive years from 2003-2005, fund managers and research analysts have voted Karrie as one of the best-managed companies in Hong Kong in the Asiamoney Polls. In the 2004 Poll, Karrie was voted as the second best in Corporate Governance in Hong Kong. In 2005 Karrie was voted as the best small cap in the same poll;
- We have made detailed explanation of corporate strategies and the rationale behind in our annual reports and our effort was recognised by Hong Kong Management Association and awarded with "Honorable Mentions" in 2006 and 2007 Best Annual Report Award, also being awarded with 2007 IR Magazine Award "Best Annual Report and Other Corporate Literature" Award. In 2008, we had been awarded "Citation for Achievement in Corporate Governance Disclosure" in the 2008 Hong Kong Management Association Best Annual Reports Award;
- Since 2001 the day-to-day operation of Karrie has been in the hands of a group of professional managers. The management team is not related to the controlling shareholder;
- Karrie is also willing to share with shareholders the wealth created through distribution of dividend. Since 2000/01, the aggregated amount of the Group's dividends paid/payable is around HK\$577,463,000 or around 83% of the shareholders' fund as at 31 March 2009;
- To increase its transparency, Karrie
 - a. arranges "tea-breaks" with individual shareholders annually; and
 - b. publishes an easy-to-read annual reports with graphs, tables and other useful information.

9. Who are the major shareholders?

- As at 30 June 2009, the Ho's family/New Sense Enterprises Limited held around 56% of the issued share capital of the Company.

附錄六 (續)

企業管治及其他

8. 我們應否擔憂嘉利的企業管治水平?

- 嘉利於二零零三至二零零五連續三年於「亞洲貨幣雜誌」選舉中被機構投資者及證券分析員推許為優秀企業。於「二零零四年度選舉」中，嘉利被選為「香港最佳企業管治表現」第二名。於「二零零五年度選舉」更獲選為「香港最佳管理公司—小型企業」第一名；
- 於年報中詳細解釋集團策略與其背後之理念，此舉取得「香港管理專業協會」認同並獲頒發二零零六及二零零七年度「最佳年報選舉」之優異年報獎項，同時亦獲「投資者關係雜誌」二零零七年度「最佳年報及企業文獻」第一名。於二零零八年，本集團獲得「香港管理專業協會」二零零八年度「最佳年報選舉」之「優秀企業管治資料披露獎」；
- 嘉利自二零零一年開始交由一班專業管理人仕負責日常營運工作，所有成員均與控股股東無親屬關係；
- 嘉利亦願意透過派發股息與股東們分享財富，自二零零零／零一年度開始，截至二零零九年三月三十一日集團合共已派發／擬派發之現金股息約577,463,000港元，佔股東資金的83%；
- 為了提高透明度，嘉利
 - a. 每年為個人投資者舉行茶敘活動；及
 - b. 年報制作考慮「用者為先」，透過簡淺的圖畫、圖表及其他有用資料加以表達。

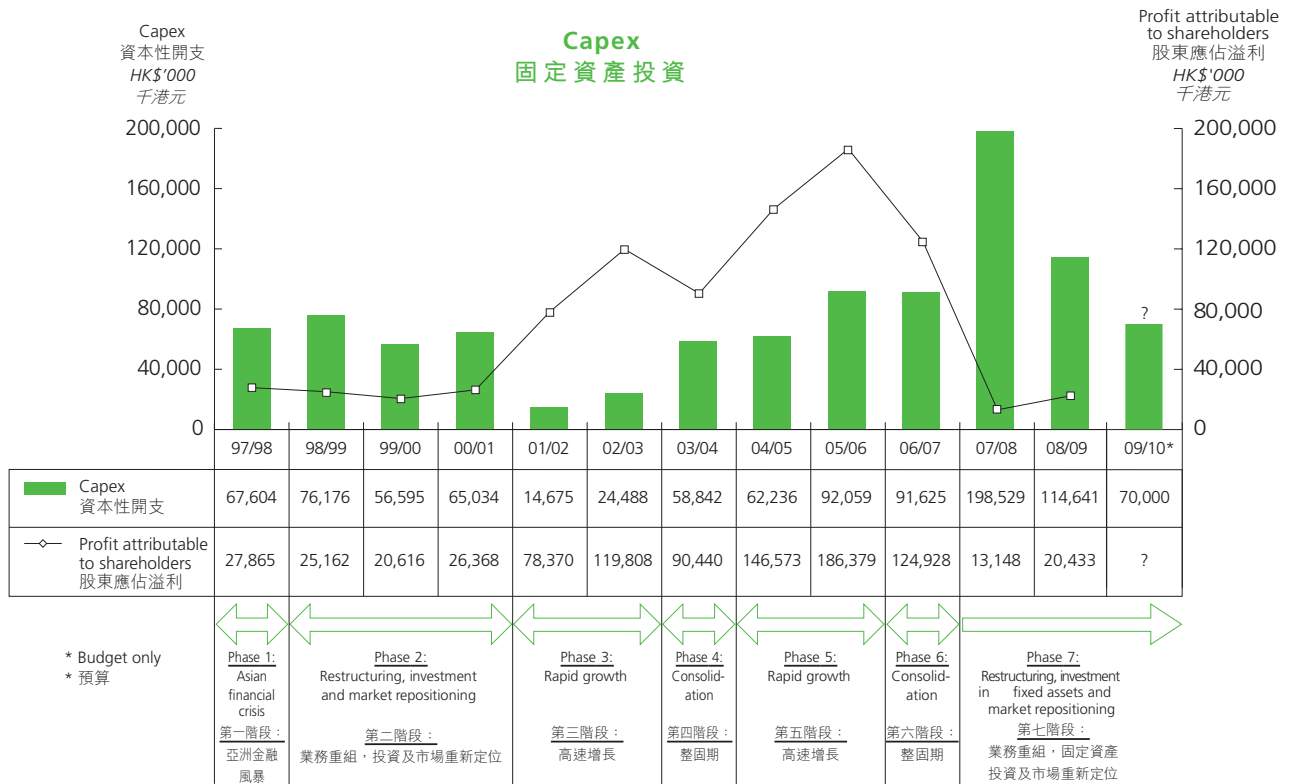
9. 誰是集團的主要股東?

- 截至二零零九年六月三十日止，何氏家族／New Sense Enterprises Limited持有股份約為56%。

Chairman's Statement 主席報告

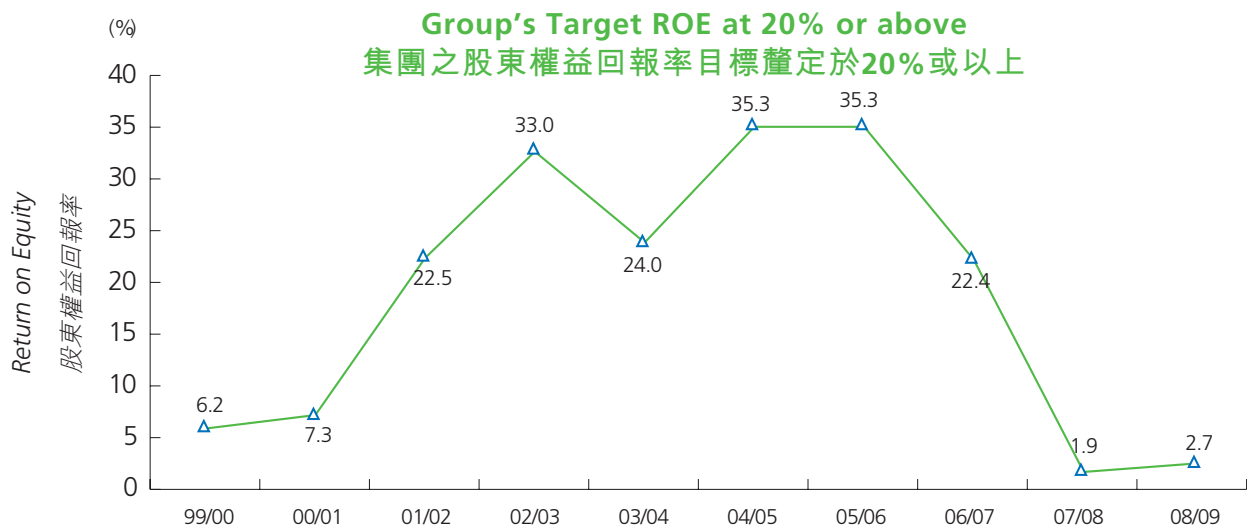
APPENDIX 7

附錄七



APPENDIX 8

附錄八



HK\$ (m)
港幣百萬

		99/00	00/01	01/02	02/03	03/04	04/05	05/06	06/07	07/08	08/09
Profit after Tax	除稅後溢利	21	26	78	120	90	147	186	125	13	20
Shareholders' Equity	股東權益	339	356	347	364	375	416	527	557	676	741
Return on Equity (%)	股東權益回報率(%)	6.2	7.3	22.5	33.0	24.0	35.3	35.3	22.4	1.9	2.7

Sustainability Report 可持續發展報告書

Karrie on Perpetual Motion:

Persistence

Consistence

Continuance

INTRODUCTION

It is the first “Sustainability Report” independently published by Karrie Group that outlines its work for and commitment to the fulfillment of social responsibilities. The Company realizes that corporate mission is certainly to maximize the shareholders’ interests and the performance of social responsibilities incurs more cost on an enterprise in the short term inevitably. However, the Company is of the view that an enterprise, as a corporate citizen, can never neglect the interests of other stakeholders (especially the shareholders, employees and clients). It is therefore necessary to take good care of the related parties’ benefits without prejudice to those of the shareholders. What are taken from the society should be used in the interests of the same. To ensure a long-term sustainable development, an enterprise must keep on growing together with the community harmoniously.

In the long run, playing the role of good corporate citizen can definitely help the Company to improve goodwill, reduce cost, broaden vision for decision-making and strengthen capability of corporate governance. Also, the Company believes that the fulfillment of social responsibilities may not necessarily conflict with the shareholders’ interests. For instance, the implementation of energy-saving policy for reduction in carbon emission can not only protect the environment, but reduce the cost as well. This can complement each other to increase the shareholders’ values eventually.

“Karrie on Perpetual Motion” has always been our main principle. “Rome was not built in one day”. Karrie Group has survived a lot of difficulties before its current scale is developed. It was not built within a short time, and remains in continued development by persistent effort. Everybody must have the same objective, work with perseverance and recognize the significance of sustainable development of the Group. Karrie Group, just like a large family, requires all of us to put continuous effort to “build Karrie (our home) hand in hand”. Our hard work is akin

嘉建於恆：

堅持

一致

延續

前言

這是首份嘉利集團獨立刊發《可持續發展報告書》概覽其在社會責任方面的工作，以表明本公司對社會責任的承擔。本公司認識到企業當以股東之最大利益為依歸，履行社會責任少不免令企業之短期成本上升，然本公司認為企業作為社會公民之一，自然不能忽略各方夥伴（特別是股東、僱員及客戶）之權益，故必須在股東利益之大前提下，兼顧各相關者之利益，取於社會用之於社會，與社會一起和諧共同持續成長，企業才能持續長遠發展。

長遠來說，履行社會責任，必然提升本公司之商譽、減省成本、增加決策思維範疇及加強企業管治能力。此外，本公司同時認為履行社會責任，未必與股東利益相違背。例如：為減少碳排放量，而實施之節約能源政策，既可環保，同時也可節省成本，相輔相成，最終會顯現於股東價值上。

本公司一向都以「嘉（家）建於恆」的中心理念，「羅馬非一天而建成」，嘉利集團屢經不少風浪，建立至現今之規模，不是短時間內建立而成，現今仍不斷發展，基礎建立於「持之以恆」，大家必須目標一致及堅持不懈地用心去做，相信企業持續發展的重要性，嘉利集團猶如一個大家庭，需要大家不斷努力「攜手同

Sustainability Report 可持續發展報告書

to a small stream of water which, however small it seems, can penetrate hard rocks with passage of time. Thus, the sustainable development, as part of the value chain, can create value together with other parts to enhance the Company's competitiveness. In addition to pursuit of the stable business development, the Company has always been committed to its corporate citizenship as a major mission to be accomplished by six ways as follows:

- (I) Good mental and physical health
- (II) Concerted effort for Karrie
- (III) Contribution to community development
- (IV) Adherence to integrity
- (V) Staff training
- (VI) Environmental protection

(I) Good mental and physical health

Staff is a valuable asset of Karrie Group, and the physical and mental health of each employee is particularly important. Therefore, the Company organized a program named "Karrie Healthy Month" to make its staff understand the importance of physical and mental health and to help them relieve pressure.

The Karrie Healthy Month includes a number of activities held for the staff. "Stair Climbing Action" was to encourage stair climbing instead of taking lifts for the sake of physical health. The provision of information on food, emotion, medicine and mental health enabled the staff to realize the keys to physical and mental health easier. The competition of trivial knowledge added fun to the staff's learning of the knowledge of food and psychological health. A lecture by the invited clinical psychologist on the topic of "Positive Psychology" provided an opportunity for the staff to share experience with the expert through which they could understand the goal and value of life and enhance their quality of life.

Furthermore, the Company emphasizes more on our staff's spiritual life, and adheres to the spirit of "work-life balance" as usual. It believes that the staff should try to make an active life, reinforce the positive emotion, look for the right objective of life, strengthen the psychological quality, and improve the ability to prevent mental and emotional

心，合力建嘉(家)」，猶如細水常流，則能穿石。因此持續發展，乃價值鏈的一環，共創價值，增強本公司之競爭能力。本公司在追求業務穩定發展外，始終承擔企業公民責任為一項重要使命，乃建基於下列六大要素：

- (I) 精神健康
- (II) 用心建嘉
- (III) 建設社區
- (IV) 維持誠信
- (V) 人才培訓
- (VI) 環境保護

(I) 精神健康

員工乃嘉利集團之重要資產，各員工之身心健康尤為重要，本公司因此舉行「嘉利健康月」活動，使各員工了解身心健康的重要性及舒解壓力。

嘉利健康月活動包括：「行樓梯行動」鼓勵各員工以上落樓梯代替乘電梯，以達致生理健康；提供食物、情緒、醫學精神健康等資訊，讓員工更容易掌握身心健康的竅門；透過冷知識比賽，使員工更有趣地學習各食物及心理健康等知識；邀請臨床心理學家主講關於「正向心理學」的講座，藉此員工可與專家分享經驗，認識人生的目標及價值及提高其生活質素。

此外，本公司更重視員工之精神生活，並秉承過往「平衡工作與生活」之精神，認為員工應該積極投入生活、增加正面情緒，尋找正確生活目標，強化心理質素，提升預防精神情緒問題的能力，員工能提升工作效率之餘，更能享受更豐盛人生。本公司亦參與由香港社會服務

Sustainability Report 可持續發展報告書



考考你? Do you know?

問題1：為甚麼從未見過鰻魚的生魚片？
Question 1: Why have we never seen the eel sashimi?

問題2：吃菠蘿為什麼要加鹽水？
Question 2: Why do we need to add brine when eating pineapple?

問題3：什麼食物能解酒？
Question 3: What kind of food can help one to sober up?

問題4：空肚子的時候可不可以吃蕃茄？
Question 4: Can we eat tomatoes on an empty stomach?

問題5：為什麼有些食物是負卡路里？
Question 5: Why some kinds of food are negative calorie food?

(答案見於第57頁)
(Answer refer to P.57)



▲ 「正向心理學」講座
"Positive Psychology" lecture



▲ 行樓梯行動
Stair Climbing Action



▲ 健康資訊告示板
Notice board on health issue

Sustainability Report 可持續發展報告書

problems. In this way, the staff can upgrade the working efficiency, and enjoy a more fruitful life at the same time. The Company also joined the “Embracing Challenges Enriching Lives” campaign, hosted by the Hong Kong Council of Social Service, to promote the positive messages of “Think Positively, Care for Family and Live Healthily”. In the participation, we attended the launch ceremony of the “Embracing Challenges Enriching Lives – Everybody Restarts from Heart” Movement and carried out the game stall in “Embracing Challenges Enriching Lives” Carnival in collaboration with the volunteers of The Yuen Yuen Institute.

In Mainland China, the Company holds periodically the lectures on the health knowledge, including summer epidemic diseases, daily healthcare knowledge seminars and voluntary consultation activities.

(II) Concerted effort for Karrie

The Company understands that staff support is one of the keys to its success and strives to develop a team spirit. We try to promote the communication between our staff and their families in order to build up harmonious families with concerted effort. The Company hosted the most look-alike election of “Colleague, Son/Daughter, Father/Mother”, and its staff were also encouraged to bring along their family members to participate in visits and Walk for Millions and attend the annual dinner of the Company.

The “Karrie Club” has been set up in Mainland China to provide staff members with a venue to relax and socialize. It serves the purposes of enriching employees’ time after work and increasing their sense of belonging to the Group. The “Committee on the Concerns for the Staff” holds regular informal discussions with new employees to give our care for them and hasten their adaptation to the work environment. The Company also organized various festive variety shows and recreational and cultural activities in the PRC. Furthermore, to enable the staff to carry out various recreational activities even in rainy day, the Company has especially constructed an indoor staff recreational centre with an area of over 2,800 sq.m.

聯會舉辦，以「好好生活」為主題的活動，推動正向思想，關心家庭及好好生活等正面訊息。其中包括出席其舉行之「好好生活 – 全城由心再出發大行動」的開展禮及聯同圓玄學院義工進行「好好生活」嘉年華之遊戲攤位。

國內方面，本公司會定期舉行健康知識講座，包括：夏季流行性疾病、日常保健知識講座及義診活動等。

(II) 同心建嘉

本公司明瞭員工之支持乃企業成功要素之一，並致力建立團隊精神，攜手同心，促進公司員工及其家庭之間的溝通，建立一個和諧家庭，本公司舉辦了「同事、子女、父母」似模似樣選舉，亦鼓勵各員工攜同家屬參與探訪、百萬行及出席公司周年晚會。

國內設有「嘉利俱樂部」，讓員工有消閒及聯誼的好去處，豐富工餘休閒生活，增加歸屬感；「關懷員工委員會」會定時與新員工座談及獻出關懷，加快新員工適應環境。本公司於國內亦舉辦不同節日的慶祝晚會、康體及文藝活動，此外，為了讓員工在雨天亦能順利開展各項康體活動，本公司特興建總面積達2,800多平方米的室內員工活動中心。

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The Company understands that its employees need to cultivate their children to the utmost. Since last year when our summer internship program for staff's children was launched, the Company has provided them with opportunities to do intern work in various departments during summer holiday, so that they can know more about the operation of commercial organizations and have access to working experience. It also assists them in thinking over a way for their studies and career in future.

Good employment relationship is so important that the Company places great emphasis on the internal two-way communication. The Company keeps the staff informed of business orientation, strategy, policy and employment by means of intranet, and encourages them to express opinions through this platform. Meanwhile, it releases the information about internal activities by producing the internal publication of "Karrie Monthly (嘉利月刊)" and "Newsletter on Social Responsibility".

本公司明瞭作為父母之員工，極力栽培其子侄的用心。自去年起，本公司已推行員工子侄暑期實習生計劃，以提供機會予員工子侄到不同部門實習，讓他們認識商業機構的運作模式，吸收社會工作經驗，讓他們思考日後升學及就業的路向。

良好的僱員關係十分重要，本公司非常注重內部雙向溝通。本公司藉着內聯網向員工提供有關業務方針、策略、政策及聘用事宜等訊息，亦鼓勵員工透過這平台表達意見。同時製作內部刊物<嘉利月刊>及<社會公益活動通訊>，以發放內部活動資訊。



嘉利月刊培養企業文化 Karrie Monthly cultivates corporate culture

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The Group has long been stressing industrial safety. Besides the implementation of targeted training and the strengthened investigation and punishment for violation, it has increased the investment in safety equipment year after year in order to improve the working environment and avoid the accidents. The relevant measures marked significant results. For example, the incidence of work injuries has continued to decline for several consecutive years and is controlled down to a minimum while the Group maintains itself in the category of no serious work injury in the work-related impairment assessment.

(III) Contribution to community development

The Company keeps an eye on the community's needs, and participates in and supports social activities in a bid to grow along with the community. In May 2005, the Company formed a volunteer group for charitable works to assist in various donation and voluntary activities conducted by the Company from time to time, including the charity sale, visit to the elderly, the New Territories Walk for Millions, Chinese New Year Food Re-donation Scheme, etc. The Company also participated in the "Show Our Love on Senior Citizens' Day" movement. In order to express our gratitude to the elderly, the volunteers learnt to play magic and performed during the visits to the elderly. All the aforesaid activities were held to show our respect to the elderly and aid the poor for helping social vulnerable groups. The Company also encouraged the staff to take part in activities of caring for community. Since 2008, in order to reward the staff's sacrifice of private time to participate in social welfare activities, the Company has granted the volunteer holiday to encourage more staff to join the voluntary work and the voluntary working hours may mount up year after year. The Company has been awarded the "Caring Company" logo by The Hong Kong Council of Social Service for four consecutive years from 2005 to recognize the Company's contributions to the community.

本集團向來非常注重工業安全，除了實施針對性之培訓及加強查處違規行為，並逐年增加投放資源於安全設備，以持續改善工作環境及防止意外發生。而相關措施的執行均有顯著成效，如工傷事故發生率連續數年持續下降並控制於極低水平，與及保持零重大工傷之評殘級別。

(III) 建設社區

本公司密切注意社會需要及參與支持社會活動，與社區同創共享。於二零零五年五月，本公司組成了「社會公益活動小組」，以協助推動本公司不時舉辦各類捐贈及義工活動，先後有慈善義賣、探訪長者、新界區百萬行及賀年食品轉贈計劃等。此外，本公司參與長者日敬愛行動，為表我們對長者致意，義工學習魔術，並於探訪長者單位時表演。上述各項活動皆敬老扶貧，協助弱勢社群。本公司亦鼓勵員工參與關懷社區活動，為感謝員工們願意撥出私人時間參與各項公益活動，於二零零八年起增設義工假期，以鼓勵更多員工參與義務工作，而參與義工服務工時按年遞升。自二零零五年起本公司連續四年獲得香港社會服務聯會頒發「商界展關懷」標誌，以肯定本公司對社會作出的貢獻。



▲ 員工義診
Medical health check for staff



▲ 商界展關懷2005-09
Caring Company 2005-09



▲ 一家人似模似樣選舉
Family most look-alike competition



▲ 國內長者採訪活動
Visiting the elderly in PRC



▲ 國內植樹活動
Tree planting in PRC



▲ 與長者玩遊戲
Playing games with the elderly



▲ 佛教普光學校生日會
 Birthday Party at HHCKLA Buddhist
 Po Kwong School



▲ 公益金百萬行
 Walk for Millions



▲ 齊來學魔術
 Learnt to play magic



▲ 消防演習－有效的危機管理是企業可持續發展之重要元素
 Fire Drill – Effective risk management is the key element of corporate sustainable growth.



▲ 集團於五年前開展的大學生國內培訓計劃有效為企業培訓人才，香港亞洲電視並採訪大學生在國內之學習及生活
 The program of training university students in the PRC first launched five years ago by the Group has been highly effective in training talented staff for enterprises. ATV interviewed certain university students on their learning and lives in the PRC.



▲ 翁源縣仙鶴中學
 Wengyuan County Xianhe Secondary School

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Another significant event was that the Company sponsored, for two consecutive years, sportswear and running shoes to the mildly mentally handicapped students of HHCKLA Buddhist Po Kwong School to participate in the 10km race in the “Standard Chartered Hong Kong International Marathon”, with an aim of training the students’ willpower and endurance. This year, the Company even subsidized the food for and participated in their birthday parties in that school.

In Mainland China, from 2000 onwards, the Company has motivated all staff to raise fund for establishing primary schools under Project Hope, and at the same time carried out matching donation activities. We made donation for establishing two schools and one classroom in Guangdong Province one after another, such as “Dongguan Karrie Primary School of Hope (東莞嘉利希望小學)”, “Guangxi Feng Shan County Primary School (廣西鳳山縣嘉利小學)” and “Fenggang Town Centre Primary School – Karrie Classroom (鳳崗鎮中心小學 – 嘉利教室)”. Dr. Ho Cheuk Fai, our chairman, also privately donated to the establishment of two schools, namely, “Dailing Cheuk Fai Primary School of Hope (大嶺焯輝希望小學)” and “Wengyuan County Xianhe Secondary School (翁源縣仙鶴中學)”. Besides, the Company hosted a number of activities including a trip to Dongguan Child Welfare Centre to comfort the children and visits to residential centres for the elderly.

(IV) Adherence to integrity

Honesty, fairness and incorruptibility are the core values of the Group. Far be it from the Group to permit the staff to take advantage of their authorities for personal interests. All the staff are required to treat suppliers and processing contractors fair. It is because the illegal business practices may not only lead to the Company’s financial loss, but create negative effects upon the Company’s goodwill as well.

另外，本公司連續兩年贊助香港正覺蓮社佛教普光學校輕度智障學生參與「渣打香港國際馬拉松」十公里賽事的運動服裝及跑鞋，以訓練其校學生之個人意志力及耐力，很具意義。今年更資助其校生日會食品及參與其校之生日會。

國內方面，自二零零零年起本公司發動全體員工募捐興建希望工程小學，同時進行公司配捐活動，先後於廣東省地區捐建兩間學校及一間學校教室，包括「東莞嘉利希望小學」、「廣西鳳山縣嘉利小學」、「鳳崗鎮中心小學 – 嘉利教室」；而主席何焯輝博士亦私人捐建了兩間學校，包括「大嶺焯輝希望小學」及「翁源縣仙鶴中學」。另外，亦舉辦多項活動，包括前往東莞兒童福利院慰問小朋友及探訪老人院等。

(IV) 維持誠信

誠實、公平及廉潔為本集團的核心價值，絕不允許員工以權謀私，並要求各員工公平對待各供應商及加工商，既因不法的商業行為除了導致本公司財務損失外，還為本公司商譽帶來負面的影響。

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As such, all staff shall strictly comply with the “Regulations and Guidelines for Staff’s Acceptance of Benefits”. The Company has issued a letter of “Peers’ Belief (信念同儕)” to each of its suppliers and processing contractors so as to encourage them as partners to report any information about unfair and dishonest transactions on the online platform. Each supplier is even required to fill in the special supplier questionnaire.

The Company has also held seminars on integrity management in collaboration with the Independent Commission Against Corruption to help the staff (especially the frontline staff) know more about the importance of integrity and the relevant regulatory laws.

(V) Staff Training

In Hong Kong and Mainland China, the Company has held more than 100 training programs in aggregate. Basically they can be categorized into the middle and high level management, site management and enhancement of leadership for frontline staff. The programs covered such aspects as language, production technology, occupational safety, ISO and quality management, with the focus on improving the production technology and management skills as well as establishing a talent pool for the Group. The major courses are listed as follows:

Advancement of production technology:

The program mainly includes the courses of advancement of production technology conducted by the Plastics and Tooling Technology Development Centre of the Vocational Training Council and various training institutions. In August 2008, the Company also entered into a contract with the Chengdu University of Electronic Science and Technology to set up a joint laboratory for the research and development of technology.

故此，各員工須嚴格遵守《員工收受利益的規範及指引》，本公司對各供應商及加工商發出《信念同儕》函件，以鼓勵作為合作夥伴之供應商及加工商對不公平及不忠誠的交易，可於網上平台提出舉報，各供應商還須填寫供應商特別調查表。

本公司還與廉政公署合作，舉辦誠信管理講座，以加強各員工（尤其是前線的工作人員）了解誠信之重要及相關規管法例。

(V) 人才培訓

本公司在香港及國內一共舉行超過一百個培訓項目，培訓項目基本分為中、高層管理、現場管理、前線人員領導力提升，涵蓋範圍包括語言、生產技術、職業安全、ISO及品質管理等，重點在於提升生產技術及管理技巧、建立企業人才庫，主要課程如下列：

提升生產技術：

課程主要包括職業訓練局塑膠與模具技術發展中心及不同培訓機構提供生產技術提升課程，另與成都電子科技大學於二零零八年八月簽訂合約成立聯合實驗室進行技術研發。

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成立聯合實驗室簽約儀式 Signing ceremony for the joint laboratory

Improvement in management skills:

- (a) The training workshop of corporate performance management teaches the concepts and functions of performance management, and set a target-based long-term strategy.
- (b) Introduction to Enneagram: It is provided to managers at all levels to improve their skills of communication with different staff members, as well as their interpersonal relationship.
- (c) Corporate reform: It analyzes the needs of corporate reform and how to implement effective reform methods, so as to cope with the ever-changing business environment.

Apart from various courses, the Company has launched a number of staff training programs to maintain adequate talents and develop the second echelon, which will contribute to the Company's business development.

提升管理技巧：

- (a) 企業績效管理培訓工作坊，提供績效管理的理念及功能，並訂下目標為本的長遠策略。
- (b) 九型人格初階：給各階層的管理者，藉此加強與不同層面員工溝通技巧，改善人際關係。
- (c) 企業變革：分析企業改革之需要及推行有效變革的方法，以應對瞬間變化的營商環境。

除了不同課程外，本公司亦展開多項人才培訓計劃，以儲備足夠人才及第二梯隊，協助本公司之業務發展。

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“University Graduate Training Scheme” – This scheme has been carried out for several years to provide the university graduates of China and Hong Kong with the progressive and comprehensive on-the-job training. Batches of trainees have taken the actual positions, which has marked a good result of the Group’s endeavour to nurture combined-type talents, and are receiving practical training in the plants. Since 2004, the Company has already arranged different placement programs for, among others, project engineers and merchandisers.

“Short-term Placement Program” – Since 2006, the Short-term Placement Program has been provided by the Company for the university students of Hong Kong. In addition, the Company launched the Hong Kong Student Mainland Placement Program in 2007, and introduced the summer internship program for staff’s children in 2008.

We will continue to enhance the training standards by, for example, introducing a more in-depth training for the management, which can help them lead the Group to a brighter future. Besides, the technological standard of the Group’s core business will be upgraded incessantly through cooperation with different professional skill training institutions, in order that the Group can maintain its competitiveness and meet the clients’ needs. Moreover, the Group has established an appraisal system for promotion of management personnel to ensure a better quality of the management of the Group and keep them abreast of the times.

(VI) Environmental Protection

To strengthen the staff’s awareness of environmental protection, the Company has held the Tree Plantation Day at Kadoorie Farm for four consecutive years from 2005. In this year, the Company has organized the “Green Journey 2009” to enable the staff and their families to acquire the organic farming knowledge and continue the Tree Plantation Day of the previous year. With an aim to reducing consumption, the Company also carries on such measures as recycling of toner cartridges, promotion of paperless office and use of energy-saving light tubes.

「大學畢業生培訓計劃」 – 此計劃已實行數年，為中港兩地大學畢業生提供進度的綜合在職培訓。已有數批投入正式崗位工作，為集團培養綜合型人才取得良好成效，並於廠房進行實習。本公司自二零零四年開始，已有不同之實習計劃，包括項目工程師及採購員等。

「短期實習計劃」 – 由二零零六年開始，本公司已為香港之大學生提供短期實習計劃。於二零零七年，本公司更展開香港學生暑期內地實習計劃。於二零零八年，本公司亦推行嘉利員工子侄暑期實習生計劃。

我們將不斷提升培訓水平，包括引入更深層次的管理層培訓，以助管理層帶領集團更上一層樓。另外，我們將與不同專業技能培訓機構合作，使集團核心業務之技術水平不斷提升，以保持集團的競爭力及滿足客人需求。集團並設有管理層晉升考核制度，使集團管理層更具質素及與時並進。

(VI) 環境保護

為加強員工之環保意識，自二零零五年起本公司連續四年到嘉道理農場舉行植樹日，今年，本公司舉辦了「綠色之旅 2009」，使員工及其家屬學習有機耕種知識，為往年植樹日之延續。此外，本公司亦持續執行各項如：碳粉盒回收、推廣無紙化辦公室及使用節能光管等措施，以減少消耗。

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The Company has obtained the ISO14001 Environmental Management System Certification since 2001. It has advocated the management of three kinds of wastes (i.e. exhaust gas, waste water and waste residue), initiated the clean production, abided by environmental laws and raised the staff's awareness in environmental protection. Meanwhile, the Company operates in line with the related international environmental regulations such as RoHS, REACH, WEEE, JCPSSI and Montreal Protocol, so that the whole process from design, procurement to production can achieve the objective of environmental protection.

The Company has further participated in the Cleaner Production Partnership Programme of the Hong Kong Productivity Council, the Environmental Protection Department of Hong Kong and the Economic and Trade Commission of Guangdong Province.

The Company also called on approximately 200 volunteers in Mainland China to carry out voluntary tree plantation campaign and organized the activity of "Chengkungling Hiking for Staff's Children" to launch the green action.

CONCLUSION AND APPRECIATION

Sustainable development, like a piece in a tangram, is an integral part of Karrie's business model. It emphasizes that long-term development must be a basic principle for a business plan. An enterprise should build a lasting relationship with all partners, and keep on pursuing the best interests for shareholders and partners. Finally, the management would like to thank the volunteer group for charitable works and all active participants for their selfless contributions.

本公司自二零零一年已獲頒ISO14001環境管理體系認證，提倡治理三廢（即廢氣、廢水及廢渣），推行清潔生產，遵守環保條例及提高全員環保意識。同時，跟據相關之國際環境法規，例如RoHS, REACH, WEEE, JCPSSI, Montreal Protocol等作出配合，使設計、採購及生產整個過程都能夠達到環保的目的。

本公司更參與香港生產力促進局、香港環境保護署、廣東省經濟貿易委員會之清潔生產伙伴計劃。

本公司於國內亦組織約200名志願者義務進行植樹活動，並組織了「員工子女成功嶺踏青」，展開綠色環保行動。

總結及致謝

可持續發展乃嘉利的營運模式其中的一個環節，必為七巧板裏的一塊，強調營運必須以長遠發展為方針，與各夥伴建立持久關係，不斷為股東及各方夥伴尋求最大利益，最後，管理層對社會公益活動小組及各積極參與人仕之無私貢獻致以衷心致謝。

QUESTION AND ANSWER

Question 1:
Why have we never seen the eel sashimi?

It is because the blood of live eel contains toxic substances such as ichthyotoxicum, so that eating such sashimi will cause poisoning symptoms.

Question 2:
Why do we need to add brine when eating pineapple?

It is because the pulp of pineapple contains rich organic acids such as sugar, vitamin C, citric acid and malic acid. When you eat it without brine, you may feel your mouth tingled.

Question 3:
What kind of food can help one to sober up?

Fruits contain organic acid and the main ingredient of wine is ethanol. Organic acids can interact with ethanol to form ester substances, thereby attaining the purpose of sobering up.

Question 4:
Can we eat tomatoes on an empty stomach?

Tomatoes contain abundant soluble astringent such as pectin, pectic substance (果膠) and persimmon tannin phenol (鞣質). Eating in such way may cause bellyache and vomit, or even cause hypovolaemic shock.

Question 5:
Why some kinds of food are negative calorie food?

Negative calorie food does exist. During the food digestion, we depend on burning fats to gain energy at the same time. It is proved by experiment that when the content of calorie is even lower than the required energy for digestion, the "negative" calorie case can be found. Therefore, fruits are perfect for slimming the body figure.

問題及答案

問題1:
為甚麼從未見過鰻魚的生魚片？

因為在生鰻魚的血液中含有血清毒等具有毒性的物質，吃了會出現中毒徵狀。

問題2:
吃菠蘿為什麼要加鹽水？

因為菠蘿的果肉裡含有豐富的糖分、維生素C、檸檬酸及蘋果酸等有機酸，當你不蘸鹽水生吃時，就會感到嘴巴有刺痛。

問題3:
什麼食物能解酒？

水果裏含有有機酸，而酒裏的主要成分是乙醇，有機酸能與乙醇相互作用而形成酯類物質，從而達到解酒的目的。

問題4:
空肚子的時候可不可以吃蕃茄？

蕃茄中含有大量的膠質、果膠以及鞣質等可溶性收斂劑成分。吃了可引起腹痛及嘔吐，甚至發生失液性休克。

問題5:
為什麼有些食物是負卡路里？

負卡路里食物是存在的。在消化食物時，同時需要靠燃燒脂肪獲得能量，經實驗證明，當卡路里含量還低於被消化時所需要的能量。就出現「負」卡路里的情況，故此水果乃屬瘦身佳品。

Corporate Governance Report 企業管治報告書

The Company and its subsidiaries (the “**Group**”) are committed to achieving high standards of corporate governance to safeguard the interests of shareholders of the Company (the “**Shareholders**”) and to enhance corporate value and accountability.

For the year ended 31 March 2009 (the “**Year**”), the Group has applied the principles of the recently promulgated Code on Corporate Governance Practices (the “**CG Code**”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and complied with the code provisions (the “**Code Provisions**”) of the CG Code, save for deviation from Code Provisions A.2.1, A.4.1 and A.4.2 of the CG Code. This report describes our Group’s corporate governance practices and explains the said deviations from the CG Code.

A. BOARD OF DIRECTORS

1. The Board of Directors

- 1.1 As at 31 March 2009, the Board consisted of seven Directors, comprising Mr. Ho Cheuk Fai (Chairman and Chief Executive Officer), Mr. Kwok Wing Kin, Francis (Deputy Chairman and Chief Operating Officer) and Mr. Lee Shu Ki as executive Directors; Mr. Ho Cheuk Ming as a non-executive Director and Mr. So Wai Chun, Mr. Chan Sui Sum, Raymond and Mr. Fong Hoi Shing as the independent non-executive Directors. The Board has the collective responsibility for the leadership and promotion of the success of the Group’s business by directing and supervising the Group’s affairs.

為保障全體本公司股東（「股東」）權益及提升企業價值和問責性，本公司及其附屬公司（「本集團」）一向承諾恪守奉行最嚴謹之企業管治。

於截至二零零九年三月三十一日止年度（「本年度」）內，本集團已應用最新頒佈並列載於香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十四之企業管治常規守則（「企業管治守則」）所規定之原則及遵守所有守則條文（「守則條文」）（除了偏離企業管治守則條文A.2.1、A.4.1及A.4.2條外）。本報告書詳述集團之企業管治慣例，並闡釋企業管治守則之原則應用及偏離企業管治守則的行為。

A. 董事會

1. 董事會

- 1.1 截至二零零九年三月三十一日，董事會由七名董事組成。包括執行董事：何焯輝先生（主席兼行政總裁）、郭永堅先生（副主席兼營運總裁）及李樹琪先生。非執行董事：何卓明先生。獨立非執行董事：蘇偉俊先生、陳瑞森先生及方海城先生。董事會成員共同負責本集團事務之領導及管治工作，並共同承擔指引及監督本集團事務之責任。

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1.2 The Board is committed to the Group's objectives of enhancing the Shareholders' value and provision of superior products and services. The Board is collectively responsible for formulating the overall objective and strategy of the Group; monitors and evaluates its operating and financial performance and reviews the standard of corporate governance of the Group. It also makes decisions on matters such as approving the annual results, interim and quarterly results, connected transactions, appointment and re-appointment of Directors, declaring dividends and adopting accounting policies. The Board has delegated the authority and responsibility for implementing business strategies and management of the daily operations of the Group's businesses to the management.

1.3 The Board conducts regular scheduled meetings on a quarterly basis. Ad-hoc meetings are convened when circumstances require.

The Board had met five times for the Year and considered, reviewed and approved the Group's annual results for the year ended 31 March 2008, quarterly and interim results of the Group for the Year.

1.2 董事會致力實現本集團有關提升股東價值以及提供優越產品與服務之目標。董事會訂立集團之整體目標及策略，並監管及評估集團在營運與財務上之表現，以及檢討集團之企業管治水平。董事會亦須決定各項事宜，其中包括全年、中期及季度業績、關連交易、董事聘任或續聘、股息分派及採納會計政策。董事會已授權管理層負責推行本集團商業策略及管理本集團之日常業務運作。

1.3 董事會每季舉行定期會議，並於情況需要時召開特別會議。

董事會於本年度內已舉行五次會議，並已考慮、審閱及批准集團截至二零零八年三月三十一日之全年業績及於本年度之季度及中期業績。

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The attendance records of Board meetings held during the Year are set out below:

以下是本年度董事會會議的出席紀錄：

Attendance of individual Directors at Board meetings during the Year

本年度董事會會議個別董事的出席率

		No. of attendance/ No. of meetings 出席次數／會議次數	Attendance rates 出席率
<i>Executive Directors</i> 執行董事			
Mr. Ho Cheuk Fai	何焯輝先生	5/5	100%
Mr. Kwok Wing Kin, Francis	郭永堅先生	5/5	100%
Mr. Lee Shu Ki	李樹琪先生	5/5	100%
<i>Non-executive Director</i> 非執行董事			
Mr. Ho Cheuk Ming	何卓明先生	5/5	100%
<i>Independent Non-executive Directors</i> 獨立非執行董事			
Mr. So Wai Chun	蘇偉俊先生	5/5	100%
Mr. Chan Sui Sum, Raymond	陳瑞森先生	5/5	100%
Mr. Fong Hoi Shing	方海城先生	5/5	100%
Average attendance rate	平均出席率		100%

- 1.4 To maximize the effectiveness of the Board and to encourage active participation and contribution from Board members, the Board has established an audit committee and a remuneration committee. Detailed descriptions of each of these committees are set out below. All of these committees adopt, as far as practicable, the principles, procedures and arrangements of the Board in relation to the scheduling and proceeding of meetings, notice of meetings and inclusion of agenda items, records and availability of minutes.

- 1.4 為提高董事會效能以及鼓勵董事會成員積極參與及作出貢獻，董事會已成立審核委員會及薪酬委員會。下文載列各委員會之詳細說明。董事委員會按實際可行情況採納董事會有關擬定會議時間表及會議進行方式、會議通告及載入議程項目、保存及提供會議記錄等之原則、程序及安排。

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2. Board Composition

- 2.1 As at 31 March 2009, the Board comprises seven Directors: three executive Directors, one non-executive Director and three independent non-executive Directors. Mr. Ho Cheuk Ming, the non-executive Director, is the younger brother of Mr. Ho Cheuk Fai, the Chairman and Chief Executive Officer. The Board has received annual confirmations of independence in writing from each of the independent non-executive Directors and believed that all the independent non-executive Directors met the guidelines for assessment of independence as set out in Rule 3.13 of the Listing Rules.
- 2.2 The attributes, skills and expertise among the existing Directors are considered appropriate so as to effectively lead, supervise and manage the Group, taking into account the scope and nature of the operations. The Directors have a mix of core competencies in areas such as accounting and finance, business and management, production and quality control techniques, supply chain management, industry knowledge and marketing strategies. Details of the experience and qualifications of Directors and Senior Management are set out in the section headed "Directors and Senior Management" in this Annual Report.

2. 董事會組成

- 2.1 於二零零九年三月三十一日，董事會由七名董事組成，包括三名執行董事；一名非執行董事及三名獨立非執行董事。執行董事何焯輝先生為主席兼行政總裁，乃非執行董事何卓明先生之兄。董事會已收悉有關各獨立非執行董事之獨立性的確認函並相信全體獨立非執行董事均能符合上市規則第3.13條所載有關獨立非執行董事獨立性評估之指引規定。
- 2.2 就本集團之業務範疇及性質而言，現任董事所具備之特質、技能及專業知識足以令彼等能有效地引領及監控本集團。董事具有各方面如會計及財務、商業及管理、生產及品質控制技術、供應鏈管理，行業知識及市場策略等實質專才。有關董事及高級管理人員之經驗及資歷資料載於本年報中「董事及高級管理人員」一節。

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3. Appointment, Re-election and Removal of Directors

- 3.1 At each annual general meeting of the Company (“AGM”), one-third of the Directors are required to retire from office by rotation. The Directors, since his last election or appointment who has been the longest in office shall retire and be eligible for re-election at the AGM. The Chairman and/or the Managing Director of the Group shall not, when holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. With the introduction of the CG Code and to comply with Code Provision A.4.2 of the CG Code, the Chairman and/or the Managing Director of the Group will voluntarily retire at the AGM at least once every three years.
- 3.2 As at 31 March 2009, non-executive Directors (except Mr. Ho Cheuk Ming) including the independent non-executive Directors are appointed for a fixed term not exceeding three years and all non-executive Directors are subject to the requirements of retirement by rotation and re-election by Shareholders at the AGM in accordance with the Company’s bye-laws (the “Bye-laws”).
- 3.3 The names and biographical details of the Directors who will offer themselves for election or re-election at the forthcoming AGM are set out in the circular to Shareholders to assist Shareholders in making an informed decision on their elections.

3. 董事的委任、重選及罷免

- 3.1 於每屆股東週年大會（「股東週年大會」）上，三分之一董事須輪席退任。每年之退任董事須為彼等自上次獲選或重選以來任期為最長者並合資格於股東週年大會上膺選連任。擔任集團主席及／或董事總經理受制於輪席退任或於釐定股東週年大會上須輪席退任之董事人數時，毋須計及。然而，由於企業管治守則的推出及為遵守企業管治守則守則條文A.4.2，集團主席及行政總裁將至少每三年自願退任。
- 3.2 於二零零九年三月三十一日，非執行董事（何卓明先生除外）包括獨立非執行董事以固定任期委任，惟不超過三年，所有非執行董事並須根據本公司之公司細則（「公司細則」）於股東週年大會上輪席退任並重選連任。
- 3.3 將於應屆股東週年大會上膺選連任董事之姓名及履歷載於致股東之通函內，以協助彼等於表決時作出知情決定。

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3.4 Since the whole Board participates in the appointment of new Directors, the Company does not establish a nomination committee. In evaluating whether an appointee is suitable to act as a Director, the Board will consider the experience and skills of the appointee; as well as personal ethics, integrity and the willingness to commit time in the affairs of the Group. Where the appointee is appointed as an independent non-executive Director, the Board will also consider his/her independence. During the Year, the Board had also reviewed and made recommendations in respect of the re-appointments of retiring Directors, which were approved by the Shareholders at the last AGM.

3.4 由於新董事之委任是由董事會全體成員參議，故本公司並無成立提名委員會。在評估一名被委任者是否適合出任本公司董事時，董事會會考慮其經驗、專長及其個人操守及誠信，以及其願意付出處理集團事務之時間。當一名董事被委任為公司的獨立非執行董事時，董事會亦會考慮其獨立性。於本年度內董事會亦就上屆股東週年大會通過重新委任退任董事事宜上作出檢討及建議。

4. Corporate Governance and Chairman and Chief Executive Officer

The Group is committed to achieving high standards of corporate governance. Throughout the year ended 31 March 2009, the Company had applied the principles and complied with the requirements set out in the CG Code in Appendix 14 of the Rules Governing the Listing Securities on The Stock Exchange of Hong Kong Limited, except the following:

Code Provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. The Company does not segregate the roles of its Chairman and Chief Executive Officer and Mr. Ho Cheuk Fai (“**Mr. Ho**”) currently holds both positions.

4. 企業管治及主席及行政總裁

本集團一向承諾恪守最嚴謹的企業管治，於截至二零零九年三月三十一日止年度，本公司一直依循及遵守，香港聯合交易所有限公司證券上市規則附錄十四所載之企業管治守則，所有原則及規定。除以下所述：

企業管治守則條文第A.2.1條規定應區分主席與行政總裁的角色，並不應由一人同時兼任。本公司並無區分主席與行政總裁的角色，何焯輝先生（「何先生」）目前兼任該兩個職位。

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Being the founder of the Group, Mr. Ho has substantial experience in the manufacturing industry. At the same time, Mr. Ho has the appropriate skills and business acumen which are the pre-requisites for assuming the role of the Chief Executive Officer. The Board believes that vesting the roles of both the Chairman and the Chief Executive Officer in the same person would provide the Group with strong and consistent leadership and allows the Group to be more effective and efficient in developing long-term business strategies and execution of business plans. The Board considers that there is no need to segregate the roles of the Chairman and the Chief Executive Officer and Mr. Ho shall continue in his dual capacity as the Chairman and the Chief Executive Officer.

According to Code Provision A.4.1, Non-executive Director should be appointed for a specific term, subject to re-election. Mr. Ho Cheuk Ming was re-designated as Non-executive Director on 1 June 2007 without a specific term but Mr. Ho Cheuk Ming is subject to retirement by rotation according to the Bye-laws of the Company. Moreover, Code Provision A.4.2 stipulated that every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

According to the Company's bye-laws, at each annual general meeting, one-third of the Directors for the time being or, if their number is not 3 or a multiple of 3, the number nearest to one-third but not greater than one-third shall retire from office provided that notwithstanding anything in the Company's bye-laws, the Chairman of the Directors and/or the Managing Director of the Company shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. Furthermore, any Director appointed to fill a casual vacancy or as an addition to the Board should hold office only until the next following AGM and would then be eligible for re-election. With the introduction of the CG Code and to comply with Code Provision A.4.2 of the CG Code, the Chairman and/or the Managing Director of the Group will voluntarily retire at the annual general meeting of the Company at least once every three years. As such, the Company considers that sufficient measures have been taken to ensure good corporate governance of the Company.

何先生為本集團的創辦人，於製造業具備豐富經驗。同時，何先生具備擔當行政總裁所需之合適管理技巧及商業觸覺之先決條件。董事會相信，由一人同時擔任主席與行政總裁的角色為本集團提供強大兼一致的領導，並可讓本集團更有效及有效率地發展長遠業務策略及執行業務計劃。因此董事會認為無須區分主席及行政總裁之角色，並由何先生繼續擔任這兩個角色。

按照守則條文A.4.1，非執行董事的委任應有指定任期，亦須接受重新選舉。何卓明先生於二零零七年六月一日獲再委任為非執行董事，沒有指定任期，但何卓明先生仍須依章輪值告退。守則條文A.4.2則規定每名董事（包括有指定任期之董事）應至少每三年輪值退任一次。

根據本公司之細則，在本公司每一屆股東週年大會上，三分之一之當時在任之董事（或，倘其人數並非三之倍數，則最接近但不多於三分之一之數目）須輪值退任，惟本公司董事會主席及／或董事總經理不須按此規定輪值退任或在釐定每年退任董事人數時被計算在內。此外，任何填補空缺而獲委任之董事或為董事會新增之成員僅可任職至下屆股東週年大會為止，屆時彼可膺選連任。然而，由於《企業管治守則》的推出及為遵守《企業管治守則》守則條文A.4.2，本集團主席及／或董事總經理將至少每三年自願退任。因此，本公司認為已採取足夠措施，以確保本公司良好企業管治。

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The Company will continue to review its practices from time to time to achieve high standard of corporate governance.

本公司將繼續不時檢討其常規，以達至高水平之企業管治。

B. BOARD COMMITTEE

B. 董事委員會

1. Remuneration Committee ("RC")

1. 薪酬委員會

- 1.1 The Board has established the RC in June 2005 with terms of reference, comprising a majority of independent non-executive Directors, which meets at least once a year. It is chaired by Mr. So Wai Chun and comprises two other members, namely Mr. Chan Sui Sum, Raymond and Mr. Ho Cheuk Ming. All RC members, with the exception of Mr. Ho Cheuk Ming (non-executive Director), are independent non-executive Directors. The quorum necessary for the transaction of business by the RC is two.
- 1.2 The principal responsibilities of RC are to formulate remuneration policy of the Group, review and make recommendations to the Board in respect of the remuneration policy and to determine the remuneration of the executive Directors and the senior management.
- 1.3 The RC met twice during the Year with an attendance rate of 100% and reviewed its terms of reference, the remuneration policy of the Group and the remuneration packages of Directors and senior management staff.

- 1.1 董事會已於二零零五年六月成立薪酬委員會連同職權範圍書，成員大多數為獨立非執行董事。薪酬委員會最少每年舉行一次會議，由蘇偉俊先生擔任主席，並包括兩位其他成員：陳瑞森先生及何卓明先生。除何卓明先生（非執行董事）外，全體薪酬委員會成員均為獨立非執行董事。薪酬委員會處理事務之法定人數為兩人。
- 1.2 薪酬委員會主要職能包括就本集團董事及高級管理層薪酬之公司政策及架構向董事會作出建議及釐定所有執行董事及高級管理層之薪酬計劃。
- 1.3 薪酬委員會於本年度已舉行兩次會議，出席率為100%，以審閱其職權範圍、本集團的薪酬政策及董事和高級管理層之薪酬。

2. Audit Committee ("AC")

2. 審核委員會

- 2.1 The AC's membership, with the exception of Mr. Ho Cheuk Ming (non-executive Director), comprised the independent non-executive Directors as at 31 March 2009:

Mr. So Wai Chun (*Chairman*)
Mr. Chan Sui Sum, Raymond
Mr. Fong Hoi Shing; and
Mr. Ho Cheuk Ming

蘇偉俊先生 (*主席*)
陳瑞森先生
方海城先生
何卓明先生

The Board is of the opinion that members of the AC have sufficient accounting and financial management expertise or experience to discharge their duties.

董事會認為，審核委員會成員擁有足夠會計及財務管理專業知識或經驗，以履行彼等之職務。

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2.2 The operations of the AC are regulated by its terms of reference. The main duties of the AC include:

- to review and supervise the Group's financial reporting process including the review of quarterly, interim and annual results of the Group;
- to review the external auditors' appointment, remuneration and any matters relating to resignation or termination;
- to examine the effectiveness of the Group's internal control which involves regular review in various corporate structures and business process; and
- to realize corporate objective and strategy by taking into account the potential risk and the nature of its urgency in order to ensure the effectiveness of the Group's business operations. The scope of such reviews includes finance, operations, regulatory compliance and risk management.

2.3 The AC met three times during the Year with an attendance rate of 100% and reviewed the quarterly, interim results and the annual results of the Group for the year ended 31 March 2008. The AC had also reviewed the Group's audited annual results of the Year. The Company Secretary of the Company keeps all minutes of the AC.

C. SECURITIES TRANSACTIONS BY DIRECTORS

1.1 The Company has adopted a Code for Securities Transactions by Directors of the Group (the "**Company's Model Code**") on terms no less exacting than the required standard set out in Model Code for Securities Transactions by Directors of Listed Companies (the "**Model Code**") contained in Appendix 10 of the Listing Rules.

2.2 審核委員會之運作受職權範圍規管。審核委員會之主要職責包括：

- 檢討及監控本集團之財務報告程序，包括審閱本集團的季度、中期及年度業績；
- 檢討外聘核數師的委任和批准其薪酬及任何有關其辭任或辭退之任何事宜；
- 檢討本集團內部監控之有效性，包括定期檢討各項有關企業及業務的程序；及
- 在考慮到潛在風險的性質及迫切性的情況下體現企業目標及策略以確保本集團業務運作有效。該等檢討包括財務、營運、監管規則的遵守及風險管理等範圍。

2.3 審核委員會於本年度舉行三次會議，其出席率為100%，並審閱了集團之季度、中期及截至二零零八年三月三十一日止年度的全年業績。審核委員會亦審閱了本年度本集團的全年業績。審核委員會之詳盡會議記錄由公司的公司秘書存置。

C. 董事進行證券交易

1.1 本公司已採納本集團董事進行證券交易的標準守則（「**公司標準守則**」），其條款並不較上市規則附錄10所載上市公司董事進行證券交易的標準守則（「**標準守則**」）之條款寬鬆。

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- 1.2 Having made specific enquiries to all Directors, they have confirmed that they had complied with the required standards set out in both the Company's Model Code and the Model Code throughout the year ended 31 March 2009.

D. ACCOUNTABILITY AND AUDIT

1. Financial Reporting

- 1.1 The Board acknowledges its responsibility for preparing the Group's accounts which gives a true and fair view of the state of affairs of the Company and of the Group on a going concern basis, with supporting assumption or qualification as necessary. In preparing the accounts for the Year, the Directors have selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent and reasonable.
- 1.2 The management provides explanation and information to the Board as to enable the Board to make informed assessments of the financial and other information put before the Board for approval.
- 1.3 The Board endeavours to ensure the making of balanced, clear and understandable assessments of the Group's position and prospects and extending the coverage of such information to include annual, interim and quarterly reports, price-sensitive announcements and financial disclosures as required under the Listing Rules, reports to regulators as well as any information that is required to be disclosed pursuant to statutory requirements.

2. Internal Controls

The Board is responsible for the Group's system of internal controls and is committed to managing business risks and maintaining sound and effective internal control system to safeguard the Shareholders' investment and the Group's assets.

- 1.2 經向全體董事作出具體查詢後，彼等確認已於截至二零零九年三月三十一日止年度期間全面遵守標準守則及公司標準守則所載之標準規定。

D. 問責及審核

1. 財務匯報

- 1.1 董事會知悉其責任乃編製反映本公司及本集團真實公平財政狀況之帳目（按持續經營基準，並在有需要時以假設及保留意見支援）。於編製本年度之帳目時，董事已挑選適合之會計政策及貫徹應用，並作出審慎合理之判斷及估計。
- 1.2 管理層向董事會提供該等闡釋及資料，使董事會對其須批准之財務及其他資料能作出知情評估。
- 1.3 董事會致力確保對本集團之狀況及前景作出客觀、明確及可理解之評估，並將範圍擴大至本集團之年度、中期及季度報告、其他涉及股價敏感資料之公佈、其他根據上市規則須予披露之財務資料、致監管機構之報告書以及法定須予披露之其他資料。

2. 內部監控

董事會負責本集團之內部監控系統，並致力管理經營風險及確保內部監控系統穩健妥善且有效，以保障股東之投資及本集團的資產。

Corporate Governance Report 企業管治報告書

During the Year, the Internal Audit Department under the supervision of the Board and the Audit Committee, has reviewed and reported on the adequacy of effectiveness of the internal control systems of the Group, covering financial, operational, compliance and risk management control functions.

The internal control system is designed to provide reasonable, but not absolute, assurance of no material mis-statement or loss and to manage instead of eliminating risks of failure in operational systems and achievement of the Group's objectives.

The Internal Audit Department performs regular audit reviews and report of the risk and key controls of the Group to the Board and the Audit Committee. The responsible Department Heads will be notified of the control deficiencies noted for rectification.

3. Auditors' Remuneration

During the Year, the fees paid to PricewaterhouseCoopers, the Group's external auditor HK\$1,700,000 for audit services of the Group and for non-audit related services approximately HK\$300,000, representing mainly taxation services and other non-audit service fees.

E. COMMUNICATION WITH SHAREHOLDERS

1. The Company strives to convey to Shareholders pertinent information in a clear, detailed, timely manner and on a regular basis and to take into consideration their views and inputs, and to address the Shareholders concerned. Their views are communicated to the Board comprehensively.
2. The Company communicates with the Shareholders through the publication of annual, interim reports, results announcements and releases. All communications to Shareholders are also available on the Company's website at www.karrie.com.hk.

於本財政年度內部審計部，在董事會及審核委員會的監督下，已對本集團內部監控制度之有效性進行檢討及匯報，範圍包括財務、營運、合規監控及風險管理功能。

內部監控系統乃提供合理，但非絕對地，確保沒有重大錯誤陳述或損失，以及旨在管理而非消除營運制度失當之風險及達致本集團之目標。

內部審計部進行定期審核，並向董事會及審核委員會匯報風險及主要的內部監控。部門主管將獲通知其監控不足之處以進行修正。

3. 核數師酬金

於本財政年度，支付予本公司外聘核數師羅兵咸永道會計師事務所1,700,000港元為本集團提供核數服務及約300,000港元為非核數相關服務（主要為稅務服務）。

E. 與股東之溝通

1. 本公司致力向股東傳達明確、詳盡、適時及定期之相關資料，並考慮彼等之意見及建議以及處理股東關注之事宜。彼等之意見會整體向董事會傳達。
2. 本公司透過刊發年報、中期報告、業績公佈及新聞發報與股東溝通。所有與股東之通訊亦載於本公司網站www.karrie.com.hk。

Corporate Governance Report 企業管治報告書

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| <p>3. The AGM provides a useful platform for Shareholders to exchange views with the Board. The Chairman of the Board and the Board members are available to answer Shareholders' questions.</p> <p>4. Separate resolutions are proposed at general meetings on each substantially separate issue, including the election of individual Directors.</p> <p>5. All votes of the Shareholders at a general meeting must be taken by poll according to the Listing Rules. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the AGM pursuant to bye-law 66 of the Bye-Laws.</p> | <p>3. 股東週年大會為股東與董事會提供有用之交換意見平台。董事會主席以及董事會成員將出席回答股東之問題。</p> <p>4. 每一個實質上無關連之個別事項（包括選舉個別董事），以獨立決議案提呈於股東大會上。</p> <p>5. 股東大會上的表決必須以投票形式進行。根據公司細則第66條，大會主席會因此要求股東週年大會上的決議皆由投票形式表決。</p> |
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F. INVESTOR RELATIONS

1. The Board recognizes that effective communication with investors is the key to establish investor confidence and to attract new investors.

2. Results announcement

As from January 2009, the Company had discontinued its current practice of adopting quarterly results announcement. Annual reports and interim reports are prepared and issued to all Shareholders within the prescribed period stipulated by the Listing Rules. All results announcements and reports are posted on the Company's website and the Stock Exchange's website. The Company can still provide the Shareholders and investors with an adequate degree of transparency and information of the financial position of the Company.

F. 投資者關係

1. 董事會紳知與投資者之有效溝通，乃建立投資者信心及吸引新投資者之關鍵。

2. 業績公佈

自二零零九年一月起，本公司已終止其現行季度業績常規。本集團已於上市規則規定的期間內編製年度及中期報告，並刊發予全體股東。所有業績公佈及報告均載於本公司網站及聯交所網站。本公司仍然能夠就本公司之財務狀況，向股東及投資者提供足夠資料及透明度。

Corporate Governance Report 企業管治報告書

3. Media and analysts briefings

Briefings for media are held on the same day immediately after the quarterly, interim and annual results released via teletext. Briefing for analysts by way of presentation at luncheons, receptions or telephone conferences are organized thereafter. During the briefing, the Group's management provides an in-depth analysis of the Group's performances in respect of the relevant periods and ensures that the financial performance and accounts of the Group are well understood. There is also ample opportunity for the analysts and media to ask questions and interact with the executive Directors and senior management.

4. Tea-Break with individual investors

Since the first quarter of 2004/05, the Group has been arranging tea-break with individual investors to build up an interactive and direct communication channel. This allows individual investors talking to the management of the Group. Meanwhile, the Group would give an update about the status of the Group's development and share of their feelings toward the Group.

5. The Group regularly releases corporate information such as awards received, and the latest news of the Group's developments on its Company's website. The public are welcome to give their comments and make their enquiries through the Company's website, the management will give their prompt response.

3. 新聞界及分析員簡報會

新聞界簡報會緊隨季度、中期及全年業績發佈於大利市機後的當日舉行。分析員簡報會以午餐會、接待會或電話會議形式於其後進行。於簡報會上，本集團管理層會深入分析本集團於有關期間之業績表現，並確保與會人士充分理解本集團財務表現及帳目。本集團亦提供足夠機會予分析員及新聞界提問及與執行董事和高級管理層溝通。

4. 與個人投資者茶敘

自二零零四／零五年度第一季起，本集團舉行茶敘，以提供渠道予個人投資者，透過跟管理層直接會面和互動溝通，從而增加對集團之了解，本集團會提供有關集團最新發展的更新資料及分享他們對集團的感受。

5. 本集團定期於本公司網站公佈公司資料，例如其所獲得獎項及本集團發展之最新消息等。本集團歡迎公眾人士透過本公司網站提出意見及查詢，管理層將會迅速跟進。

Senior Management Profile 高級管理人員之個人資料

DIRECTORS

Executive Directors

Mr. HO Cheuk Fai, aged 63, was appointed as a Director of the Company in October 1996 and is the Chairman and Chief Executive Officer of the Company as well as the founder of the Group. Prior to founding the Group in 1980, Mr. Ho had over 10 years' experience in factory management and in manufacturing plastic, metal and electronic products. He is responsible for the Group's overall corporate strategies and objectives. He is also a director of New Sense Enterprises Limited, a corporate substantial shareholder of the Company, and the brother of Mr. Ho Cheuk Ming and husband of Ms. Ho Po Chu.

His solid business knowledge and working experience throughout the years was being recognized by the academic. He was awarded with fellow membership of the Asian Knowledge Management Association in September of 2003 and Honorary Fellowship by Canadian Chartered Institute of Business Administration and Honorary Doctorate in Management by Lincoln University in April of 2007. He was appointed as a part-time professor at the University of Electronic Science and Technology of China in Sichuan, Chengdu.

Mr. Ho has been appointed as member of the 10th Guangdong Provincial Committee of Political Consultative Conference in January 2008 and reappointed a member of 11th Chinese People's Political Consultative Conference, Dongguan City, Guangdong Province in January 2007. He was also awarded with Honorable Citizen of Dongguan City and Honorable Citizen of Yixing City. Mr. Ho is currently participating in affairs of different associations, which include Hong Kong Metals Manufacturers Association, China Association of Enterprises with Foreign Investment, Overseas Friendship Association of Dongguan, Federation of Hong Kong Guangdong Community Organisations, Hebei Chinese Overseas Friendship Association, Hong Kong Hebei Association Ltd, Jiangsu Yixing Association of Enterprises with Foreign Investment, Hong Kong Youth Exchange Promotion United Association, Hong Kong Jiangsu Exchange Promotion Association, The Hong Kong Chinese Importers' & Exporters' Association and Dongguan University of Technology Education Foundation of Dongguan City.

董事

執行董事

何焯輝先生，六十三歲，於一九九六年十月獲委任為本公司董事，並為本公司主席兼行政總裁及本集團的創辦人。於一九八零年成立本集團前，彼擁有逾十年工廠管理及塑膠、金屬與電子產品製造經驗。彼負責集團之整體企業策略及目標。彼為本公司法團大股東New Sense Enterprises Limited之董事，及為何卓明先生的兄長及何寶珠女士的丈夫。

憑藉多年於商界的深厚經驗及閱歷，得到了教學界之肯定，於二零零三年九月獲亞洲知識管理協會院士名銜，另於二零零七年四月獲加拿大管理學院頒授榮譽院士兼美國林肯大學頒授榮譽管理博士名銜；另獲四川成都電子科技大學委任為兼職教授。

彼於二零零八年一月獲委任為廣東省第十屆政協委員及於二零零七年一月續任廣東省東莞市第十一屆政協委員，另分別獲頒授東莞市榮譽市民及宜興市榮譽市民。同時亦積極參與多個商會事務，其中包括有香港金屬製造業協會、中國外商投資企業協會、東莞市海外聯誼會、香港廣東社團總會、河北海外聯誼會、香港河北聯誼會、江蘇宜興市外商投資企業協會、香港青年交流促進聯會、蘇港交流促進會、香港中華出入口商會及東莞市東莞理工學院教育發展基金會等。

Senior Management Profile 高級管理人員之個人資料

Mr. KWOK Wing Kin, Francis, aged 47, was appointed as a Director of the Company in October 2000, and is a Deputy Chairman and the Marketing Director as well as Convener of the Executive Committee of the Group. Mr. Kwok was re-designated as a Deputy Chairman and a Chief Operational Officer as well as Convener of the Executive Committee of the Group with effect from 1 January 2008. Mr. Kwok graduated from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) with a diploma in business management and is an associate member of The Hong Kong Management Association. Prior to joining the Group in 1989, Mr. Kwok had ten years' experience in plastic manufacturing sector and procurement work in electronics manufacturing sector.

Mr. LEE Shu Ki, aged 53, was appointed as a Director of the Company in December 1997, and is the Financial Controller and a member of the Executive Committee of the Group. He is responsible for overseeing the daily operation of the Group's Accounting Department. Mr. Lee graduated from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) with a higher diploma in accountancy and is a fellow member of The Hong Kong Institute of Certified Public Accountants and an associate member of the Chartered Institute of Management Accountants of the United Kingdom. He has over 25 years' accounting and financial management experience in manufacturing businesses. Mr. Lee joined the Group in June 1995.

Non-executive Director

Mr. HO Cheuk Ming, aged 55, was re-designated as a non-executive Director of the Company with effect from 1 June 2007. He was appointed as an executive Director of the Company from October 1996 to 31 May 2007, and was a Deputy Chairman and Chief Operation Officer as well as the Convener of the Executive Committee of the Group. He is responsible for the overall supervision of the Group's operation. He joined the Group in 1980 and has over 20 years' experience in factory production. He is also the brother of Mr. Ho Cheuk Fai and the brother-in-law of Ms. Ho Po Chu.

郭永堅先生，四十七歲，於二零零零年十月獲委任為本公司董事，並為本集團副主席兼市場總監及執行委員會召集人，郭先生於二零零八年一月一日起獲調任為本集團副主席兼營運總裁及執行委員會召集人。郭先生畢業於香港理工學院（現稱香港理工大學），持有工商管理文憑，並為香港管理專業協會之會員。郭先生於一九八九年加入本集團之前，擁有十年塑膠製造及電子採購之經驗。

李樹琪先生，五十三歲，於一九九七年十二月獲委任為本公司董事，並為本集團財務總監及執行委員會成員之一，負責管理本集團會計部之日常運作。彼畢業於香港理工學院（現稱香港理工大學），持有會計學高級文憑，並為香港會計師公會資深會員及英國特許管理會計師公會之會員。彼擁有逾二十五年製造業之財務管理經驗。李先生於一九九五年六月加入本集團。

非執行董事

何卓明先生，五十五歲，於二零零七年六月一日起獲調任為非執行董事。彼由一九九六年十月至二零零七年五月三十一日期間為本公司執行董事，並為本集團副主席兼營運總裁及執行委員會召集人。負責本集團整體業務運作監督。彼於一九八零年加入本集團，擁有逾二十年工廠生產經驗。彼為何焯輝先生之弟及何寶珠女士的小叔。

Senior Management Profile 高級管理人員之個人資料

Independent Non-executive Directors

Mr. SO Wai Chun, aged 60, was appointed as an independent non-executive Director of the Company in July 2001. Mr. So has been carrying on business in Hong Kong and the People's Republic of China for over 20 years. His businesses are mainly in financial services and international trading. In 2000, Mr. So was appointed as the China Representative of Forestry New Zealand Limited, a subsidiary of Evergreen Forestry Limited which is a listed company in New Zealand.

Mr. CHAN Sui Sum, Raymond, aged 69, was appointed as an independent non-executive Director of the Company in February 1998. He graduated from Oklahoma Baptist University in the United States with a bachelor degree in Arts in 1964. Mr. Chan has over 30 years' experience in the construction industry. He is also a director of Exalt International Limited and Shelton Food Industry Limited.

Mr. FONG Hoi Shing, aged 45, was appointed as an independent non-executive Director of the Company in December 2004. He has extensive experience in accounting, finance and management. He holds a degree in master of professional accounting, a postgraduate diploma in corporate administration and a higher diploma in accountancy from The Hong Kong Polytechnic University. He is an associate member of the Hong Kong Institute of Certified Public Accountants and an Associate of The Institute of Chartered Secretaries and Administrators.

MANAGEMENT

Ms. HO Po Chu, aged 60, is the Director of Administration of the Group. Ms. Ho is one of the founding members of the Group in 1980 and has over 20 years' experience in office administration and purchasing. She is responsible for supervising personnel and overall administration of the Group. She is also the wife of Mr. Ho Cheuk Fai and sister-in-law of Mr. Ho Cheuk Ming.

獨立非執行董事

蘇偉俊先生，六十歲，於二零零一年七月獲委任為本公司獨立非執行董事。蘇先生在香港及中國經商超過二十年，主要從事金融服務及國際貿易等業務。蘇先生於二零零零年曾被委任為新西蘭森林木材有限公司 (Forestry New Zealand Limited) 的中國代表。該公司乃新西蘭上市公司 – Evergreen Forestry Limited 的附屬公司。

陳瑞森先生，六十九歲，於一九九八年二月獲委任為本公司獨立非執行董事。彼於一九六四年取得美國奧克拉荷馬大學文學士學位。陳先生從事建造業逾三十年。彼現為旭瞬國際有限公司及南寧兆中食品工業有限公司之董事。

方海城先生，四十五歲，於二零零四年十二月獲委任為本公司獨立非執行董事。方先生於會計、財務及管理方面擁有豐富經驗。彼持有香港理工大學頒授的專業會計碩士、公司行政管理深造文憑及會計學高級文憑，彼為香港會計師公會會員，亦為英國特許秘書及行政人員公會會員。

管理人員

何寶珠女士，六十歲，本集團行政總監。何女士為本集團於一九八零年成立時的創辦人之一，擁有逾二十年辦公室行政及採購經驗。彼負責監督本集團之人事及整體行政工作。彼為何焯輝先生之夫人及何卓明先生的大嫂。

Senior Management Profile 高級管理人員之個人資料

Ms. CHAN Ming Mui, Silvia, aged 37, is the Assistant Administration Director of the Group and responsible for the overall operation of human resources, administration and EDP department of the Group. Ms. Chan is one of the members of the Executive Committee and Internal Audit Committee of the Group. Ms. Chan graduated from The City University of Hong Kong majoring in Public Administration and Management. She joined the Group in 1996 and has over 10 years' experience in administration and management.

Mr. CHAN Raymond, aged 42, is the Senior Marketing Director of the Group and an observer of the Executive Committee, responsible for the group marketing development work. He joined the Group in 1985 and has over 15 years' experience in sales and marketing.

Mr. WONG Siu Ching, aged 51, is the Marketing Director of the Group, responsible for project development and marketing for the Group. Prior to joining the Group in 1988, Mr. Wong had over 10 years' experience in sales and marketing.

Mr. CHAN Wah Ying, aged 44, is the Assistant General Manager – Production Operation and Quality of the Group and an observer of the Executive Committee. Mr. Chan graduated from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) with a higher certificate in Manufacturing Engineering. Prior to joining the Group in 1992, Mr. Chan had over 13 years' experience in quality management in an electronic manufacturing company.

Ms. YIU Yuet Fung, aged 44, is the Assistant General Manager at the Group's factories in China and an observer of the Executive Committee, responsible for the overall personnel and administration management. She joined the Group in 1984 and has over 20 years' experience in managing the production process of manufacturing industries.

陳名妹小姐，三十七歲，本集團副行政總監，負責人力資源、行政及電腦部之整體運作。陳小姐是集團執行委員會及內部審計管理委員會之成員。陳小姐於香港城市大學畢業，主修公共行政及管理。彼於一九九六年加入本集團，擁有逾十年行政及管理經驗。

陳毅文先生，四十二歲，本集團高級市場總監及執行委員會列席成員，負責集團市場業務拓展。彼於一九八五年加入本集團，擁有逾十五年銷售及市場推廣經驗。

王少正先生，五十一歲，本集團市務總監，負責本集團項目發展及市場推廣。於一九八八年加入本集團前，王先生擁有逾十年銷售及市場推廣經驗。

陳華英先生，四十四歲，本集團生產運作及品質副總經理及執行委員會列席成員。陳先生畢業於香港理工學院（現稱香港理工大學），持有製造工程高級證書。彼於一九九二年加入本集團前，擁有逾十三年於電子製造公司的品質管理經驗。

姚月鳳小姐，四十四歲，本集團中國廠房之副總經理及執行委員會列席成員，負責國內人事及行政整體管理。彼於一九八四年加入本集團，擁有逾二十年於製造業生產程序管理經驗。

Senior Management Profile 高級管理人員之個人資料

Mr. WONG Fok Tsun, Albert, aged 57, is the Senior Internal Audit Manager of the Group, responsible for setting up internal audit function and reporting directly to the Board and the Internal Audit Committee. Mr. Wong graduated from Curtin University of Technology, WA with a bachelor degree in Management and Marketing. He also holds a master degree of Accounting from the same University. He is a fellow member of The Association of International Accountants, UK and is an associate member of CPA Australia. He is also a member of The Institute of Internal Auditors Inc. U.S.A. Mr. Wong has over 10 years' experience in internal auditing and 12 years' experience in financial accounting. He joined the Group in March 2003.

Mr. HA Hon Leung, aged 49, is the Technical Director of the Engineering and R&D Department, responsible for engineering capabilities and project development. Mr. Ha holds a bachelor degree from The University of Windsor, Canada, and a master degree from The University of Waterloo, Canada, both in Electrical Engineering. He also holds a master degree in business administration from Heriot-Watt University, UK. Mr. Ha has over 20 years' experience in engineering and technical management in the electronics industry.

黃福全先生，五十七歲，本集團高級內部審計經理，負責建立內部審計運作程序及直接向董事會及內部審計管理委員會報告。黃先生畢業於西澳洲Curtin科技大學，持有管理及市場學士學位，並持有同一大學會計學碩士學位。彼為英國國際會計師公會資深會員及澳洲會計師公會會員，亦為美國內部審計師學會的會員；擁有逾十年內部審計及十二年財務會計經驗。彼於二零零三年三月加入本集團。

夏漢良先生，四十九歲，本集團工程及研發部技術總監，負責工程研發及項目發展。夏先生持有加拿大溫莎大學電氣工程學士及滑鐵盧大學電氣工程碩士學位，並持有英國Heriot-Watt大學工商管理碩士學位。彼在電子業擁有逾二十年工程及技術管理經驗。

Report of the Directors 董事會報告

The Board has the pleasure of presenting the report together with the audited financial statements of the Group for the Year.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. Its subsidiaries are principally engaged in the manufacture and sale of computer casings, office automation products, moulds, plastic and metal parts (together referred to as "Metal and Plastic Business") and provision of electronic manufacturing services business ("EMS Business").

The Group's turnover by principal product category and geographical locations for the Year are set out in Note 5 to the financial statements.

DIVIDENDS

The Board recommended to pay a final dividend of HK1.5 cents (2007/08: Nil) per share to shareholders whose names appear on the Register of members of the Company on 28 August 2009. Together with the interim dividend of nil per share, total dividend paid for this year amounted to HK1.5 cents (2007/08: HK0.75 cent) per share.

RESULTS AND APPROPRIATIONS

Details of the Group's results for the Year are set out in the consolidated income statement on page 102 of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group and of the Company during the Year are set out in Note 7 to the financial statements.

SHARE CAPITAL

Details of the share capital of the Company are set out in Note 14 to the financial statements.

董事會謹此呈上本集團本年度之報告及經審核財務報表。

主要業務

本公司之主要業務為投資控股，其附屬公司主要從事製造及銷售電腦外殼、辦公室文儀產品、模具、塑膠及金屬部件（統稱「五金塑膠業務」）及提供電子專業代工服務（「電子專業代工業務」）。

本集團本年度之營業額按主要產品及地區之分析詳載於財務報表附註5。

股息

董事會已建議派發末期股息每股1.5港仙（二零零七／零八年度：無）予所有於二零零九年八月二十八日當日名列於本公司股東名冊內的股東；連同中期股息無，全年股息共達每股1.5港仙（二零零七／零八年度：0.75港仙）。

業績與分派

本集團本年度之業績，詳載於本年報第102頁之綜合損益表內。

物業、廠房及設備

本集團及本公司在本年度內之固定資產變動情況詳載於財務報表附註7。

股本

本公司股本情況詳載於財務報表附註14。

Report of the Directors 董事會報告

RESERVES

Movements in reserves of the Group and the Company during the Year are set out in Note 16 to the Financial Statements.

As at 31 March 2009, the Company's reserves of approximately HK\$243,666,000 representing the contributed surplus and retained profit were available for distribution to the Company's shareholders.

DONATIONS

Charitable and other donations made by the Group during the Year amounted to HK\$366,000.

PURCHASE, SALE OR REDEMPTION OF SHARES

The Company repurchased certain of its shares on the Stock Exchange during the Year and these shares were subsequently cancelled by the Company. Further details of these transactions are set out in Note 14 to the financial statements.

Save as disclosed above, the Company has not redeemed any of its shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the Year.

SHARE OPTIONS SCHEMES

The New Scheme

The New Scheme was adopted on 21 May 2002 and was subsequently amended on 4 August 2006 to comply with the new requirements of Chapter 17 of the Listing Rules effected on 1 September 2001. Details of the New Scheme are summarised herein below:

- (i) The purpose of the New Scheme is to provide incentives or rewards to eligible participants thereunder for their contribution to the Group and/or to enable the Group to recruit and retain high calibre employees and attract human resources that are valuable to the Group and any Invested Entity (as defined in the New Scheme);

儲備

本集團及本公司在本年度之儲備變動情況載於財務報表附註16。

截至二零零九年三月三十一日止，本公司可供分派予本公司股東的儲備約243,666,000港元，為繳入盈餘、保留溢利及擬派股息。

捐款

本集團於本年度進行之慈善及其他捐款達366,000港元。

購買、出售或贖回股份

本公司於本年度在聯交所購回其若干股份，而該等股份其後由本公司註銷。該等交易之詳細資料載於財務報表附註14。

除上文所披露外，本公司於本年度並沒有贖回其股份。本公司及其附屬公司在本年度內概無購買或出售本公司任何股份。

購股權計劃

新計劃

新計劃於二零零二年五月二十一日採納，及後於二零零六年八月四日進行修訂，以符合二零零一年九月一日生效之上市規則第十七章之新規定。新計劃之詳細摘要如下：

- (i) 新計劃旨在鼓勵或獎勵合資格參與者對本集團作出貢獻及／或有助本集團招聘及挽留能幹之僱員，以及吸納對本集團與任何投資對象（按《新計劃》定義）有價值之人才；

Report of the Directors 董事會報告

SHARE OPTIONS SCHEMES (Cont'd)

The New Scheme (Cont'd)

- (ii) The participants of the New Scheme include any employee, director (including executive and non-executive director of the Group), shareholder, supplier, customer, consultant, adviser, other service provider, partner and business or strategic alliance partner of the Group or any Invested Entity (as defined in the New Scheme) or any discretionary trust whose discretionary objects may be any of the above persons;
- (iii) There is no outstanding of options granted under the New Scheme as at 31 March 2009;
- (iv) The total number of shares in respect of which options may be granted under the New Scheme is not permitted to exceed 10% of the shares of the Company at the date of adoption of the New Scheme and thereafter, if refreshed, shall not exceed 10% of the shares in issue as at the date of approval of the refreshed limit by the Company's shareholders. The number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Scheme and any other share option schemes of the Company must not exceed 30% of the shares in issue from time to time;
- (v) Unless approved by shareholders in general meeting, no participants shall be granted any option if the total number of shares issued and to be issued upon exercise of the options granted and to be granted to such participant in any 12-month period up to the date of the latest grant would exceed 1% of the issued share capital of the Company from time to time. Options granted to a substantial shareholder or an independent non-executive director in excess of 0.1% of the Company's share capital in issue for the time being and with a value in excess of HK\$5,000,000 must be approved in advance by the Company's shareholders;

購股權計劃 (續)

新計劃 (續)

- (ii) 董事局可絕對酌情授購股權予新計劃之參與人，包括本集團之任何僱員或董事（包括本集團之執行及非執行董事）、股東、供應商、客戶、顧問、諮詢人、其他服務供應商、任何合營企業夥伴、業務或策略性聯盟合夥人以認購本公司之股份或任何投資對象（按《新計劃》定義）或彼等為全權託管受益人之任何全權信託；
- (iii) 根據新計劃於二零零九年三月三十一日並沒有已授出而尚未行使之購股權；
- (iv) 其根據新計劃已獲授及將獲授購股權而獲發或將獲發之股份之總數不得超過採納新計劃當日之已發行股份數目之10%，及其後如獲更新，將不會超逾由股東批准更新當日已發行股份數目之10%。因行使根據新計劃及本公司任何其他購股權計劃已授出而尚未行使及仍有待行使之所有購股權而可予以發行之股份數目上限，不得超逾不時已發行股份之30%；
- (v) 除非獲得股東大會批准，否則因授予每名參與者之購股權在獲行使而已發行及將予發行之股份數目，在任何12個月內不得超逾已發行股份之1%。倘每名主要股東或獨立非執行董事獲授之購股權合共佔本公司當時已發行股份逾0.1%；或根據授出購股權當日聯交所每日價表所報股份之收市價計算，總值超逾5,000,000港元，則授予購股權之建議必須事先經股東批准；

Report of the Directors 董事會報告

SHARE OPTIONS SCHEMES (Cont'd)

The New Scheme (Cont'd)

- (vi) An option may be exercised in accordance with the terms of the New Scheme at any time during a period to be notified by the Board to each grantee. Unless otherwise determined by the Board at its sole discretion, there is no requirement of a minimum period for which an option must be held or a performance target which must be achieved before an option can be exercised;
- (vii) A non refundable remittance of HK\$10 by way of consideration for the grant of an option is required to be paid by each grantee upon acceptance of the option;
- (viii) The subscription price payable upon exercising any particular option granted under the New Scheme is determined based on a formula: $P = N \times E_p$, where "P" is the subscription price; "N" is the number of shares to be subscribed; and "E_p" is the exercise price of the highest of (a) the nominal value of a share in the Company on the date of grant; (b) the closing price of shares of the Company on the Stock Exchange, as stated in the Stock Exchange's daily quotations sheet on the date of grant; and (c) the average of the closing prices of shares of the Company on the Stock Exchange on the five trading days immediately preceding the date of grant and as adjusted pursuant to the clauses of the New Scheme; and
- (ix) The life of the New Scheme is until the tenth anniversary of the adoption date of the New Scheme.

An ordinary resolution approving the cancellation of all outstanding share options (the "Share Options") which have been granted under the Share Option Scheme but not exercised as at the date of the resolution was duly passed by shareholders at the special general meeting of the Company on 12 September 2008.

購股權計劃 (續)

新計劃 (續)

- (vi) 每名獲授人可按新計劃之條款於董事會向其通知之行使期內行使購股權。除董事會酌情考慮外，行使購股權時並無任何最少持有期限或工作表現目標要求之規限；
- (vii) 獲授人在接納購股權時須支付十港元作為獲授購股權之代價，款項概不退回；
- (viii) 根據每項獲授予購股權在行使時認購本公司股份的價格乃按下列算式釐定： $P = N \times E_p$ ，其中「P」為認購價；「N」為認購之股份數目；「E_p」為行使價以認購一股本公司股份之價格；惟至少必須為以下之較高者：(a)本公司股份的面值；或(b)本公司股份在聯交所之收市價，以有關購股權授予日聯交所日報表所示者為準；或(c)緊接授予購股權日期之前五個交易日本公司股份在聯交所之平均收市價或按新計劃條款所調整之行使值；及
- (ix) 新計劃之有效期為其獲採納當日起計直至十週年當日。

於二零零八年九月十二日舉行之特別股東大會，股東通過一項普通決議案以註銷於決議案通過當日所有按照購股權計劃已授出仍未行使之購股權（「購股權」）。

Report of the Directors 董事會報告

SHARE OPTIONS SCHEMES (Cont'd)

The New Scheme (Cont'd)

(x) Details of share option movements during the Year under the New Scheme are as follows:

購股權計劃 (續)

新計劃 (續)

(x) 根據新計劃於本年度之購股權變動詳情如下：

Name	Date of Grant	Exercise Price (Note)	Exercise Period	Closing Price before date of grant	Number of Share Options (Note)					
					Price at exercise date of options	Outstanding at 31 March 2008	Granted during the Year	Exercised during the Year	Lapsed/cancelled during the Year	Outstanding at 31 March 2009
姓名	授出日期	行使價 (附註) (HK\$) (港元)	行使期	於購股權授出日前之價格 (HK\$) (港元)	於購股權行使日之價格 (HK\$) (港元)	於購股權二零零八年三月三十一日尚未行使 (千)	於本年度獲授予 (千)	於本年度行使 (千)	於本年度失效/取消 (千)	於購股權二零零九年三月三十一日尚未行使 (千)
(i) Directors/Chief Executives 董事及最高行政人員										
Mr. Ho Cheuk Ming 何卓明先生	07/02/2005	3.16	01/01/2007-06/02/2015	3.325	-	296.38	-	-	(296.38)	-
	07/02/2005	3.16	01/01/2008-06/02/2015	3.325	-	592.76	-	-	(592.76)	-
	07/02/2005	3.16	01/01/2009-06/02/2015	3.325	-	592.76	-	-	(592.76)	-
Mr. Kwok Wing Kin, Francis 郭永堅先生	01/11/2002	1.56	01/01/2003-31/10/2012	1.65	-	52.925	-	-	(52.925)	-
	01/11/2002	1.56	01/01/2004-31/10/2012	1.65	-	793.875	-	-	(793.875)	-
	27/04/2004	1.79	01/01/2005-26/04/2014	1.86	-	169.36	-	-	(169.36)	-
	27/04/2004	1.79	01/01/2006-26/04/2014	1.86	-	338.72	-	-	(338.72)	-
	27/04/2004	1.79	01/01/2007-26/04/2014	1.86	-	338.72	-	-	(338.72)	-
	07/02/2005	3.16	01/01/2007-06/02/2015	3.325	-	211.7	-	-	(211.7)	-
	07/02/2005	3.16	01/01/2008-06/02/2015	3.325	-	423.4	-	-	(423.4)	-
	07/02/2005	3.16	01/01/2009-06/02/2015	3.325	-	423.4	-	-	(423.4)	-

Report of the Directors 董事會報告

SHARE OPTIONS SCHEMES (Cont'd)

The New Scheme (Cont'd)

(x) (Cont'd)

Name 姓名	Date of Grant 授出日期	Exercise Price (Note) (附註) (HK\$) (港元)	Exercise Period 行使期	Closing Price before date of grant 於購股權 授出日前 之價格 (HK\$) (港元)	Number of Share Options (Note) 購股權數目 (附註)					
					Price at exercise date of options 於購股權 行使日 之價格 (HK\$) (港元)	Outstanding at 31 March 2008 二零零八年 三月三十一日 尚未行使 (‘000) (千)	Granted during the Year 於本年度 獲授予 (‘000) (千)	Exercised during the Year 於本年度 行使 (‘000) (千)	Lapsed/cancelled during the Year 於本年度 失效/取消 (‘000) (千)	Outstanding at 31 March 2009 二零零九年 三月三十一日 尚未行使 (‘000) (千)
Mr. Lee Shu Ki 李樹琪先生	01/11/2002	1.56	01/01/2003-31/10/2012	1.65	-	211.7	-	-	(211.7)	-
	01/11/2002	1.56	01/01/2004-31/10/2012	1.65	-	317.55	-	-	(317.55)	-
	27/04/2004	1.79	01/01/2005-26/04/2014	1.86	-	84.68	-	-	(84.68)	-
	27/04/2004	1.79	01/01/2006-26/04/2014	1.86	-	169.36	-	-	(169.36)	-
	27/04/2004	1.79	01/01/2007-26/04/2014	1.86	-	169.36	-	-	(169.36)	-
	07/02/2005	3.16	01/01/2007-06/02/2015	3.325	-	211.7	-	-	(211.7)	-
	07/02/2005	3.16	01/01/2008-06/02/2015	3.325	-	423.4	-	-	(423.4)	-
	07/02/2005	3.16	01/01/2009-06/02/2015	3.325	-	423.4	-	-	(423.4)	-
Ms. Ho Po Chu 何寶珠女士	07/02/2005	3.16	01/07/2005-06/02/2015	3.325	-	846.8	-	-	(846.8)	-

購股權計劃 (續)

新計劃 (續)

(x) (續)

Report of the Directors 董事會報告

SHARE OPTIONS SCHEMES (Cont'd)

The New Scheme (Cont'd)

(x) (Cont'd)

購股權計劃 (續)

新計劃 (續)

(x) (續)

Name	Date of Grant	Exercise Price (Note)	Exercise Period	Closing Price before date of grant	Number of Share Options (Note)					
					Price at exercise date of options	Outstanding at 31 March 2008	Granted during the Year	Exercised during the Year	Lapsed/ cancelled during the Year	Outstanding at 31 March 2009
姓名	授出日期	行使價 (附註) (HK\$) (港元)	行使期	於購股權授出日前之價格 (HK\$) (港元)	於購股權行使日之價格 (HK\$) (港元)	於二零零八年三月三十一日尚未行使 ('000) (千)	於本年度獲授予 ('000) (千)	於本年度行使 ('000) (千)	於本年度失效/取消 ('000) (千)	於二零零九年三月三十一日尚未行使 ('000) (千)
(ii) Other Eligible Participants										
其他合資格參與者										
Employees	22/05/2002	1.23	22/05/2002-21/05/2012	1.30	-	105.85	-	-	(105.85)	-
僱員	01/11/2002	1.56	01/01/2003-31/10/2012	1.65	-	338.72	-	-	(338.72)	-
	01/11/2002	1.56	01/01/2004-31/10/2012	1.65	-	1,005.575	-	-	(1,005.575)	-
	01/12/2003	2.34	01/01/2006-30/11/2013	2.425	-	3,463.412	-	-	(3,463.412)	-
	01/12/2003	2.34	01/01/2007-30/11/2013	2.425	-	4,111.214	-	-	(4,111.214)	-
	27/04/2004	1.79	01/01/2005-26/04/2014	1.86	-	715.546	-	-	(715.546)	-
	27/04/2004	1.79	01/01/2006-26/04/2014	1.86	-	127.02	-	-	(127.02)	-
	01/02/2005	2.98	01/01/2006-31/01/2015	3.15	-	969.586	-	-	(969.586)	-
	01/02/2005	2.98	01/01/2007-31/01/2015	3.15	-	1,939.172	-	-	(1,939.172)	-
	01/02/2005	2.98	01/01/2008-31/01/2015	3.15	-	1,939.172	-	-	(1,939.172)	-
	07/02/2005	3.16	01/07/2005-06/02/2015	3.325	-	1,905.3	-	-	(1,905.3)	-
	07/02/2005	3.16	01/01/2007-06/02/2015	3.325	-	719.78	-	-	(719.78)	-
	07/02/2005	3.16	01/01/2008-06/02/2015	3.325	-	1,439.56	-	-	(1,439.56)	-
	07/02/2005	3.16	01/01/2009-06/02/2015	3.325	-	1,439.56	-	-	(1,439.56)	-

Report of the Directors 董事會報告

SHARE OPTIONS SCHEMES (Cont'd)

The New Scheme (Cont'd)

A professional actuarial firm has been invited in the year of 2005/06 to perform a valuation of the share options granted under the share option schemes.

According to the Hong Kong Financial Reporting Standard 2 ("HKFRS2"), the cost of share-based transactions should be recognised as an expense over the period from the date of grant until they are exercisable by the receiver of such payment. The expense required to be reported for share options granted on or before 31 March 2009 would be estimated as follows:

	Financial Year						Total 合計
	2003/04	2004/05	2005/06	2006/07	2007/08	2008/09	
P&L expenses (HK\$'000) 損益帳支出 (千港元)	768	4,718	7,311	3,328	1,079	337	17,541

There are several relevant measures that may be considered to assess the financial impact of the share option schemes, including the expense of share-based transactions under generally accepted financial reporting standards (e.g., HKFRS2). The expense of the share-based transactions is attributed over the period from the original transaction date (i.e., grant date) to the date when the recipient's entitlement to the payment has been fully realized (i.e., vested).

In assessing the value of the share options granted during the Year and the expense of share-based transactions under HKFRS2 requirement, the Binomial option pricing model (the "Binomial model") has been used. The Binomial Model is one of the generally most accepted methods used to calculate the value of options and expense of share-based transactions.

The parameters of the Binomial Model include the risk free rate, dividend yield, exit rate and trigger price multiple. The risk free rate has made reference to the yield Exchange Fund Notes as at the grant date. The dividend yield makes reference to the dividend history and it is assumed that the grantee will exercise the option in accordance with their sub-optimal exercise policy.

購股權計劃 (續)

新計劃 (續)

一間專業估值公司於二零零五／零六年度獲邀評估本公司之購股權價值和費用。

根據香港財務報告準則第二號（「香港財務準則2」），購股權於授出日期的公平值須於有關的權益期內攤銷，攤銷支出從損益帳戶扣除。有關於二零零九年三月三十一日或以前授出的購股權所產生的損益帳支出遂評估如下：

現時有數種計量方法可以考慮用作評估購股權計劃對財務報表的影響，包括於普遍採納的財務報告標準（如香港財務準則2）下以股份支付的交易的有關支出。至於以股份支付的交易的相關支出則會於有關權益期內（即不同財政年度內）攤銷。

香港財務準則2規定下在本年度以股份支付的交易的相關支出乃使用二項式期權定價模式（「二項式模式」）評估。「二項式模式」乃計算購股權價值及股份支付的交易的有關支出最為普遍接納之方法之一。

二項式模式之參數包括購股權之無風險利率、股息回報率、提早行使購股權和價格波動等因素。無風險利率乃參照香港外匯基金票據之回報率。股息回報率乃反映有關過往紀錄及假設授讓者將根據次佳行使政策行使購股權。

Report of the Directors 董事會報告

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-laws and there was no restriction against such rights under the laws of Bermuda.

TEN-YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last ten financial years is set out on page 183 of this annual report.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Year.

SUBSIDIARIES

Particulars of the subsidiaries of the Company are set out in Note 8 to the financial statements.

BANK LOANS AND OVERDRAFTS

Particulars of bank loans and overdrafts of the Group as at 31 March 2009 are set out in Note 18 to the financial statements.

BOARD OF DIRECTORS

The Directors who held office during the Year and up to the date of this report are:

Executive Directors

Mr. Ho Cheuk Fai (*Chairman & Chief Executive Officer*)
Mr. Kwok Wing Kin, Francis (*Deputy Chairman & Chief Operational Officer*)
Mr. Lee Shu Ki

Non-executive Director

Mr. Ho Cheuk Ming

Independent Non-executive Directors

Mr. So Wai Chun
Mr. Chan Sui Sum, Raymond
Mr. Fong Hoi Shing

優先權

公司細則規定概無載有本公司須按比例向現有股東發行新股之優先權條文，而百慕達法例中亦無限制有關優先權之條文。

十年財務概要

本集團過去十個財政年度之業績及資產與負債摘要載於本年報第183頁。

管理合約

本年度內，本公司概無就整體業務或任何重大業務之管理或行政工作訂立任何合約，亦無存有此等合約。

附屬公司

本公司各附屬公司之詳情，載於財務報表附註8。

銀行貸款與透支

本集團於二零零九年三月三十一日之銀行貸款與透支詳情列於財務報表附註18。

董事會

本年度內及截至本年報日期止，在任之董事如下：

執行董事

何焯輝先生 (*主席兼行政總裁*)
郭永堅先生 (*副主席兼營運總裁*)

李樹琪先生

非執行董事

何卓明先生

獨立非執行董事

蘇偉俊先生
陳瑞森先生
方海城先生

Report of the Directors 董事會報告

BOARD OF DIRECTORS (Cont'd)

The independent non-executive Directors are appointed for specific terms and hold office until 30 June 2010, 4 February 2010 and 6 December 2009, respectively, subject to extension.

In the spirit of good corporate governance practices, Mr. Ho Cheuk Fai, the chairman of the Board, will voluntarily retire from office at the forthcoming annual general meeting notwithstanding that he is not required by the Bye-laws of the Company to do so. In accordance with Article 87 of the Company's Bye-laws and A.4.2. of the Code on Corporate Governance Practices, Messrs. Ho Cheuk Ming and Lee Shu Ki will retire from office by rotation at the forthcoming annual general meeting. All such Directors, being eligible, offer themselves for re-election.

DIRECTORS' SERVICE CONTRACTS

None of the Directors who are proposed for re-election at the forthcoming AGM has a service contract with the Company which is not terminable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS

No contracts of significance to which any of the Group companies was a party and in which a Director was materially interested, either directly or indirectly, subsisted at the end of the Year or at any time during the Year.

CONNECTED TRANSACTIONS

Upon the expiry of the previous lease agreement on 17 November 2007, a new lease agreement (the "Lease Agreement") dated 16 November 2007 was entered into between Kings Lion Development Limited ("Kings Lion") as landlord and Karrie Industrial Company Limited ("Karrie Industrial"), a wholly-owned subsidiary of the Company, as tenant for the lease of a portion (being 26,573 square feet in gross floor area) of 9th Floor, Southeast Industrial Building, 611-619 Castle Peak Road, Tsuen Wan, New Territories together with one car parking space in the same building at a monthly rental of HK\$132,865 (that is, at approximately HK\$5 per square foot) for a term of two years commencing on 18 November 2007.

董事會 (續)

本公司獨立非執行董事之任期均以特定年期委任，其任期分別於二零一零年六月三十日、二零一零年二月四日及二零零九年十二月六日屆滿，延期除外。

然而，為建立良好的企業管治，董事會主席何焯輝先生自願在即將舉行之股東週年大會上退任，儘管本公司章程細則並無這樣的要求。按照本公司章程細則第87條規定及每條管治常規守則A.4.2，何卓明先生及李樹琪先生將於即將舉行之股東週年大會上輪席退任。所有該等董事為有資格並願意膺選連任。

董事之服務合約

本公司並無與擬於股東週年大會上重選連任之董事訂立任何不可於一年內由本公司無償終止之服務合約（法定賠償除外）。

董事於合約之利益

本公司或其附屬公司於本年度內任何時間概無簽訂涉及本公司之業務而本公司董事直接或間接擁有重大利益之重要合約。

關連交易

在前租賃協議於二零零七年十一月十七日期滿時，勁獅發展有限公司（「勁獅」）（出租人）與嘉利產品有限公司（「嘉利產品」）（本公司之全資附屬公司）（承租人）於二零零七年十一月十六日就位於新界荃灣青山公路611-619號東南工業大廈九樓部份樓面（建築面積為26,573平方呎）連同壹個位於該大廈地下的車位訂立租賃協議（「租賃協議」），月租132,865港元（即每平方呎約5港元），為期兩年，租期由二零零七年十一月十八日起計。

Report of the Directors 董事會報告

CONNECTED TRANSACTIONS (Cont'd)

Kings Lion is a connected person of the Company under Chapter 14A of the Listing Rules for the reason that Mr. Ho Cheuk Fai, a Director of the Company, together with his spouse, control 100% of the voting power in general meeting and also control the board of Directors of Kings Lion. The transaction contemplated under the Lease Agreement (the "Lease Transaction") therefore constitutes a continuing connected transaction for the Company under Rule 14A.34 of the Listing Rules. Details of the Lease Transaction have been set out in the announcement dated 16 November 2007 issued to the shareholders of the Company.

On 10 July 2008 (Hong Kong time), Karrie Technologies Company Limited, an indirect wholly-owned subsidiary of the Company entered into a shareholders' agreement (the "Shareholders' Agreement") with Sagem Communications SAS ("Sagem") for the establishment of a joint venture, Sagem Karrie Technologies (Hong Kong) Company Limited (the "JVCO"). The JVCO entered into a servicing agreement ("Sagem Servicing Agreement") and a supply agreement ("Sagem Supply Agreement") with Sagem. The technical services to be provided by Sagem under the Sagem Servicing Agreement encourages technical support services in relation to technology qualification, required certification, product safety, etc. The products to be delivered by the JVCO to Sagem under the Sagem Supply Agreement include multi-function fax printers, TS and TT fax machines, related PCBA and associated spare parts, which will be supplied by the JVCO to Sagem.

Following the completion of the Shareholders' Agreement, the JVCO will become an indirect 60% owned subsidiary of the Company. By virtue of its 40% interests in the JVCO, Sagem will become a substantial shareholder of the Company at subsidiary's level and hence a connected person of the Company. The transactions contemplated under each of the Sagem Servicing Agreement and the Sagem Supply Agreement will therefore constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules. Details of those transactions have been set out in the circular dated 11 August 2008 issued to the shareholders of the Company.

關連交易 (續)

根據《上市規則》第14A章，勁獅為本公司之關連人士，因本公司董事何焯輝先生連同其妻子控制勁獅之股東大會100%投票權及其董事會。該訂定租賃協議交易（「租賃交易」）遂根據《上市規則》第十四A章第三十四條構成本公司之持續關連交易。有關租賃交易詳情已刊登在本公司於二零零七年十一月十六日向股東發出之公佈內。

於二零零八年七月十日（香港時間），本公司之間接全資附屬公司嘉利環球有限公司與Sagem Communications SAS（「Sagem」）訂立股東協議（「股東協議」）成立合資公司嘉利先進科技（香港）有限公司（「合資公司」）合資公司與Sagem訂立Sagem服務協議（「Sagem服務協議」）及Sagem供應協議（「Sagem供應協議」）。Sagem根據Sagem服務協議將提供技術服務包含就科技、資格、所需證書、產品安全等之技術支援。合資公司根據Sagem供應協議將交付予Sagem之產品包括多用途傳真打印機、TS及TT傳真機、相關的PCBA及附屬零件。

在股東協議完成後，合資公司將成為本公司間接擁有60%權益之附屬公司。透過Sagem於合資公司之40%權益，在附屬公司層面，Sagem將成為本公司之主要股東，因而成為本公司之關連人士。根據上市規則第14A章，Sagem服務協議及Sagem供應協議各自項下擬進行之交易將因而構成本公司之持續關連交易。該等交易之詳情載於本公司於二零零八年八月十一日寄發予本公司股東之通函。

Report of the Directors 董事會報告

CONNECTED TRANSACTIONS (Cont'd)

On 5 February 2009, the Company entered into the raw materials purchase agreement (the "Raw Materials Purchase Agreement") and the products supply agreement (the "Products Supply Agreement") with Sagem.

It was originally intended that the Sagem Supply Agreement would replace the existing supply arrangement with Sagem (the "Existing Supply Arrangement") after all the orders committed thereunder had been delivered and completed by the end of 2008. However, as the production equipment and machinery in the factory will be installed in phases, the JVCO will not be able to commence full operations until January 2010 to take over all the manufacturing activities which would have otherwise been undertaken by the other members of the Group under the Existing Supply Arrangement. The Products Supply Agreement will enable the Group to continue supplying the Products to Sagem and its subsidiaries (the "Sagem Group") after the termination of the Existing Supply Arrangement but before the JVCO commences full operations under the Sagem Supply Agreement in January 2010.

It was originally intended that the existing raw materials purchase arrangement with Sagem (the "Existing Raw Materials Purchase Arrangement") would be terminated as and when Sagem had completed the delivery of all the orders committed thereunder by the end of 2008, after which the Group would source raw materials from other independent third party suppliers. In view of the changing market conditions, the Group now takes the view that it is beneficial for the Group to source raw materials from the Sagem Group instead of sourcing the same from the independent third party suppliers directly. The Raw Materials Purchase Agreement will enable the Group to reduce the administration costs, eliminate the risk of default of independent third party suppliers and ensure a reliable supply of raw materials with consistent quality.

關連交易 (續)

於二零零九年二月五日，本公司與Sagem訂立原材料採購協議（「原材料採購協議」）及產品供應協議（「產品供應協議」）。

原本計劃於現有供應安排所負責之全部訂單在二零零八年結束前交付及完成後，以Sagem供應協議取代現有供應協議（「現有供應協議」）。然而，由於廠房之生產設備及機器將分階段安裝，合資公司將於二零一零年一月才可全面運作，接管原本應由本集團之其他成員公司根據現有供應安排所負責之全部製造業務。產品供應協議將讓本集團在現有供應安排終止後但於合資公司根據Sagem供應協議在二零一零年一月全面運作前繼續向Sagem及其附屬公司（「Sagem集團」）供應產品。

原本計劃於Sagem在二零零八年結束前完成交付根據與Sagem之現有原材料採購安排（「現有原材料採購安排」）所負責之全部訂單時終止現有原材料採購安排，其後本集團會向其他獨立第三方供應商採購原材料。鑑於市況不斷轉變，本集團現時認為本集團向Sagem集團採購原材料較直接向獨立第三方供應商採購原材料更為有利。原材料採購協議將讓本集團降低行政費用，減低獨立第三方供應商之違約風險，並確保獲得可靠且質素穩定之原材料供應。

Report of the Directors 董事會報告

CONNECTED TRANSACTIONS (Cont'd)

The transactions contemplated under each of the Products Supply Agreement and the Raw Material Purchase Agreement therefore constitute continuing connected transactions for the Company under Chapter 14A of the Listing Rules. Details of the transactions have been set out in the circular dated 5 March 2009 issued to the shareholders of the Company.

The independent non-executive Directors have reviewed the Transaction and confirmed that the Transaction has been entered into by the Group in the ordinary and usual course of its business and on normal commercial terms which are fair and reasonable and in the interests of the shareholders of the Company as a whole.

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

關連交易 (續)

根據上市規則第14A章，產品供應協議及原材料採購協議各自項下擬進行之交易構成本公司之持續關連交易。該等交易之詳情載於本公司於二零零九年三月五日寄發予本公司股東之通函。

獨立非執行董事已審閱上述交易，並確認此等交易乃在本集團之日常業務中進行，並按公平合理的正常之商業條款訂立，對本公司之股東有利。

根據香港聯合交易所有限公司證券上市規則第14A.38條，董事會已委聘本公司核數師按照香港會計師公會發出的香港相關服務準則4400「就財務資料執行協定程序的聘用協定」，以抽樣方式對上述持續關連交易執行若干事實查明程序。核數師已將其對所抽選的樣本根據協定程序進行的事實結果向董事會報告。

Report of the Directors 董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES

As at 31 March 2009

The interests and short positions of the Directors and the chief executives of the Company in the shares and the underlying shares of the Company and any associated corporations (as defined in Part XV of the Securities and Futures Ordinance (the "SFO")) (a) as recorded in the register required to be kept under Section 352 of the SFO; or (b) as otherwise notified to the Company and the Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") were as follows:

(A) Interests in the Company

董事及最高行政人員之股份權益

於二零零九年三月三十一日

本公司各董事及最高行政人員在本公司及任何相聯法團（釋義見《證券及期貨條例》（「《證券條例》」）第XV部）的股份及相關股份中擁有的權益及淡倉，而該等權益及淡倉(a)根據《證券條例》第352條須予備存之登記冊所記錄者；或(b)依據《上市公司董事進行證券交易的標準守則》（「《標準守則》」）通知本公司及香港聯合交易所有限公司（「聯交所」），如下：

(甲) 於本公司之權益

Number of ordinary shares of HK\$0.10 each 每股面值0.1港元之普通股數目

		Personal interests	Family interests	Corporate/ Other interests	Total interests	% of issued share capital
		個人權益	家屬權益	法團權益或 其他權益	合計權益	持股百分比
Mr. Ho Cheuk Fai	何焯輝先生	12,492,000 (Note 1) (附註一)	297,838,000 (Note 1) (附註一)	243,804,000 (Note 2) (附註二)	310,330,000	53.77
Mr. Ho Cheuk Ming	何卓明先生	12,104,000	–	243,804,000 (Note 2) (附註二)	255,908,000	44.34
Mr. Kwok Wing Kin, Francis	郭永堅先生	980,000	–	–	980,000	0.17
Mr. Lee Shu Ki	李樹琪先生	1,400,000	–	–	1,400,000	0.24
Mr. Fong Hoi Shing	方海城先生	2,000	–	–	2,000	0.00
Ms. Ho Po Chu	何寶珠女士	54,034,000 (Note 3) (附註三)	256,296,000 (Note 3) (附註三)	243,804,000 (Note 2) (附註二)	310,330,000	53.77

Notes:

- The personal interests of Mr. Ho Cheuk Fai comprise 12,492,000 Shares. Mr. Ho Cheuk Fai is deemed to be interested in (a) 54,034,000 Shares held by his spouse, Ms. Ho Po Chu, as beneficial owner and (b) 243,804,000 Shares in which his children under 18 are interested. Such 243,804,000 Shares in which his children under 18 are interested duplicate with his interests as founder of The Ho Family Trust in the same block of Shares referred to in Note 2 below.

附註：

- 何焯輝先生之個人權益包括12,492,000股股份。何焯輝先生被視為持有(a)其配偶何寶珠女士作為實益擁有人持有之54,034,000股股份；及(b)其未滿18歲之子女擁有243,804,000股股份之權益。該等由其未滿18歲之子女擁有權益之243,804,000股股份與何焯輝先生作為Ho Family Trust創立人於下文附註二所述同一類別股份擁有之權益重疊。

Report of the Directors 董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES (Cont'd)

(A) Interests in the Company (Cont'd)

2. 243,804,000 Shares are held by New Sense Enterprises Limited ("New Sense"), the entire issued share capital of which is owned by Equity Trust (BVI) Limited as trustee for a discretionary trust, The Ho Family Trust. Mr. Ho Cheuk Fai is deemed to be interested in these 243,804,000 Shares as founder of The Ho Family Trust. Ms. Ho Po Chu, Mr. Ho Cheuk Ming and Mr. Ho Cheuk Fai's children under 18 are the discretionary objects of The Ho Family Trust and are thus deemed to be interested in the 243,804,000 Shares held under The Ho Family Trust. Therefore, the interests of Mr. Ho Cheuk Fai, Ms. Ho Po Chu and Mr. Ho Cheuk Ming in the 243,804,000 Shares duplicate with each other.
3. The personal interests of Ms. Ho Po Chu comprise 54,034,000 Shares. Ms. Ho Po Chu is also deemed to be interested in (a) 12,492,000 Shares held by her spouse, Mr. Ho Cheuk Fai, as beneficial owner and (b) 243,804,000 Shares in which her children under 18 are interested. Such 243,804,000 Shares in which her children under 18 are interested are duplicated with her interests in the same block of Shares referred to in Note 2 above.

(B) Interests and short positions in associated corporations

- (i) Karrie Industrial Company Limited ("KICL")

董事及最高行政人員之股份權益 (續)

(甲) 於本公司之權益 (續)

- 二、 243,804,000股股份由New Sense Enterprises Limited (「New Sense」) 持有，其全部已發行資本由Equity Trust (BVI) Limited作為全權信託Ho Family Trust之受託人持有。何焯輝先生作為Ho Family Trust之創立人，被視為於該等243,804,000股股份中擁有權益。何寶珠女士、何卓明先生及何焯輝先生之未滿18歲子女為Ho Family Trust之全權受益人，故被視為於Ho Family Trust持有之243,804,000股股份擁有權益。故此，何焯輝先生、何寶珠女士及何卓明先生於該等243,804,000股股份之權益彼此重疊。
- 三、 何寶珠女士之個人權益包括54,034,000股股份。何寶珠女士被視為持有(a)其配偶何焯輝先生作為實益擁有人持有之12,492,000股股份；及(b)其未滿18歲的子女擁有243,804,000股股份之權益。該等243,804,000股股份之權益，被視為何寶珠女士(如附註二所述)及其未滿18歲的子女之間重疊之同一權益。

(乙) 於相聯法團之權益及淡倉

- (i) 嘉利產品有限公司 (「嘉利產品」)

Number of non-voting deferred shares of HK\$100 each
每股面值100港元之無投票權遞延股份數目

	Personal interests	Family interests	Corporate/	% of issued		% of issued	
			Other interests	Total interests	share capital	Short Positions	share capital
	個人權益	家屬權益	法團權益或 其他權益	合計權益	持股百分比	淡倉	持股百分比
Mr. Ho Cheuk Fai 何焯輝先生	43,000	43,000 (Note 1) (附註一)	43,000 (Note 1) (附註一)	43,000	85.98% (Note 2) (附註二)	43,000 (Note 1) (附註一)	85.98% (Note 2) (附註二)
Ms. Ho Po Chu 何寶珠女士	7,000	7,000 (Note 1) (附註一)	7,000 (Note 1) (附註一)	7,000	13.99% (Note 2) (附註二)	7,000 (Note 1) (附註一)	13.99% (Note 2) (附註二)

Report of the Directors 董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES (Cont'd)

董事及最高行政人員之股份權益 (續)

(B) Interests and short positions in associated corporations (Cont'd)

(乙) 於相聯法團之權益及淡倉 (續)

(ii) Karpo Technologies Limited ("KTL")

(ii) 嘉寶科技有限公司 (「嘉寶科技」)

Number of non-voting deferred shares of HK\$100 each
每股面值100港元之無投票權遞延股份數目

	Personal interests 個人權益	Family interests 家屬權益	Corporate/ Other interests 法團權益或 其他權益	Total interests 合計權益	% of issued share capital 持股百分比	Short Positions 淡倉	% of issued share capital 持股百分比
Mr. Ho Cheuk Fai 何焯輝先生	10,000	10,000 (Note 1) (附註一)	10,000 (Note 1) (附註一)	10,000	99.90% (Note 3) (附註三)	10,000 (Note 1) (附註一)	99.90% (Note 3) (附註三)

(iii) Karrie Investment Holdings Limited ("KIHL")

(iii) 嘉利投資控股有限公司 (「嘉利投資」)

Number of non-voting deferred shares of HK\$1 each
每股面值1港元之無投票權遞延股份數目

	Personal interests 個人權益	Family interests 家屬權益	Corporate/ Other interests 法團權益或 其他權益	Total interests 合計權益	% of issued share capital 持股百分比	Short Positions 淡倉	% of issued share capital 持股百分比
Mr. Ho Cheuk Fai 何焯輝先生	1	1 (Note 1) (附註一)	1 (Note 1) (附註一)	1	8.33% (Note 4) (附註四)	1 (Note 1) (附註一)	8.33% (Note 4) (附註四)
Ms. Ho Po Chu 何寶珠女士	1	1 (Note 1) (附註一)	1 (Note 1) (附註一)	1	8.33% (Note 4) (附註四)	1 (Note 1) (附註一)	8.33% (Note 4) (附註四)

Report of the Directors 董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES (Cont'd)

(B) Interests and short positions in associated corporations (Cont'd)

(iii) Karrie Investment Holdings Limited ("KIHL") (Cont'd)

Notes:

1. Karrie International (B.V.I.) Limited ("KIBVI"), a direct wholly-owned subsidiary of the Company, has been granted options to acquire from Mr. Ho Cheuk Fai and Ms. Ho Po Chu their non-voting deferred shares in each of KICL, KTL and KIHL. Accordingly, KIBVI is taken to be interested in these non-voting deferred shares in respect of which Mr. Ho Cheuk Fai and Mr. Ho Po Chu have each created short positions. In addition, by virtue of (i) their interests in the Company; and (ii) the interests of their children under 18 in the Company, as referred to in Notes 1, 2 and 3 under the section headed "(A) Interests in the Company" above, Mr. Ho Cheuk Fai and Ms. Ho Po Chu are each deemed to be interested in the long positions that KIBVI has in these non-voting deferred shares. Such interests are duplicated with their personal interests in these non-voting deferred shares.
2. The entire issued share capital of KICL comprises 50,000 non-voting deferred shares of HK\$100 each and 10 ordinary shares of HK\$100 each.
3. The entire issued share capital of KTL comprises 10,000 non-voting deferred shares of HK\$100 each and 10 ordinary shares of HK\$100 each.
4. The entire issued share capital of KIHL comprises 2 non-voting deferred shares of HK\$1 each and 10 ordinary shares of HK\$1 each.

董事及最高行政人員之股份權益 (續)

(乙) 於相聯法團之權益及淡倉 (續)

(iii) 嘉利投資控股有限公司 (「嘉利投資」) (續)

附註：

- 一、 Karrie International (B.V.I.) Limited (「KIBVI」)，本公司之直接全資附屬公司，獲授予認購權以認購何焯輝先生和何寶珠女士於嘉利產品、嘉寶科技及嘉利投資所持有的無投票權遞延股份。由於何焯輝先生和何寶珠女士因上述所授予認購權而各自產生有關之淡倉，KIBVI遂持有該等股份之權益。再者，於上述(甲)「於本公司之權益」之附註一、二及三內，因他們及其18歲以下的子女持有本公司之權益，何焯輝先生和何寶珠女士各自被視為持有KIBVI中該等股份之權益。該等權益跟其個人於這些股份的權益乃屬重複的。
- 二、 嘉利產品已發行股份由50,000股每股面值100港元之無投票權遞延股份及10股每股面值100港元之普通股股份組成。
- 三、 嘉寶科技已發行股份由10,000股每股面值100港元之無投票權遞延股份及10股每股面值100港元之普通股股份組成。
- 四、 嘉利投資已發行股份由2股每股面值1港元之無投票權遞延股份及10股每股面值1港元之普通股股份組成。

Report of the Directors 董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES (Cont'd)

Save as disclosed above, none of the Directors and the chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company and any associated corporations which were (a) recorded in the register required to be kept under Section 352 of the SFO; or (b) otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

As at 30 June 2009

There have been no changes in the interests and short positions of the Directors and the chief executives of the Company in the shares and underlying shares of the Company and any associated corporations (a) as recorded in the register required to be kept under Section 352 of the SFO; or (b) as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code during the period from 1 April 2009 to 30 June 2009.

DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors had any interest in any business which competes with the business of the Group.

董事及最高行政人員之股份權益 (續)

除上文所披露外，本公司各董事及最高行政人員並無擁有在本公司及任何相聯法團的股份、相關股份及債券證中的權益及淡倉，而該等權益及淡倉(a)根據《證券條例》第352條須予備存之登記冊所記錄者；或(b)依據《標準守則》通知本公司及聯交所。

於二零零九年六月三十日

於二零零九年四月一日至二零零九年六月三十日期間，本公司各董事及最高行政人員在本公司及任何相聯法團的股份及相關股份中擁有的權益及淡倉，而該等權益及淡倉(a)根據《證券條例》第352條須予備存之登記冊所記錄者；或(b)依據《標準守則》通知本公司及聯交所，並未有出現變動。

董事於競爭業務之權益

本公司各董事概無與本集團構成競爭之業務中擁有任何權益。

Report of the Directors 董事會報告

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2009 and 30 June 2009

The interests or short positions of the persons (other than a Director or Chief Executive of the Company) in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO are as follows:

主要股東

於二零零九年三月三十一日及二零零九年六月三十日

以下人士（不包括董事及本公司之最高行政人員）於本公司股份及相關股份中擁有根據本公司須按《證券條例》第336條存置之登記冊之權益及淡倉：

Number of ordinary shares of HK\$0.10 each 每股面值0.1港元之普通股數目

Name of Shareholder 股東名稱	Personal interests 個人權益	Corporate/ Other interests 法團權益或 其他權益	Shareholding percentage 持股百分比
New Sense	243,804,000 (Note 附註)	–	42.24%
Equity Trust (BVI) Limited	–	243,804,000 (Note 附註)	42.24%

Note: Equity Trust (BVI) Limited is deemed to be interested in the 243,804,000 Shares held by New Sense by virtue of the fact that Equity Trust (BVI) Limited as trustee for The Ho Family Trust owns the entire issued share capital of New Sense.

附註：由於Equity Trust (BVI) Limited為持有New Sense全部已發行股份之Ho Family Trust之受託，故Equity Trust (BVI) Limited被視為擁有該等由New Sense持有之243,804,000股股份之權益。

Report of the Directors 董事會報告

SUBSTANTIAL SHAREHOLDERS (Cont'd)

Save as disclosed above, as at 31 March 2009 and 30 June 2009, no person, other than the Directors and chief executives of the Company, whose interests are set out in the section "Directors' and Chief Executives' Interests in Shares" above, had an interest or short position in the shares and underlying shares of the Company that was required to be recorded in the register required to be kept under Section 336 of the SFO.

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of purchases and sales for the year ended 31 March 2009 attributable to the Group's major suppliers and customers are as follows:

Purchases	
The largest supplier	15%
Five largest suppliers combined	41%
Sales	
The largest customer	33%
Five largest customers combined	84%

None of the Directors, their associates, or any shareholders (which, to the knowledge of the Directors, owned more than 5% of the Company's share capital) had a beneficial interest in the Group's major suppliers or customers noted above.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 24 August 2009 to Friday, 28 August 2009 (both dates inclusive) during which period no transfer of shares will be registered. In order to qualify for entitlement to the proposed final dividend for the year ended 31 March 2009 and for attending the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Share Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, Room 1712-6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 21 August 2009.

主要股東 (續)

除上文及董事及最高行政人員於「董事及最高行政人員之股份權益」中披露外，於二零零九年三月三十一日及二零零九年六月三十日，並無人士擁有本公司之股份及相關股份之權益或淡倉，而該等權益或淡倉需根據《證券條例》第336條須予備存之登記冊所記錄。

主要客戶及供應商

截至二零零九年三月三十一日止年度，本集團在主要供應商及客戶之購買及銷售百分比為：

購買	
最大供應商	15%
五大供應商共佔	41%
銷售	
最大客戶	33%
五大客戶共佔	84%

除上述外，各董事、彼等的聯繫人或以董事所知擁有本公司股本超過5%之股東並無擁有任何上述本集團主要供應商及客戶之權益。

暫停辦理過戶登記

本公司將由二零零九年八月二十四日(星期一)至二零零九年八月二十八日(星期五)(包括首尾兩天)暫停辦理股份過戶登記手續。如欲符合獲派截至二零零九年三月三十一日止年度之擬派末期股息及出席股東週年大會之資格，所有填妥之股份轉讓文件連同有關之股票，須於二零零九年八月二十一日(星期五)下午四時三十分前送達本公司於香港之股份過戶登記處：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至6室。

Report of the Directors 董事會報告

PUBLIC FLOAT

As at the date of this annual report, based on public information available to the Company and to the best knowledge of the Directors, the Company maintained sufficient public float, being 25% of the issued share capital of the Company as required under the Listing Rules.

AUDITORS

The financial statements have been audited by Messrs. PricewaterhouseCoopers who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board

Ho Cheuk Fai

Chairman

Hong Kong, 9 July 2009

公眾持股量

於本年報刊發日期，根據本公司獲得的公開資料及據本公司董事知悉，本公司擁有足夠的公眾持股量，即不少於上市規則規定下本公司已發行股份的25%。

核數師

本年度之帳目由羅兵咸永道會計師事務所審核；該核數師已任滿，惟有資格並願意膺選連任。

承董事會命

主席

何焯輝

香港，二零零九年七月九日

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Independent Auditor's Report

獨立核數師報告

PRICEWATERHOUSECOOPERS 

羅兵咸永道會計師事務所

PricewaterhouseCoopers
22nd Floor, Prince's Building
Central, Hong Kong

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF KARRIE INTERNATIONAL HOLDINGS LIMITED *(Incorporated in Bermuda with limited liability)*

We have audited the consolidated financial statements of Karrie International Holdings Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 100 to 182, which comprise the consolidated and company balance sheets as at 31 March 2009, and the consolidated income statement, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

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

獨立核數師報告 致嘉利國際控股有限公司全體股東 *(於百慕達註冊成立之有限公司)*

本核數師(以下簡稱「我們」)已審核列載於第100至第182頁嘉利國際控股有限公司(「貴公司」)及其子公司(以下合稱「貴集團」)之綜合財務報表,此綜合財務報表包括於二零零九年三月三十一日之綜合及公司資產負債表與截至該日止年度之綜合收益表、綜合權益變動表和綜合現金流量表,以及主要會計政策概要及其他附註解釋。

董事就財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及按照香港《公司條例》之披露規定編製及真實而公平地列報該等綜合財務報表。這責任包括設計、實施及維護與編製及真實而公平地列報財務報表相關之內部控制,以使財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述;選擇和應用適當之會計政策;及按情況下作出合理之會計估計。

核數師之責任

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

Independent Auditor's Report 獨立核數師報告

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

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 31 March 2009 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 9 July 2009

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

審核涉及執程序以獲取有關財務報表所載金額及披露資料的審核憑證。所選定之程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該公司編製及真實而公平地列報財務報表相關之內部控制，以設計適當之審核程序，但並非為對公司之內部控制之效能發表意見。審核亦包括評價董事採用之會計政策之合適性及所作出之會計估計之合理性，以及評價財務報表之整體列報方式。

我們相信，我們所獲得之審核憑證是充足和適當地為我們之審核意見提供基礎。

意見

我們認為，該等綜合財務報表已根據香港財務報告準則真實而公平地反映 貴公司及 貴集團於二零零九年三月三十一日之事務狀況，及 貴集團截至該日止年度之利潤及現金流量，並按照香港《公司條例》的披露規定妥為編製。

羅兵咸永道會計師事務所
執業會計師

香港，二零零九年七月九日

Balance Sheets

資產負債表

As at 31 March 2009 於二零零九年三月三十一日

		Group 本集團		Company 本公司	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
	Note 附註				
ASSETS	資產				
Non-current assets	非流動資產				
Leasehold land and land use rights	租賃土地及土地使用權	6	72,096	46,873	–
Deposits for acquisition of land use rights	購置土地使用權之按金		–	26,400	–
Property, plant and equipment	物業、廠房及設備	7	435,732	378,328	–
Investment in subsidiaries	於附屬公司之投資	8	–	–	496,607
Investment in associated companies	於聯營公司之投資	9	601	400	500,526
Deferred tax assets	遞延稅項資產	19	349	387	–
			508,778	452,388	496,607
Current assets	流動資產				
Inventories	存貨	12	227,062	264,352	–
Trade receivables	貿易應收帳款	11	419,064	430,742	–
Prepayments, deposits and other receivables	預付款、按金及其他應收帳款	11	69,486	151,412	335
Tax prepaid	預付稅項		4,017	4,783	200
Cash and bank balances	現金及銀行結存	13	641,440	353,140	–
			1,361,069	1,204,429	970
Total assets	資產總值		1,869,847	1,656,817	497,577
EQUITY	權益				
Capital and reserves attributable to the Company's equity holders	本公司股權持有人應佔股本及儲備股本				
Share capital	股本	14	57,710	57,720	57,710
Other reserves	其他儲備	16	199,748	212,326	386,658
Retained earnings	保留溢利				
– Proposed final dividend	– 擬派末期股息		8,657	–	–
– Others	– 其他		432,054	405,371	38,772
			698,169	675,417	494,849
Minority interest	少數股東權益		43,026	424	–
Total equity	權益總值		741,195	675,841	494,849

Balance Sheets

資產負債表

As at 31 March 2009 於二零零九年三月三十一日

		Note 附註	Group 本集團		Company 本公司	
			2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
LIABILITIES	負債					
Non-current liabilities	非流動負債					
Long-term bank borrowings	長期銀行借貸	18	118,700	188,700	–	–
Deferred tax liabilities	遞延稅項負債	19	6,880	8,753	–	–
Provision for long service payments	長期服務金準備	20	12,929	9,793	622	807
			138,509	207,246	622	807
Current liabilities	流動負債					
Trade and bills payables	貿易應付帳款及票據	17	298,596	351,379	–	10
Accruals and other payables	應計費用及其他應付帳款	17	200,465	202,365	2,106	4,234
Receipts in advance	預收帳款		3,636	2,614	–	–
Amount due to associated companies	應付聯營公司帳款	9	211	811	–	–
Short-term bank borrowings	短期銀行借貸	18	487,235	216,561	–	–
			990,143	773,730	2,106	4,244
Total liabilities	負債總值		1,128,652	980,976	2,728	5,051
Total equity and liabilities	權益及負債總值		1,869,847	1,656,817	497,577	501,154
Net current assets/ (liabilities)	流動資產淨值/ (負債)		370,926	430,699	(1,136)	(3,616)
Total assets less current liabilities	總資產減流動負債		879,704	883,087	495,471	496,910

Ho Cheuk Fai
何焯輝
Director
董事

Kwok Wing Kin, Francis
郭永堅
Director
董事

Consolidated Income Statement – by function of expense

綜合損益表 – 按費用功能分類

For the year ended 31 March 2009 截至二零零九年三月三十一日止

		Note 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Revenue	收入	21	2,463,926	2,802,974
Cost of sales	銷售成本	22	(2,286,474)	(2,623,931)
Gross profit	毛利		177,452	179,043
Distribution and selling expenses	分銷及銷售費用	22	(30,709)	(34,948)
General and administrative expenses	一般及行政費用	22	(120,387)	(117,225)
Operating profit	經營溢利		26,356	26,870
Finance income	財務收入	24	10,071	14,853
Finance costs	財務成本	24	(12,888)	(20,071)
Share of profit of associated companies	應佔聯營公司溢利		201	–
Profit before taxation	除稅前溢利		23,740	21,652
Taxation	年度稅項	25	(3,307)	(8,504)
Profit for the year	年度溢利		20,433	13,148
Profit/(loss) attributable to:	應佔溢利/(虧損):			
Equity holders of the Company	本公司股權持有人		22,081	13,148
Minority interest	少數股東權益		(1,648)	–
			20,433	13,148
Earnings per share attributable to equity holders of the Company during the year (expressed in HK cents)	本公司股權持有人期內應佔每股溢利(以港仙計)			
– Basic	– 基本	27	3.80	2.80
– Diluted	– 攤薄	27	3.80	2.80
Dividends	股息	28	8,657	4,329

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 March 2009 截至二零零九年三月三十一日止

		Attributable to equity holders of the Company 本公司股權持有人應佔				
		Share capital	Other reserves (Note 16) 其他儲備 (附註16)	Retained earnings	Minority interest	Total equity
		股本	保留溢利	少數股東 權益	權益總值	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Balance at 1 April 2007	二零零七年四月一日之結餘	41,228	107,505	407,465	424	556,622
Profit for the year	本年溢利	-	-	13,148	-	13,148
Rights issue of shares	發行供股之股份	16,492	105,198	-	-	121,690
Employee share option scheme - value of employee services	僱員購股權計劃 - 僱員服務之價值	-	1,079	-	-	1,079
Transfer to retained earnings upon lapse of share options	購股權失效而轉至保留溢利	-	(1,456)	1,456	-	-
Dividends paid	已派股息	-	-	(16,698)	-	(16,698)
Balance at 31 March 2008	二零零八年三月三十一日之結餘	57,720	212,326	405,371	424	675,841
Balance at 1 April 2008	二零零八年四月一日之結餘	57,720	212,326	405,371	424	675,841
Profit/(loss) for the year	本年溢利/(虧損)	-	-	22,081	(1,648)	20,433
Employee share option scheme - value of employee services	僱員購股權計劃 - 僱員服務之價值	-	337	-	-	337
Transfer to retained earnings upon cancellation/lapse of share options	購股權取消/失效而 轉至保留溢利	-	(13,300)	13,300	-	-
Repurchase of shares	股份回購	(10)	10	(41)	-	(41)
Capital injection from minority shareholder	少數股東注資	-	-	-	44,000	44,000
Currency translation differences	貨幣換算差異	-	375	-	250	625
Balance at 31 March 2009	二零零九年三月三十一日之結餘	57,710	199,748	440,711	43,026	741,195

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31 March 2009 截至二零零九年三月三十一日止

	Note 附註	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Cash flows from operating activities	經營活動之現金流量		
Profit before taxation	除稅前溢利	23,740	21,652
Share of profit from associated companies	應佔聯營公司溢利	(201)	–
Depreciation of property, plant and equipment	物業、廠房及 設備之折舊	56,294	59,394
Amortisation of leasehold land and land use rights	租賃土地及土地 使用權之攤銷	1,177	1,054
Share-based compensation expense	以股份支付報酬 之支出	337	1,079
Loss on disposal of property, plant and equipment	出售物業、廠房 及設備之虧損	772	3,192
Write-back of provision for obsolete and slow moving inventories	陳舊及滯銷存貨 準備之回撥	(1,805)	(11,470)
Provision for impairment of trade and other receivables	貿易及其他應收帳款 減值準備	728	2,595
Provision for long service payments	長期服務金準備	3,194	3,740
Interest expenses	利息支出	12,888	20,071
Interest income	利息收入	(10,071)	(14,853)
Operating profit before working capital changes	營運資金變動前之 經營溢利	87,053	86,454
Inventories	存貨	39,095	122,092
Trade receivables	貿易應收帳款	11,678	177,513
Prepayments, deposits and other receivables	預付款、按金及 其他應收帳款	81,198	(116,397)
Amount due from associated companies	應收聯營公司帳款	–	8,770
Trade and bills payables	貿易應付帳款及 票據	(52,783)	(100,226)
Accruals and other payables	應計費用及 其他應付帳款	(1,961)	19,279
Receipts in advance	預收帳款	1,022	(2,315)
Amount due to associated companies	應付聯營公司帳款	(600)	811
Cash generated from operations	經營產生之現金	164,702	195,981
Interest paid	已付利息	(12,888)	(20,071)
Hong Kong profits tax paid	已付香港利得稅	(4,848)	(15,684)
Hong Kong profits tax refunded	退還香港利得稅	533	1,310
Long service payments paid	已付長期服務金	(58)	–
Net cash generated from operating activities	經營活動產生之淨現金	147,441	161,536

Consolidated Cash Flow Statement

綜合現金流量表

For the year ended 31 March 2009 截至二零零九年三月三十一日止

	Note	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
	附註		
Cash flows from investing activities	投資活動之現金流量		
Purchase of property, plant and equipment	添置物業、廠房及設備	(114,641)	(172,129)
Increase in deposits for acquisition of land use rights	增加購置土地使用權之按金	–	(26,400)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款	171	365
Increase in investment in associated companies	增加於聯營公司之投資	–	(400)
Decrease in pledged bank deposits	減少抵押銀行存款	–	6,359
Interest received	已收利息	10,071	14,853
Net cash used in investing activities	投資活動所用之現金淨額	(104,399)	(177,352)
Cash flows from financing activities	融資活動之現金流量		
Capital injection from minority interest	少數股東注資	44,000	–
Repurchase of shares	股份回購	(41)	–
Net proceeds from rights issue of shares	發行供股股份之淨所得款	–	121,690
New long-term bank borrowings	新長期銀行借貸	–	200,000
New short-term bank borrowings	新短期銀行借貸	1,173,870	439,680
Repayment of long-term bank borrowings	償還長期銀行借貸	(85,875)	(74,050)
Repayment of short-term bank borrowings	償還短期銀行借貸	(902,570)	(503,287)
Increase/(decrease) in trust receipts bank loans	增加/(減少) 信託收據銀行貸款	15,432	(65,707)
Dividends paid	已派股息	–	(16,698)
Net cash generated from financing activities	融資活動產生之現金淨額	244,816	101,628
Net increase in cash and cash equivalents	現金及現金等值物之淨增加	287,858	85,812
Cash and cash equivalents at 1 April	四月一日之現金及現金等值物	352,957	267,145
Effect of foreign exchange rate	外幣匯率之影響	625	–
Cash and cash equivalents at 31 March	三月三十一日之現金及現金等值物	641,440	352,957

Notes to the Consolidated Financial Statements

綜合財務報表附註

1 GENERAL INFORMATION

Karrie International Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) are principally engaged in the manufacturing and sales of computer casings, office automation products, video cassette housings, moulds, plastic and metal parts and provision of electronic manufacturing services.

The Company was incorporated in Bermuda on 29 October 1996. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

The Company’s shares have been listed in the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 16 December 1996.

These consolidated financial statements are presented in thousands of Hong Kong dollars (HK\$’000), unless otherwise stated, and have been approved for issue by the Board of Directors on 9 July 2009.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

2.1 Basis of preparation

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (HKFRS) under the historical cost convention.

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

1 一般資料

嘉利國際控股有限公司(「本公司」)及其附屬公司(合稱「本集團」)主要從事製造及銷售電腦外殼、辦公室文儀產品、錄影帶外殼、模具、塑膠及金屬部件及提供電子專業代工業務。

本公司於一九九六年十月二十九日於百慕達註冊，辦事處地址是Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。

本公司之股份於一九九六年十二月十六日於香港聯合交易所有限公司主板上市。

除另有說明外，綜合財務報表以千港元列報。綜合財務報表已經由董事會在二零零九年七月九日批准刊發。

2 重要會計政策摘要

編製本綜合財務報表採用之主要會計政策載於下文。除另有說明外，此等政策在所呈報之所有年度內貫徹應用。

2.1 編製基準

本綜合財務報表是根據香港財務報告準則(香港財務準則)，按照歷史成本法編制。

編制符合香港財務準則之財務報表需要使用若干關鍵會計估計。這亦需要管理層在應用本集團之會計政策過程中行使其判斷。涉及高度之判斷或高度複雜性之範疇，或涉及對綜合財務報表屬重大假設和估計之範疇，在附註4中披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.1 Basis of preparation (Cont'd)

(i) *Amendment to existing standards effective in current year*

- The HKAS 39, "Financial instruments: Recognition and measurement", amendment on reclassification of financial assets permits reclassification of certain financial assets out of the held-for-trading and available-for-sale categories if specified conditions are met. The related amendment to HKFRS 7, "Financial instruments: Disclosures", introduces disclosure requirements with respect to financial assets reclassified out of the held-for-trading and available-for-sale categories. The amendment is effective prospectively from 1 July 2008. This amendment does not have any impact on the Group's financial statements, as the Group has not reclassified any financial assets.

(ii) *Interpretations to existing standards effective in current year but not relevant to the Group*

- HK(IFRIC)-Int 12, "Service concession arrangements"
- HK(IFRIC)-Int 14, "HKAS 19 – The limit on a defined benefit asset, minimum funding requirements and their interaction"

2 重要會計政策摘要 (續)

2.1 編製基準 (續)

(i) *在本年度生效對現有準則之修訂*

- 香港會計準則39「金融工具：確認及計量」，對金融資產重新分類之修訂容許若干金融資產如符合注明之條件，從「持有作買賣用途」及「可供出售」類別中重新分類¹。香港財務準則7「金融工具：披露」的相關修訂引入了有關從「持有作買賣用途」及「可供出售」類別中重新分類金融資產之披露規定。此項修訂自二零零八年七月一日起生效。此項修訂對本集團財務報表並無任何影響，因為本集團並無重新分類任何金融資產。

(ii) *在本年度生效但與本集團無關之對現有準則之詮釋*

- 香港（國際財務報告詮釋委員會）— 詮釋12「服務特許權之安排」
- 香港（國際財務報告詮釋委員會）— 詮釋14「香港會計準則19— 界定福利資產限額、最低資金要求及兩者相互關係」。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.1 Basis of preparation (Cont'd)

(iii) *Standards, amendments and interpretations to existing standards that have been issued but are not yet effective in current year and have not been early adopted by the Group*

- HKAS 1 (Revised), "Presentation of financial statements" (effective from 1 January 2009). The revised standard will prohibit the presentation of items of income and expenses (that is, "non-owner changes in equity") in the statement of changes in equity, requiring "non-owner changes in equity" to be presented separately from owner changes in equity. All non-owner changes in equity will be required to be shown in a performance statement, but entities can choose whether to present one performance statement (the statement of comprehensive income) or two statements (the consolidated income statement and the statement of comprehensive income). Where entities restate or reclassify comparative information, they will be required to present a restated balance sheet as at the beginning comparative period in addition to the current requirement to present balance sheets at the end of the current period and comparative period. The Group will apply HKAS 1 (Revised) from 1 April 2009;
- HKAS 23 (Revised) "Borrowing Costs" (effective from 1 January 2009). The amendment requires an entity to capitalize borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset (one that takes a substantial period of time to get ready for use or sale) as part of the cost of that asset. The option of immediately expensing those borrowing costs will be removed. The Group will apply HKAS 23 (Revised) from 1 April 2009 but it is currently not applicable to the Group as there are no qualifying assets;

2 重要會計政策摘要 (續)

2.1 編製基準 (續)

(iii) *仍未生效而本集團亦無提早採納之準則、修訂及對現有準則之詮釋*

- 香港會計準則1(經修訂)「財務報表之呈報」(由二零零九年一月一日起生效)。此項經修訂準則禁止在權益變動表中呈列收入及支出項目(即「非擁有人之權益變動」),並規定「非擁有人之權益變動」必須與擁有人之權益變動分開呈列。所有非擁有人之權益變動將需要在業績報表中呈列,但實體可選擇在一份業績報表(全面收入報表)中,或在兩份報表(綜合收益表和全面收入報表)中呈列。如實體重列或重新分類比較數字,除了按現時規定呈列當期和前期期終之資產負債表外,還須呈列前期期初之經重列資產負債表。本集團將會由二零零九年四月一日起應用香港會計準則1(經修訂);
- 香港會計準則23(經修訂)「借貸成本」(由二零零九年一月一日起生效)。此項修訂要求實體將收購、興建或生產一項合資格資產(即需要頗長時間籌備作使用或出售之資產)直接應佔之借貸成本資本化,作為該資產之部份成本。將該等借貸成本即時作費用支銷之選擇將被刪去。本集團將會由二零零九年四月一日起應用香港會計準則23(修訂),但由於本集團並無合資格資產,故目前不適用於本集團;

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.1 Basis of preparation (Cont'd)

(iii) *Standards, amendments and interpretations to existing standards that have been issued but are not yet effective in current year and have not been early adopted by the Group (Cont'd)*

- HKAS 27 (Revised) "Consolidated and separate financial statements" (effective from 1 July 2009). The revised standard requires the effects of all transactions with non-controlling interests to be recorded in equity if there is no change in control and these transactions will no longer result in goodwill or gains and losses. The standard also specifies the accounting when control is lost. Any remaining interest in the entity is re-measured to fair value and a gain or loss is recognized in profit or loss. The Group will apply HKAS 27 (Revised) to transactions with non-controlling interests from 1 April 2010;
- HKFRS 2 (Amendment), "Share-based payment" (effective from 1 January 2009). The amended standard deals with vesting conditions and cancellations. It clarifies that vesting conditions are service conditions. As such these features would need to be included in the grant date fair value for transactions with employees and others providing similar services, that is, these features would not impact the number of awards expected to vest or valuation thereof subsequent to grant date. All cancellations, whether by the entity or by other parties, should receive the same accounting treatment. The Group will apply HKFRS 2 (Amendment) from 1 April 2009, but it is not expected to have a material impact on its financial statements;

2 重要會計政策摘要 (續)

2.1 編製基準 (續)

(iii) *仍未生效而本集團亦無提早採納之準則、修訂及對現有準則之詮釋 (續)*

- 香港會計準則27(經修訂)「綜合及獨立財務報表」(由二零零九年七月一日起生效)。此項經修訂準則規定，如控制權沒有改變，則附有非控制性權益之所有交易之影響必須在權益中呈列，而此等交易將不再導致商譽或盈虧。此項準則亦列明失去控制權時之會計處理方法，任何在實體內之剩餘權益按公平值重新計量，並在收益表中確認盈利或損失。本集團將會由二零一零年四月一日起對附有非控制性權益之交易應用香港會計準則27(經修訂)；
- 香港財務準則2(修訂本)「以股份為基礎之付款」(由二零零九年一月一日起生效)。此項修訂準則處理有關歸屬條件和註銷，澄清歸屬條件僅指服務條件和表現條件。以股份為基礎之付款之其他特徵不是歸屬條件。因此，此等特徵將需要包括在與僱員和其他提供類似服務人士之交易於授出日期之公平值內，亦即此等特徵將不影響授出日期後預期將歸屬之獎勵數目或估值。所有註銷，不論由實體或其他方作出，必須按相同之會計處理法入帳。本集團將由二零零九年四月一日起應用香港財務準則2(修訂本)，但預期不會對本集團之財務報表有重大影響；

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.1 Basis of preparation (Cont'd)

(iii) *Standards, amendments and interpretations to existing standards that have been issued but are not yet effective in current year and have not been early adopted by the Group (Cont'd)*

- HKFRS 3 (Revised) "Business combinations" (effective from 1 July 2009). The revised standard continues to apply the acquisition method to business combinations, with some significant changes. For example, all payments to purchase a business are to be recorded at fair value at the acquisition date, with contingent payments classified as debt subsequently re-measured through the consolidated income statement. There is a choice on an acquisition by acquisition basis to measure the non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets. All acquisition-related costs should be expensed. The Group will apply HKFRS 3 (Revised) from 1 April 2010;
- HKFRS 8 "Operating Segments" (effective from 1 January 2009). HKFRS 8 replaces HKAS 14 and aligns segment reporting with the requirements of the US Standard SFAS 131 "Disclosures about segments of an enterprise and related information". The new standard requires a "management approach", under which segment information is presented on the same basis as that used for internal reporting purposes. The Group will apply HKFRS 8 from 1 April 2009, but it is not expected to have a material impact on the number of reportable segments as well as the manner in which the segments are reported.

2 重要會計政策摘要 (續)

2.1 編製基準 (續)

(iii) *仍未生效而本集團亦無提早採納之準則、修訂及對現有準則之詮釋 (續)*

- 香港財務準則3 (經修訂)「企業合併」(由二零零九年七月一日起生效)。此項經修訂準則繼續對企業合併應用收購法，但有些重大更改。例如，收購業務之所有款項必須按收購日期之公平值記錄，而分類為債務之或然付款其後須在綜合收益表重新計量。在非控制性權益被收購時，可選擇按公平值或非控制性權益應佔被收購方淨資產之比例計量。所有收購相關成本必須支銷。本集團將會由二零一零年四月一日起對所有企業合併應用香港會計準則3 (經修訂)；
- 香港財務準則8「營運分部」(由二零零九年一月一日起生效)。香港財務準則8取代了香港會計準則14，並將分部報告與美國準則SFAS - 131「有關企業分部和相關資料之披露」之規定統一。此項新準則要求採用「管理方法」，即分部資料須按照與內部報告所採用之相同基準呈報。本集團將會由二零零九年四月一日起應用香港財務準則8，但預期不會對可報告分部之數目以及報告分部之方式有重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.1 Basis of preparation (Cont'd)

(iv) Standards, amendments and interpretations to existing standards that have been issued but are not effective for the current year and are not relevant to the Group

2 重要會計政策摘要 (續)

2.1 編製基準 (續)

(iv) 已公佈但未於本年度生效及與本集團無關準則，修訂及對現有準則之詮釋

		Effective for annual periods beginning on or after 開始或之後之年度期間生效
HKAS 32 and HKAS 1 (Amendments) 香港會計準則32及 香港會計準則1 (修訂本)	Puttable Financial Instruments and Obligations arising on Liquidation 可沽售金融工具及清盤時所產生之責任	1 January 2009 二零零九年一月一日
HKAS 39 (Amendment) 香港會計準則39 (修訂本)	Eligible Hedged Items 合資格對沖項目	1 July 2009 二零零九年七月一日
HKFRS 1 and HKAS 27 (Amendments) 香港財務報告準則1 及香港會計準則27 (修訂本)	Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate 投資於附屬公司，共同控制公司或聯營公司之成本	1 January 2009 二零零九年一月一日
HK(IFRIC)-Int 13 香港 (國際財務報告詮釋委員會) — 詮釋13	Customer Loyalty Programmes 客戶忠誠度計劃	1 July 2008 二零零八年七月一日
HK(IFRIC)-Int 15 香港 (國際財務報告詮釋委員會) — 詮釋15	Agreements for the Construction of Real Estate 房地產建築協議	1 January 2009 二零零九年一月一日
HK(IFRIC)-Int 16 香港 (國際財務報告詮釋委員會) — 詮釋16	Hedges of a Net Investment in a Foreign Operation 對沖海外業務淨投資	1 October 2008 二零零八年十月一日
HK(IFRIC)-Int 17 香港 (國際財務報告詮釋委員會) — 詮釋17	Distributions of Non-cash Assets to Owners 向擁有人分派非現金資產	1 July 2009 二零零九年七月一日
HK(IFRIC)-Int 18 香港 (國際財務報告詮釋委員會) — 詮釋18	Transfer of Assets from Customers 自客戶轉讓資產	1 July 2009 二零零九年七月一日
HK(IFRIC)-Int 9 and HKAS 39 (Amendments) 香港 (國際財務報告詮釋委員會) — 詮釋9及香港會計準則39 (修訂本)	Embedded Derivatives 重新評估嵌入衍生工具	30 June 2009 二零零九年六月三十日
HKFRS 7 (Amendments) 香港財務報告準則7 (修訂本)	Improving Disclosures about Financial Instruments 有關金融工具之改善披露	1 January 2009 二零零九年一月一日

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.1 Basis of preparation (Cont'd)

- (v) *HKICPA's improvements to HKFRS published in October 2008 and May 2009*

HKICPA's improvements to HKFRS have been published in October 2008 and May 2009 but are not effective for period beginning on 1 April 2008 and have not been early adopted by the Group.

The Group is in the process of assessing the impact of these amendments but management considers that the adoption of these amendments would have no significant impacts to the Group's financial statements.

2 重要會計政策摘要 (續)

2.1 編製基準 (續)

- (v) *香港會計師公會於二零零八年十月及二零零九年五月所公佈對香港財務報告準則之改善*

香港會計師公會於二零零八年十月及二零零九年五月公佈對香港財務報告準則之改善，但尚未於二零零八年四月一日開始之期間生效，及本集團尚未提早採納。

本集團正進行評估此等修訂對本集團之影響，但管理層認為採納此等修訂並無對本集團之財務報表產生重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.2 Consolidation

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

(a) Subsidiaries

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

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

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

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

In the Company's balance sheet, the investments in subsidiaries are stated at cost less provision for impairment losses (Note 2.7). The results of subsidiaries are accounted by the Company on the basis of dividend received and receivable.

2 重要會計政策摘要 (續)

2.2 綜合帳目

綜合財務報表包括本公司及其所有附屬公司截至三月三十一日止之財務報表。

(a) 附屬公司

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

附屬公司在控制權轉移至本集團之日全面綜合入帳。附屬公司在控制權終止之日起停止綜合入帳。

會計收購法乃用作本集團收購附屬公司之入帳方法。收購之成本根據於交易日期所給予資產、所發行之股本工具及所產生或承擔之負責之公平值計算，另加該收購直接應佔之成本。在企業合併中所收購可識辨之資產以及所承擔之負責及或然負責，首先以彼等於收購日期之公平值計算，而不論任何少數股東權益之數額。收購成本超過本集團應佔所收購可識辨資產淨值公平值之數額記錄為商譽。若收購成本低於所購入附屬公司資產淨值之公平值，該差額直接在損益表確認。

本集團內公司之間之交易、結存及未實現收益予以對銷。除非交易提供所轉讓資產減值之憑證，否則未實現虧損亦予以對銷。附屬公司之會計政策已按需要作出改變，以確保與本集團採納之政策符合一致。

在本公司之資產負債表內，於附屬公司之投資按成本值扣除減值虧損準備列帳（附註2.7）。附屬公司之業績由本公司按已收及應收股息入帳。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.2 Consolidation (Cont'd)

(b) Transactions and minority interests

The Group applies a policy of treating transactions in connection with the equity interests in subsidiaries as transactions with equity owners. For purchases of a subsidiary company's equity interest not already owned by the Group from minority interests, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary being acquired is recognised in equity. For disposals of a subsidiary's equity interests owned by the Group to minority interests, differences between any proceeds received and the relevant share of net assets of the subsidiary being disposed are also recognised in equity.

(c) Associates

Associates are entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting and are initially recognised at cost. The Group's investment in associates includes goodwill (net of any accumulated impairment loss) identified on acquisition.

The Group's share of its associates' post-acquisition profits or losses is recognised in the income statement, and its share of post-acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

2 重要會計政策摘要 (續)

2.2 綜合帳目 (續)

(b) 交易及少數股東權益

本集團應用一項政策，將其與附屬公司股東權益有關之交易視為與股權持有人之交易。有關向少數股東購買還未被本集團擁有附屬公司之股東權益，所支付之任何代價與相關應佔所收購附屬公司淨資產之帳面值之差額確認至權益。有關本集團出售本集團所擁有附屬公司之股東權益予少數股東，所收取之任何收入與相關應佔所出售附屬公司淨資產之帳面值之差額也同樣確認至權益。

(c) 聯營公司

聯營公司指所有本集團對其有重大影響力而無控制權之實體，通常附帶有20% – 50%投票權之股權。聯營公司之投資以權益會計法入帳，初始以成本確認。本集團於聯營公司之投資包括收購時已識別之商譽（扣除任何累計減值虧損）。

本集團應佔收購後聯營公司之溢利或虧損於損益表內確認，而應佔收購後儲備之變動則於儲備帳內確認。投資帳面值會根據累計之收購後儲備變動而作出調整。如本集團應佔一家聯營公司之虧損等於或超過其在該聯營公司之權益，包括任何其他無抵押應收款，本集團不會確認進一步虧損，除非本集團已代聯營公司承擔責任或作出付款。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.2 Consolidation (Cont'd)

(c) Associates (Cont'd)

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Dilution gains and losses in associates are recognised in the consolidated income statement.

In the Company's balance sheet the investments in associated companies are stated at cost less provision for impairment losses (Note 2.7). The results of associated companies are accounted for by the Company on the basis of dividend received and receivable.

2.3 Segment reporting

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

2.4 Foreign currency translation

(a) Functional and presentation currency

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

2 重要會計政策摘要 (續)

2.2 綜合帳目 (續)

(c) 聯營公司 (續)

本集團與其聯營公司之間交易之未實現收益按集團在聯營公司權益之數額對銷。除非交易提供所轉讓資產減值之憑證，否則未實現虧損亦予以對銷。聯營公司之會計政策已按需要作出改變，以確保與本集團採納之政策符合一致。

在聯營公司之攤薄盈虧於綜合損益表確認。

在本公司之資產負債表內，於聯營公司之投資按成本值扣除減值虧損準備列帳(附註2.7)。聯營公司之業績由本公司按已收及應收股息入帳。

2.3 分部報告

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

2.4 外幣換算

(a) 功能和列帳貨幣

本集團各個實體之財務報表所列項目均以該實體營運所在之主要經濟環境之貨幣計量(「功能貨幣」)。綜合財務報表以港幣呈報，港幣為本公司之功能及列帳貨幣。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.4 Foreign currency translation (Cont'd)

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

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

2 重要會計政策摘要 (續)

2.4 外幣換算 (續)

(b) 交易及結餘

外幣交易採用交易日之匯率換算為功能貨幣。結算此等交易產生之匯兌盈虧以及將外幣計值之貨幣資產和負債以年終匯率換算產生之匯兌盈虧在損益表確認。

非貨幣性財務資產及負債之換算差額呈報為公平值盈虧之一部份。非貨幣性財務資產及負債例如按公平值持有透過損益記帳之權益工具之換算差額在損益表中呈報為公平值盈虧之一部份。非貨幣性財務資產例如分類為可供出售之權益之換算差額包括在權益中可供出售儲備內。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.4 Foreign currency translation (Cont'd)

(c) Group companies

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

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

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

2.5 Property, plant and equipment

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

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

2 重要會計政策摘要 (續)

2.4 外幣換算 (續)

(c) 集團公司

功能貨幣與列帳貨幣不同之所有集團實體(各實體均無極高通脹經濟地區之貨幣)之業績和財務狀況按如下方法換算為列帳貨幣:

- (i) 每份呈報之資產負債表內之資產和負債按該資產負債表日期之收市匯率換算;
- (ii) 每份損益表內之收入和費用按平均匯率換算(除非此匯率並不代表交易日期匯率之累計影響之合理約數;在此情況下,收支項目按交易日期之匯率換算);及
- (iii) 所有由此產生之匯兌差額確認為權益之獨立組成項目。

在綜合帳目時,換算海外業務之淨投資,以及換算借貸及其他指定作為該等投資對沖之貨幣工具所產生之匯兌差額列入股東權益。當售出或清理部份海外業務時,該等匯兌差額在損益表確認為出售盈虧之一部份。

2.5 物業、廠房及設備

物業、廠房及設備按歷史成本減折舊和減值虧損列帳。歷史成本包括收購該項目直接應佔之費用。

其後成本只有在與該項目有關之未來經濟利益有可能流入本集團,而該項目之成本能可靠計量時,才包括在資產之帳面值或確認為獨立資產(按適用)。所有其他維修及保養在產生之財政期間內於損益表支銷。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.5 Property, plant and equipment (Cont'd)

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate cost to their residual values over their estimated useful lives. The principal annual rates used for this purpose are:

Buildings	2% to 4%
Fixtures and leasehold improvements	8% to 12%
Machinery	10% to 15%
Moulds and tooling	15%
Furniture and computer equipment	15% to 33.33%

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.7).

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the income statement.

2.6 Construction-in-progress

Construction-in-progress represents costs of construction of buildings, plants and machinery pending installation and is stated at cost. No provision for depreciation is made on construction-in-progress until such time as the relevant assets are completed and ready for intended use. When the assets concerned are brought into use, the costs are transferred to other property, plant and equipment and depreciated in accordance with the policy as stated in Note 2.5.

2 重要會計政策摘要 (續)

2.5 物業、廠房及設備 (續)

物業、廠房及設備之折舊採用以下之估計可使用年期將成本按直線法分攤至剩餘價值計算。所採用之主要折舊年率為：

樓宇	2% to 4%
物業裝修	8% to 12%
機器	10% to 15%
模具及工具	15%
傢俬及電腦設備	15% to 33.33%

資產之剩餘價值及可使用年期在每個結算日進行檢討，及在適當時調整。

若資產之帳面值高於其估計可收回價值，其帳面值即時撇減至可收回金額（附註2.7）。

出售盈虧按所得款與帳面值之差額釐定，並在損益表中確認。

2.6 在建工程

在建工程指在建樓宇、廠房及有待安裝之機器，並按成本入帳。成本包括於建築或安裝及測試（如有）期內之樓宇建築成本以及廠房及機器成本。在建工程項目不作折舊準備直至有關資產完成及可作擬定用途。當有關資產投入運作時，將成本轉撥至其他物業、廠房及設備，並按本節附註2.5所述之政策折舊。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.7 Impairment of investments in subsidiaries, associates and non-financial assets

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

2.8 Inventories

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

2 重要會計政策摘要 (續)

2.7 投資於附屬公司、聯營公司及非財務資產之減值

沒有確定使用年期或尚未可供使用之資產無需攤銷，但每年就減值進行測試，及當有事件出現或情況改變顯示帳面值可能無法收回時就減值進行檢討。須作攤銷之資產，當有事件出現或情況改變顯示帳面值可能無法收回時就減值進行檢討。減值虧損按資產之帳面值超出其可收回金額之差額確認。可收回金額以資產之公平值扣除銷售成本或使用價值兩者之間較高者為準。於評估減值時，資產按可分開識辨現金流量（現金產生單位）之最低層次組合。除商譽外，已蒙受減值之資產在每個報告日期均就減值是否可以回撥進行檢討。

2.8 存貨

存貨按成本及可變現淨值兩者之較低者列帳。成本利用先進先出法釐定。製成品及在製品之成本包括設計成本、原材料、直接勞工、其他直接成本和相關之生產經常性開支（依據正常營運能力）。這不包括借貸成本。可變現淨值為在通常業務過程中之估計銷售價，減適用之變動銷售費用。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.9 Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade and other receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the trade receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the assets is reduced through the use of an allowance account, and the amount of the loss is recognised in the income statement. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited to the income statement.

2.10 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

2.11 Share capital

Ordinary shares are classified as equity.

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

2.12 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

2 重要會計政策摘要 (續)

2.9 貿易及其他應收帳款

貿易及其他應收帳款初步以公平值確認，其後利用實際利息法按攤銷成本扣除減值準備計量。當有客觀證據證明本集團將無法按應收款之原有條款收回所有款項時，即就貿易及其他應收帳款設定減值準備。債務人之重大財務困難、債務人可能破產或進行財務重組，以及拖欠或逾期付款，均被視為是貿易應收帳款已減值之跡象。準備金額為資產之帳面值與按原實際利率折現之估計未來現金流量之現值之差額。資產之帳面值透過使用備付帳戶削減，而有關之虧損數額則在損益表內確認。如一項貿易應收帳款無法收回，其會與貿易應收帳款內之備付帳戶撇銷。之前已撇銷之款項如其後收回，將計入損益表內。

2.10 現金及現金等值物

現金及現金等值物包括手頭現金、銀行通知存款、原到期日為三個月或以下之其他短期高流動性投資，以及銀行透支。銀行透支在資產負債表之流動負債中借貸款內列示。

2.11 股本

普通股被列為權益。

直接歸屬於發行新股或認股權之新增成本在權益中列為所得款之減少（扣除稅項）。

2.12 借貸

借貸初步按公平值並扣除產生之交易成本確認。借貸其後按攤銷成本列帳；所得款（扣除交易成本）與贖回價值之任何差額利用實際利息法於借貸期間內在損益表確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.12 Borrowings (Cont'd)

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

2.13 Trade and other payables

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

2.14 Current and deferred income tax

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

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

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

2 重要會計政策摘要 (續)

2.12 借貸 (續)

除非本集團有權無條件地延遲清償債項最少至結算日後十二個月，借貸一概分類為流動負責。

2.13 貿易及其他應付帳款

貿易及其他應付帳款初步以公平值確認，其後利用實際利息法按攤銷成本計量。

2.14 當期及遞延所得稅

當期所得稅支出根據本公司及其附屬公司及聯營公司營運及產生應課稅收入之國家於結算日已頒佈或實質頒佈之稅務法例計算。管理層就適用稅務法例詮釋所規限之情況定期評估報稅表之狀況，並在適用情況下根據預期須向稅務機關支付之稅款設定準備。

遞延所得稅利用負債法就資產和負債之稅基與資產和負債在綜合財務報表之帳面值之差額產生之暫時差異全數準備。然而，若遞延所得稅來自在交易（不包括企業合併）中對資產或負債之初步確認，而在交易時不影響會計損益或應課稅盈虧，則不作記帳。遞延稅項採用在結算日前已頒佈或實質頒佈，並在有關之遞延所得稅資產實現或遞延所得稅負債結算時預期將會適用之稅率（及法例）而釐定。

遞延所得稅資產是就可能有未來應課稅盈利而就此可使用暫時差異而確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.14 Current and deferred income tax (Cont'd)

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

2.15 Employee benefits

(a) Employee leave entitlement

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the balance sheet date. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(b) Pension obligations

Group companies operate several pension schemes. The plans are generally funded through payments to trustee administered funds. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity on a mandatory, contractual or voluntary basis. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The contributions are recognised as employee benefit expense when they are due and are not reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

2 重要會計政策摘要 (續)

2.14 當期及遞延所得稅 (續)

遞延稅項就附屬公司、聯營公司投資產生之暫時差異而撥備，但假若本集團可以控制暫時差異之回撥時間，而暫時差異在可預見將來有可能不會回撥則除外。

2.15 僱員福利

(a) 僱員應享假期之權利

僱員享有之年假和長期服務休假於僱員應享有時確認。截至結算日止為僱員已提供之服務而產生之年假及長期服務休假之估計負責作出準備。僱員享有之病假及產假不作確認，直至僱員正式休假為止。

(b) 退休金責任

本集團公司營運多個退休金計劃。此等計劃一般透過向受託管理基金付款而注資。定額供款計劃指本集團以強制、合約或自願基準向獨立實體作出定額供款之退休金計劃。倘基金並無持有足夠資產向所有僱員就當期及以往期間之僱員服務支付福利，本集團並無定期或推定責任作出進一步供款。供款將會於到期支付時確認為僱員福利費用，且不會全數歸屬供款前離開計劃之僱員所放棄之供款扣減。預付供款按照現金退還或扣減未來付款時確認為資產。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.15 Employee benefits (Cont'd)

(c) Long service payments

The Group's net obligation in respect of long service payments to its employees upon the termination of their employment or retirement when the employee fulfils certain circumstances under the Hong Kong Employment Ordinance is the amount of future benefit that employees have earned in return for their service in the current and prior periods.

The obligation is calculated using the projected unit credit method, discounted to its present value and reduced by entitlements accrued under the Group's retirement plans that are attributable to contributions made by the Group. The discount rate is the yield at the balance sheet date on high quality corporate bonds which have terms to maturity approximating the terms of the related liability.

(d) Share-based compensation

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

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

2 重要會計政策摘要 (續)

2.15 僱員福利 (續)

(c) 長期服務金

本集團根據香港《僱員條例》在若干情況下終止聘用僱員或退休而支付之長期服務金所衍生之責任淨額是指僱員現時及以往提供服務所賺取之未來福利。

該責任以預計單位信貸法計算其貼現值，並扣除本集團退休計劃下本集團供款所佔之應計權益。貼現率為到期日與本集團負債期相若之優質企業債券於結算日之孳息率。

(d) 以股份支付報酬

本集團設有一項以股份支付報酬之計劃。僱員為獲取授予購股權而提供之服務之公平值確認為費用。在歸屬期間內將予支銷之總金額參考授予之購股權之公平值釐定，不包括任何非市場既定條件（例如盈利能力和銷售增長目標）之影響。非市場既定條件包括在有關預期可予以行使之認股權數目之假設中。在每個結算日，本集團修訂其對預期可予以行使認股權數目之估計。本集團在損益表確認對原估計修訂（如有）之影響，並對權益作出相應調整。

在購股權行使時，收取之所得款扣除任何直接應佔之交易成本後，撥入股本（面值）和股本溢價。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.15 Employee benefits (Cont'd)

(e) Other compensation

Other directors' and employees' compensations are recorded as a liability and charged to the income statement when the Group is contractually obliged or when there is a past practice that has created a constructive obligation.

2.16 Provisions

Provisions are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

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

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

2 重要會計政策摘要 (續)

2.15 僱員福利 (續)

(e) 其他補償

當本集團如有合約責任或依據過往做法產生推定責任，其他董事及僱員補償則記錄為負債及於損益表支銷。

2.16 準備

在出現以下情況時確認準備：本集團因已發生之事件而產生現有之法律或推定責任；可能需要資源流出以償付責任；金額已被可靠估計。重組撥備包括租賃終止罰款和僱員離職付款。不就未來營運虧損確認準備。

如有多項類似責任，其需要在償付中流出資源之可能性，根據責任之類別整體考慮。即使在同一責任類別所包含之任何一個項目相關之資源流出之可能性極低，仍須確認準備。

準備採用稅前利率按照預期需償付有關責任之開支之現值計量，該利率反映當時市場對金錢時間值和有關責任固有風險之評估。隨著時間過去而增加之準備確認為利息開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.17 Leases

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

2.18 Revenue recognition

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

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sales have been resolved. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Revenue is recognised as follows:

(a) Sales of goods

Sales of goods are recognised when a group entity has delivered products to the customer, the customer has accepted the products and collectibility of the related receivables is reasonably assured.

Advance payments received from customers prior to delivery of goods are recorded as receipts in advance.

(b) Rental income

Rental income is recognised on a straight-line basis.

(c) Management income

Revenue from the provision of management service is recognised when the service is rendered.

2 重要會計政策摘要 (續)

2.17 租賃

如租賃擁有權之重大部份風險和回報由出租人保留，分類為營運租賃。根據營運租賃支付之款項（扣除自出租人收取之任何獎勵金後）於租賃期內以直線法在損益表支銷。

2.18 收入確認

收入指本集團在通常活動過程中出售貨品及服務之已收或應收代價的公平值。收入在扣除增值稅、退貨、回扣和折扣，以及對銷集團內部銷售後列帳。

當收入之數額能夠可靠計量、未來經濟利益有可能流入有關實體，而本集團每項活動均符合具體條件時（如下文所述），本集團便會將收入確認。除非與銷售有關之所有或然事項均已解決，否則收入之數額不被視為能夠可靠計量。本集團會根據其往績並考慮客戶類別、交易種類和每項安排之特點作出估計。

收入確認如下：

(a) 貨品銷售

貨品銷售在本集團實體已將貨品交付予顧客，顧客接收產品後，以及有關應收款之收回可合理確保時確認。

當貨物還未運送給客戶，客戶之預付款被記錄在預收款帳目中。

(b) 租金收入

租金收入以直線法確認。

(c) 管理費收入

提供管理服務之收入於服務提供時確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

2.18 Revenue recognition (Cont'd)

(d) Interest income

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

2.19 Dividend distribution

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

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks including market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The ongoing global financial crisis which happened after mid of 2008 has resulted in, among others, a lower level of capital market funding, lower liquidity levels across the banking sector, and, at times, higher interbank lending rates and very high volatility in stock and currency markets. The uncertainties in the global financial markets have led to bank failures and bank rescues in the United States of America ("USA"), Western Europe and elsewhere. The global financial crisis has also led to current or potential recession in major economies. Indeed the full extent of the impact of the ongoing financial crisis would be difficult to anticipate or completely guard against. To address the volatile financial market, during the year, the Group's risk management has focused on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's performance.

2 重要會計政策摘要 (續)

2.18 收入確認 (續)

(d) 利息收入

利息收入採用實際利息法按時間比例基準確認。倘應收帳款出現減值，本集團會將帳面值減至可收回款額，即估計的未來現金流量按該工具之原有效利率貼現值，並繼續將貼現計算並確認為利息收入。已減值貸款之利息收入利用原實際利率確認。

2.19 股息分派

向本公司股東分派之股息在股息獲本公司股東批准之期間內於本集團之財務報表內列為負債。

3 財務風險管理

3.1 財務風險因素

本集團業務承受多種財務風險：市場風險（包括外幣風險、公平值利率風險，現金流量利率風險及價格風險）、信貸風險及流動資金風險。當前的全球性金融危機發生於二零零八年年中后，導致（其中包括）資本市場較低的集資水平，銀行業較低之流動資金水平，以及不時銀行間較高的借貸率及股票及貨幣市場極高之波幅。全球金融市場之不穩定因素致使美利堅合眾國（「美國」）、西歐及其他地區銀行紛紛倒閉，政府不斷推出銀行救助方案。全球金融危機亦導致多個主要經濟體系存在當前或潛在衰退。誠然，難於預期或完全避免當前金融危機所帶來的全部影響。本年間，為了應付多變之金融市場，本集團之風險管理已集中於不能預測之金融市場及企圖把對本集團表現有潛在不利之影響減到最少。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Cont'd)

3.1 Financial risk factors (Cont'd)

(a) Market risk

(i) Foreign exchange risk

The Group operates primarily in Hong Kong and the PRC and most of its business transactions, assets and liabilities are denominated in Hong Kong dollars, United States dollars ("US dollar") and Renminbi. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations that are denominated in a currency that is not the entity's functional currency. As Hong Kong dollars are pegged against US dollar, management considers that the Group is mainly exposed to foreign currency risk with respect to Renminbi. Management will continue to monitor foreign exchange exposure and will take measures to minimise the currency translation risk. The Group has not used any financial instruments to hedge against foreign currency risk as at 31 March 2009. The exchange rate of Renminbi to foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the Mainland Chinese Government.

At 31 March 2009, if Hong Kong dollars had weakened/strengthened by 5% against the Renminbi with all other variables held constant, post-tax profit for the year would have been approximately HK\$3,129,000 higher/lower (2008: HK\$937,000 lower/higher), mainly as a result of the net foreign exchange gain/losses on translation of Renminbi-denominated other receivables, cash and cash equivalents and trade and other payables.

(ii) Cash flow and fair value interest rate risk

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

The Group's interest rate risk arises from bank borrowings which are primarily issued at variable rates. Therefore, the Group is exposed to cash flow interest rate risk.

At 31 March 2009, with all other variables held constant, if the interest rate had increased/decreased by 50 basis-point, the corresponding increase/decrease in interest expenses on bank borrowings will result in a net decrease/increase in the Group's post-tax profit by approximately HK\$2,530,000 (2008: HK\$1,672,000).

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險

(i) 外匯風險

本集團主要在香港及中國經營，其大部份之生意交易、資產及負債主要為港幣、美元及人民幣。外匯風險來自未來商業交易、已確認之資產和負債及在國外經營之投資淨額。由於港元與美元掛鈎，管理層認為本集團主要面對人民幣外匯風險。管理層會持續監控外匯風險，並會採取措施減低外幣兌換風險。於二零零九年三月三十一日，本集團並未採取任何金融工具對沖外匯風險。人民幣對外幣之兌換率受制於中國政府所頒佈之外匯管制條例及規則。

於二零零九年三月三十一日，倘其他變動因素維持不變，港元兌人民幣貶值／升值5%，年內稅後溢利將增加／減少約3,129,000港元（二零零八年：減少／增加937,000港元）。此乃主要因換算以人民幣計值之其他應收帳款、現金及現金等價物及貿易及其他應付帳款而產生之淨外匯收益／虧損所致。

(ii) 現金流量及公平值利率風險

由於本集團並無重大計息資產，故本集團之收入和營運現金流量基本上不受市場利率之波動所影響。

本集團利率風險亦來自銀行借貸，部份以浮動利率發行，因而使本集團承受現金流量利率風險。

於二零零九年三月三十一日，其他所有變動因素維持不變，倘利率上調／下調50個基點，相應增加／減少之銀行借貸利息支出將使本集團稅後溢利淨減少／增加約2,530,000港元（二零零八年：1,672,000港元）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Cont'd)

3.1 Financial risk factors (Cont'd)

(b) Credit risk

Under the ongoing global financial crisis, debtors of the Group may be affected by unfavourable economic conditions and the lower liquidity situation which could in turn impact their ability to repay the outstanding balance owed to the Group. Deteriorating operating conditions for debtors may also have an impact on management's cash flow forecasts and assessment of the impairment of receivables. To the extent that information is available, management has properly reflected revised estimates of expected future cash flows in their impairment assessments.

Credit risk is managed on a group basis. Credit risk mainly arises from financial assets and deposits with bank and financial institutions, as well as credit exposures to the customers, including outstanding trade and other receivables. For banks and financial institutions, only independent parties with high credit rating are accepted.

Customers are assessed and rated based on the credit quality of the customers, taking into account their financial position, past experience and other factors. The Group has policies in place to ensure that sales are made to customers with an appropriate credit history. It performs periodic credit evaluations/reviews of its customers. Other receivables are assessed by reference to the historical information about counterparty default rates. Individual risk limits are set by management and the utilisation of credit limits is regularly monitored. No credit limit was exceeded during the year, and management does not expect any significant losses from non-performance by these relevant parties.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險

在當前全球金融危機下，本集團之債務人可能受艱難經濟環境及較低流動資金之影響，進而影響彼等償還欠本集團款項之能力。債務人經營環境惡化，亦可能影響管理層對現金流量之預測及應收款項減值之估計。就可取得相關資料，管理層已於彼等之減值估計中適當反映經修訂預期未來現金流之估計。

信貸風險是按照組合方式管理。信貸風險主要來自金融工具及銀行與財務機構之存款，亦有來自客戶之信貸風險，包括未償付之貿易及其他應收帳款。對於銀行和財務機構，只會接納信用評級良好之獨立方。

評估及評級客戶乃根據其信貸質素，並考慮其財務狀況、過往狀況和其他因素。本集團已實施政策，確保銷售予擁有良好信貸歷史之客戶。本集團定期對其客戶進行信貸評估／審閱。評估其他應收帳款是參考過往拖欠比率之資料。個別風險限額會根據管理層所設定之限額依據內部或外部之評級制訂。信貸限額之使用會定期監察。在報告期內，並無信貸超出所定限額，而管理層亦不預期因此等對方任何不履約之行為而產生虧損。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Cont'd)

3.1 Financial risk factors (Cont'd)

(b) Credit risk (Cont'd)

There is a concentration of credit risk with respect to trade receivables as the Group's sales are made primarily to few key customers. As at 31 March 2009, the trade receivables from five largest customers accounted for approximately 88% (2008: 83%) of the total trade receivables.

The credit risk on cash at banks is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies. Transactions in relation to derivative financial instruments, if any, are only carried out with financial institutions of high reputation. The Group has policies that limit the amount of credit exposure to any one financial institution.

(c) Liquidity risk

The Group adopts prudent liquidity risk management which includes maintaining sufficient bank balances and cash, having available funding through an adequate amount of committed credit facilities. Due to the dynamic nature of the underlying businesses, the Group aims to maintain flexibility in funding by keeping committed credit lines readily available.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

貿易應收帳款之信貸風險較為集中，因本集團主要銷售給數位主要客戶。五大貿易應收帳款之客戶於二零零九年三月三十一日佔總貿易應收帳款88% (二零零八年：83%)。

銀行現金之信貸風險有限，因其相對應者為受國際評級機構確定為信用評級良好之銀行。與衍生金融工具有關之交易，若有，亦只會與良好信譽之金融機構進行。本集團有政策限制對任何一間金融機構信貸風險的金額。

(c) 流動資金風險

本集團採用審慎之流動資金風險管理，包括維持充足銀行結存及現金、透過取得充裕之承諾信貸融資獲得可動用資金。由於相關業務之多變性質，本集團致力保持承諾信貸可動用額度隨時備用以維持資金供應之靈活性。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Cont'd)

3.1 Financial risk factors (Cont'd)

(c) Liquidity risk (Cont'd)

The table below analyses the Group's financial liabilities that will be settled into relevant maturity groupings based on the remaining period at the balance sheet to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances, as the impact of discounting is not significant.

		Less than 1 year 少於一年 HK\$'000 千港元	Between 1 and 2 years 一至兩年 HK\$'000 千港元	Between 2 and 5 years 二至五年 HK\$'000 千港元	Over 5 years 五年以上 HK\$'000 千港元
Group	本集團				
At 31 March 2009	於二零零九年 三月三十一日				
Trade and bills payables	貿易應付帳款及票據	298,596	–	–	–
Accruals and other payables	應計費用及其他 應付帳款	144,853	–	–	–
Bank borrowings	銀行借貸	487,235	55,000	63,700	–
Interest payable	應付利息	10,432	1,869	1,346	–
At 31 March 2008	於二零零八年 三月三十一日				
Trade and bills payables	貿易應付帳款及票據	351,379	–	–	–
Accruals and other payables	應計費用及其他 應付帳款	151,513	–	–	–
Bank borrowings	銀行借貸	216,561	70,000	118,700	–
Interest payable	應付利息	11,418	4,839	5,361	–

3.2 Capital risk management

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

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to equity holders, or issue new shares.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 流動資金風險 (續)

下表按照於結算日餘下期間至合約到期日之有關到期組別分析本集團的金融負債。表中所披露金額為合約未折現現金流量。由於折現之影響並不重大，故十二月個月內到期之結餘與其帳面值相若。

3.2 資本風險管理

本集團資金管理之目標為保障本集團按持續經營基準繼續營運之能力，以為權益持有人帶來回報，同時兼顧其他利益相關者之利益，並維持最佳之資本結構以減低資金成本。

為維持或調整資本結構，本集團或會調整支付予權益持有人之股息，或發行新股。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Cont'd)

3.2 Capital risk management (Cont'd)

Consistent with others in the industry, the Group monitors capital on the basis of the net gearing ratio. This ratio is calculated as net bank borrowings divided by total equity. Net bank borrowings are calculated as total bank borrowings less cash and cash equivalents.

The Group's strategy, which was unchanged from prior year, was to maintain an acceptable net gearing ratio. The net gearing ratios at 31 March 2009 and 2008 were as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Total borrowings (Note 18)	總借貸(附註18)	605,935	405,261
Less: Cash and cash equivalents (Note 13)	減：現金及現金等值物 (附註13)	(641,440)	(352,957)
Net bank borrowings	銀行借貸淨值	(35,505)	52,304
Total equity	權益總值	741,195	675,841
Net gearing ratio	淨銀行借貸比率	-5%	8%

3.3 Fair value estimation

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

3 財務風險管理 (續)

3.2 資本風險管理 (續)

與行業內其他公司一致，本集團根據淨銀行借貸比率監控資本。該比率按銀行借貸淨值除以權益總值。計算銀行借貸淨值為總借貸減去現金及現金等值物。

本集團之策略與往年不變，即秉承維持可接受之淨銀行借貸比率之策略。於二零零九年及二零零八年三月三十一日之淨銀行借貸比率如下：

3.3 公平值估計

貿易應收帳款及應付帳款之帳面值扣除減值準備被假定接近其公平值。作為披露目的之財務負債公平值之估計按未來合約現金流量以本集團類似金融工具可得當時市場利率貼現計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

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

(a) Useful lives of property, plant and equipment

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

(b) Estimated impairment of receivables

The Group makes provision for impairment of receivables based on an assessment of the recoverability of the receivables. Provisions are applied to receivables where events or changes in circumstances indicate that the balances may not be collectible. The identification of impairment of receivables requires the use of judgment and estimates. Where the expectations are different from the original estimates, such differences will impact the carrying value of receivables and loss for the impairment of receivable is recognised in the years in which such estimates have been changed.

4 關鍵性之會計估計及判斷

估計和判斷會被持續評估，並根據過往經驗和其他因素進行評價，包括在有關情況下相信對未來事件之合理預測。

本集團對未來作出估計和假設。所得之會計估計如其定義，很少會與其實際結果相同。很大機會導致下個財政年度之資產和負債之帳面值作出重大調整之估計和假設討論如下。

(a) 物業、廠房及設備之使用年期

本集團管理層就其物業、廠房及設備釐定估計可使用年期及折舊費用。此估計是根據過往經驗於相同性質及功能之物業、廠房及設備之實際使用年期釐定。當早期估計之使用年期較實際少，管理層會增加折舊費用。已廢棄或售出之非策略性資產會被註銷或撇減。實際之經濟年期可能與估計之使用年期有差異。週期之檢討可能會對將來之折舊年期及折舊費用作出調整。

(b) 應收帳款之估計減值

本集團根據應收帳款之估計可收回程度就該等應收帳款計提減值準備。當事件發生或情況改變顯示不可能收回餘款時，則會就應收帳款計提準備。識別應收帳款減值需要作出判斷及估計。當預期金額與原定估計有差異時，則該差異將於估計出現變動期間內影響應收帳款之帳面值及減值虧損準備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Cont'd)

(c) Estimated provision for inventories

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

(d) Income taxes

The Group is subject to income taxes in various jurisdictions. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

4 關鍵性之會計估計及判斷 (續)

(c) 估計存貨準備

根據存貨變現性之評估撇減存貨至可變現淨值。一旦事件發生或情況改變顯示存貨結餘可能未能變現時將被記錄為撇減。識別撇減需要作出判斷及估計。當預期之金額與原定估計有差異時則該差異將會於估計改變之期間內影響存貨之帳面值及存貨之撇減。

(d) 所得稅

本集團需要在多個司法權區繳納所得稅。在釐定全球所得稅準備時，需要作出重大判斷。在一般業務過程中，許多交易和計算所涉及之最終稅務釐定都不確定。本集團根據對是否需要繳付額外稅款之估計，就預期稅務審計項目確認負債。如此等事件之最終稅後果與最初記錄之金額不同，此等差額將影響作出此等釐定期間之所得稅和遞延稅準備。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 SEGMENT INFORMATION

(a) Primary reporting format – business segments

At 31 March 2009, the Group is principally engaged in the manufacturing and sales of computer casings, office automation products, moulds, plastic and metal parts (together referred to as “Metal and Plastic Business”) and provision of electronic manufacturing services (“EMS Business”).

In accordance with the Group’s internal financial reporting, the Group has determined that major product segments be presented as the primary reporting format and geographical segments as the secondary reporting format.

The segment results for the year ended 31 March 2009 are as follows:

5 分部資料

(a) 基本報告形式 – 業務分部

於二零零九年三月三十一日本集團主要從事製造及銷售電腦外殼、辦公室文儀產品、模具、塑膠及金屬部件（統稱「五金塑膠業務」）及提供電子專業代工服務（「電子專業代工業務」）。

依據本集團之內部財務報告，本集團決定以主要產品分部為基本報告形式及以地區分部為次要報告形式呈列。

截至二零零九年三月三十一日年度止之分部業績如下：

		2009 二零零九年			
		Metal and plastic business 五金塑膠 業務 HK\$'000 千港元	Electronic manufacturing services business 電子專業 代工業務 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 合共 HK\$'000 千港元
Segment revenues	分部收入				
Total segment revenue	分部收入總額	1,354,059	1,203,650	3,348	2,561,057
Inter-segment revenue	分部間收入	(97,131)	–	–	(97,131)
Revenue	收入	1,256,928	1,203,650	3,348	2,463,926
Segment results	分部業績	61,720	(38,712)	3,348	26,356
Finance income	財務收入				10,071
Finance costs	財務成本				(12,888)
Share of profit of associated companies	應佔聯營公司 溢利				201
Profit before taxation	除稅前溢利				23,740
Taxation	稅項				(3,307)
Profit for the year	本年度溢利				20,433

Notes to the Consolidated Financial Statements 綜合財務報表附註

5 SEGMENT INFORMATION (Cont'd)

(a) Primary reporting format – business segments (Cont'd)

5 分部資料 (續)

(a) 基本報告形式 – 業務分部 (續)

		2008 二零零八年			
		Metal and plastic business 五金塑膠 業務 HK\$'000 千港元	Electronic manufacturing services business 電子專業 代工業務 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 合共 HK\$'000 千港元
Segment revenues	分部收入				
Total segment revenue	分部收入總額	1,419,684	1,478,407	3,007	2,901,098
Inter-segment revenue	分部間收入	(98,124)	–	–	(98,124)
Revenue	收入	1,321,560	1,478,407	3,007	2,802,974
Segment results	分部業績	48,127	(24,264)	3,007	26,870
Finance income	財務收入				14,853
Finance costs	財務成本				(20,071)
Profit before taxation	除稅前溢利				21,652
Taxation	稅項				(8,504)
Profit for the year	本年度溢利				13,148

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 SEGMENT INFORMATION (Cont'd)

(a) Primary reporting format – business segments (Cont'd)

Other segment items included in the consolidated income statement are as follows:

5 分部資料 (續)

(a) 基本報告形式 – 業務分部 (續)

其他分部項目包括在綜合損益表內如下：

		2009 二零零九年		
		Metal and plastic business 五金塑膠 業務 HK\$'000 千港元	Electronic manufacturing services business 電子專業 代工業務 HK\$'000 千港元	Total 合共 HK\$'000 千港元
Depreciation	折舊	36,287	20,007	56,294
Amortisation	攤銷	791	386	1,177
Provision for impairment of trade and other receivables	貿易及其他應收帳款 減值準備	728	–	728
(Write-back of provision)/ provision for obsolete and slow-moving inventories	陳舊及滯銷存貨 (準備之回撥)/ 準備	(4,246)	2,441	(1,805)

		2008 二零零八年		
		Metal and plastic business 五金塑膠 業務 HK\$'000 千港元	Electronic manufacturing services business 電子專業 代工業務 HK\$'000 千港元	Total 合共 HK\$'000 千港元
Depreciation	折舊	40,534	18,860	59,394
Amortisation	攤銷	557	497	1,054
Provision for impairment of trade and other receivables	貿易及其他應收帳款 減值準備	774	1,821	2,595
Write-back of provision for obsolete and slow-moving inventories	陳舊及滯銷存貨準備 之回撥	(5,193)	(6,277)	(11,470)

Notes to the Consolidated Financial Statements 綜合財務報表附註

5 SEGMENT INFORMATION (Cont'd)

(a) Primary reporting format – business segments (Cont'd)

The segment assets and liabilities at 31 March 2009 and capital expenditure for the year ended are as follows:

5 分部資料 (續)

(a) 基本報告形式 – 業務分部 (續)

於二零零九年三月三十一日之分部資產和負債以及截至該日止年度之資產費用如下：

		2009 二零零九年		
		Metal and plastic business 五金塑膠 業務 HK\$'000 千港元	Electronic manufacturing services business 電子專業 代工業務 HK\$'000 千港元	Total 合共 HK\$'000 千港元
Segment assets	分部資產	828,897	716,847	1,545,744
Unallocated assets	未攤分資產			324,103
Total assets	資產總值			1,869,847
Segment liabilities	分部負債	496,632	294,020	790,652
Unallocated liabilities	未攤分負債			338,000
Total liabilities	負債總值			1,128,652
Capital expenditures	資本費用	72,722	41,919	114,641

		2008 二零零八年		
		Metal and plastic business 五金塑膠 業務 HK\$'000 千港元	Electronic manufacturing services business 電子專業 代工業務 HK\$'000 千港元	Total 合共 HK\$'000 千港元
Segment assets	分部資產	827,892	484,307	1,312,199
Unallocated assets	未攤分資產			344,618
Total assets	資產總值			1,656,817
Segment liabilities	分部負債	367,767	259,133	626,900
Unallocated liabilities	未攤分負債			354,076
Total liabilities	負債總值			980,976
Capital expenditures	資本費用	107,668	64,461	172,129

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 SEGMENT INFORMATION (Cont'd)

(a) Primary reporting format – business segments (Cont'd)

Segment assets consist primarily of property, plant and equipment, investments in associated companies, inventories, trade and other receivables, and cash and bank balances. Unallocated assets comprise deferred taxation and land and building in Hong Kong and other corporate-related assets.

Segment liabilities comprise operating liabilities. Unallocated liabilities comprise taxation, deferred taxation, bank loan for corporate use and other corporate-related liabilities.

Capital expenditures comprise additions to leasehold land and land use rights (Note 6) and property, plant and equipment (Note 7). Capital expenditure for the year ended 31 March 2009 has not included the deposit for acquisition of land use right which was paid in prior year (Note 6).

(b) Secondary reporting segments – geographical segments

The Group's revenues are mainly derived from customers located in Japan, Hong Kong, China, Asia (excluding Japan, Hong Kong, China), North America and Western Europe.

5 分部資料 (續)

(a) 基本報告形式 – 業務分部 (續)

分部資產主要包括物業、機器及設備、於聯營公司之投資、存貨、貿易及其他應收帳、及現金及銀行結存。未分配資產包括遞延稅項、香港之土地及樓宇及其他與公司有關之資產。

分部負債包括經營負債。未分配負債包括應付稅項、遞延稅項、公司借款及其他與公司有關之負債。

資本費用包括添置租賃土地及土地使用權(附註6)及物業、廠房及設備(附註7)。截至二零零九年三月三十一日止年度之資本費用並無包括往年已付之購置土地使用權之按金(附註6)。

(b) 次要報告形式 – 地區分部

本集團之收入主要來自客戶在日本、香港、中國、亞洲(不包括日本、香港及中國)、北美洲及西歐。

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Revenue	收入		
Japan	日本	178,956	252,894
Hong Kong	香港	483,769	425,101
China	中國	612,010	758,569
Asia (excluding Japan, Hong Kong and China)	亞洲(不包括日本、 香港及中國)	332,569	278,224
North America	北美洲	264,275	284,213
Western Europe	西歐	592,347	803,973
Total	總值	2,463,926	2,802,974

Revenue is allocated based on the country in which the final destination of shipment is located.

收入根據最終付運目的地所在國家分配。

Notes to the Consolidated Financial Statements 綜合財務報表附註

5 SEGMENT INFORMATION (Cont'd)

(b) Secondary reporting segments – geographical segments (Cont'd)

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Segment assets	分部資產		
Japan	日本	2,096	1,251
Hong Kong	香港	773,402	787,331
China	中國	1,058,448	819,189
North America	北美洲	15,486	25,912
Western Europe	西歐	20,415	23,134
Total	總值	1,869,847	1,656,817

Segment assets are allocated based on the locations of the assets.

5 分部資料 (續)

(b) 次要報告形式 – 地區分部 (續)

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Segment assets	分部資產		
Japan	日本	2,096	1,251
Hong Kong	香港	773,402	787,331
China	中國	1,058,448	819,189
North America	北美洲	15,486	25,912
Western Europe	西歐	20,415	23,134
Total	總值	1,869,847	1,656,817

分部資產根據資產所在地點分配。

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Capital expenditures	資本費用		
Hong Kong	香港	1,228	3,139
China	中國	113,401	168,974
North America	北美洲	12	2
Western Europe	西歐	–	14
Total	總值	114,641	172,129

Capital expenditures are allocated based on the locations of the assets.

資本費用根據資產所在地點分配。

Notes to the Consolidated Financial Statements

綜合財務報表附註

6 LEASEHOLD LAND AND LAND USE RIGHTS

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

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Net book amount at beginning of the year	年初帳面淨值	46,873	47,927
Transfer from deposits paid in prior year	往年已付按金轉入	26,400	–
Amortisation	攤銷	(1,177)	(1,054)
Net book amount at end of the year	年底帳面淨值	72,096	46,873
Cost	成本	78,587	52,187
Accumulated amortisation	累積攤銷	(6,491)	(5,314)
Net book amount at end of the year	年底帳面淨值	72,096	46,873
Leases of 10 to 50 years in Hong Kong	香港 – 租賃由10至50年	1,036	1,063
Leases of 10 to 50 years in Mainland China	中國 – 租賃由10至50年	70,109	44,841
Leases of over 50 years in Mainland China	中國 – 租賃由50年以上	951	969
		72,096	46,873

The leasehold land located in Hong Kong are held under medium-term leases expiring in June 2047. The leasehold land located in Mainland China are held under land use rights of 45 to 57 years expiring in April 2043 to October 2062.

The Group is in the process of applying for the formal legal title for land use rights with net book value of HK\$14,930,000 (2008: NIL) as at 31 March 2009.

6 租賃土地及土地使用權

本集團於租賃土地及土地使用權之權益指預付經營租賃款項，按其帳面淨值分析如下：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Net book amount at beginning of the year	年初帳面淨值	46,873	47,927
Transfer from deposits paid in prior year	往年已付按金轉入	26,400	–
Amortisation	攤銷	(1,177)	(1,054)
Net book amount at end of the year	年底帳面淨值	72,096	46,873
Cost	成本	78,587	52,187
Accumulated amortisation	累積攤銷	(6,491)	(5,314)
Net book amount at end of the year	年底帳面淨值	72,096	46,873
Leases of 10 to 50 years in Hong Kong	香港 – 租賃由10至50年	1,036	1,063
Leases of 10 to 50 years in Mainland China	中國 – 租賃由10至50年	70,109	44,841
Leases of over 50 years in Mainland China	中國 – 租賃由50年以上	951	969
		72,096	46,873

在香港之租賃土地乃根據至二零四七年六月約滿之中期租賃而持有。在中國之租賃土地乃根據為期四十五至五十七年（即延至二零四三年四月至二零六二年十月止）之土地使用權而持有。

本集團仍在申請於二零零九年三月三十一日帳面淨值14,930,000港元（二零零八年：無）之土地使用權之正式法律所有權。

Notes to the Consolidated Financial Statements 綜合財務報表附註

7 PROPERTY, PLANT AND EQUIPMENT

7 物業、廠房及設備

(a) Group

(a) 本集團

		Buildings	Construction- in-progress	Leasehold improvements and fixtures	Machinery	Moulds and tooling	Furniture and computer equipment	Total
		樓宇	在建工程	物業裝修	機器	模具及工具	傢俬及 電腦設備	合共
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 31 March 2007	二零零七年三月三十一日							
Cost	成本	158,139	12,696	61,759	355,981	24,900	41,880	655,355
Accumulated depreciation	累積折舊	(29,314)	–	(33,742)	(271,721)	(18,363)	(33,065)	(386,205)
Net book amount	帳面淨值	128,825	12,696	28,017	84,260	6,537	8,815	269,150
Year ended 31 March 2008	截至二零零八年 三月三十一日止年度							
Opening net book amount	期初帳面淨值	128,825	12,696	28,017	84,260	6,537	8,815	269,150
Additions	添置	54,359	30,671	18,738	56,093	3,602	8,666	172,129
Transfer in/(out)	轉入/(出)	11,714	(13,757)	2,043	–	–	–	–
Disposals	出售	–	(2,944)	(116)	(484)	–	(13)	(3,557)
Depreciation	折舊	(11,332)	–	(7,716)	(32,299)	(1,985)	(6,062)	(59,394)
Closing net book amount	期末帳面淨值	183,566	26,666	40,966	107,570	8,154	11,406	378,328
At 31 March 2008	二零零八年三月三十一日							
Cost	成本	224,212	26,666	82,424	407,518	28,383	50,135	819,338
Accumulated depreciation	累積折舊	(40,646)	–	(41,458)	(299,948)	(20,229)	(38,729)	(441,010)
Net book amount	帳面淨值	183,566	26,666	40,966	107,570	8,154	11,406	378,328
Year ended 31 March 2009	截至二零零九年 三月三十一日止年度							
Opening net book amount	期初帳面淨值	183,566	26,666	40,966	107,570	8,154	11,406	378,328
Additions	添置	38,110	10,558	20,381	36,422	3,509	5,661	114,641
Transfer in/(out)	轉入/(出)	11,150	(11,150)	–	–	–	–	–
Disposals	出售	(359)	–	(215)	(288)	–	(81)	(943)
Depreciation	折舊	(5,423)	–	(7,440)	(34,701)	(2,474)	(6,256)	(56,294)
Closing net book amount	期末帳面淨值	227,044	26,074	53,692	109,003	9,189	10,730	435,732
At 31 March 2009	二零零九年三月三十一日							
Cost	成本	273,113	26,074	102,590	424,905	24,553	55,608	906,843
Accumulated depreciation	累積折舊	(46,069)	–	(48,898)	(315,902)	(15,364)	(44,878)	(471,111)
Net book amount	帳面淨值	227,044	26,074	53,692	109,003	9,189	10,730	435,732

Notes to the Consolidated Financial Statements

綜合財務報表附註

7 PROPERTY, PLANT AND EQUIPMENT (Cont'd)

(a) Group (Cont'd)

Depreciation expense of HK\$53,907,000 (2008: HK\$56,893,000) and HK\$2,387,000 (2008: HK\$2,501,000) has been charged to cost of sales and general and administrative expenses, respectively.

(b) The Group's interests in buildings at their net book values are analysed as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Buildings in Hong Kong, held on leases between 10 to 50 years	於香港持有樓宇 10至50年期之租賃	2,096	2,173
Buildings in Mainland China, held on leases between 10 to 50 years	於中國持有樓宇 10至50年期之租賃	222,475	178,866
Buildings in Mainland China, held on leases over 50 years	於中國持有樓宇 多過50年期之租賃	2,473	2,527
		227,044	183,566

8 INVESTMENT IN SUBSIDIARIES

Unlisted shares, at cost

Less: Provision for impairment of investment in subsidiaries

Amounts due from subsidiaries

Amounts due from subsidiaries represent funding by the Company to the respective subsidiaries and are denominated in HK dollars.

7 物業、廠房及設備 (續)

(a) 本集團 (續)

折舊費用53,907,000港元(二零零八年: 56,893,000港元)及2,387,000港元(二零零八年: 2,501,000港元)已分別計入銷售成本支銷及一般及行政費用。

(b) 本集團在樓宇之權益按其帳面淨值分析如下:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Buildings in Hong Kong, held on leases between 10 to 50 years	於香港持有樓宇 10至50年期之租賃	2,096	2,173
Buildings in Mainland China, held on leases between 10 to 50 years	於中國持有樓宇 10至50年期之租賃	222,475	178,866
Buildings in Mainland China, held on leases over 50 years	於中國持有樓宇 多過50年期之租賃	2,473	2,527
		227,044	183,566

8 於附屬公司之投資

		Company 本公司	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份之成本值	193,285	193,285
Less: Provision for impairment of investment in subsidiaries	減: 於附屬公司之 投資減值準備	(3,087)	(3,087)
		190,198	190,198
Amounts due from subsidiaries	應收附屬公司帳款	306,409	310,328
		496,607	500,526

應收附屬公司帳款代表本公司注資於各附屬公司及以港幣為單位。

Notes to the Consolidated Financial Statements 綜合財務報表附註

8 INVESTMENT IN SUBSIDIARIES (Cont'd)

Particulars of the principal subsidiaries as at 31 March 2009 are:

8 於附屬公司之投資 (續)

於二零零九年三月三十一日主要附屬公司之資料：

Name 名稱	Place of incorporation/ establishment and types of legal entity 註冊成立地點及 法定實體類別	Principal activities and place of operation 主要業務及營運地點	Particulars of issued/paid-in share capital 已發行及已繳股本	Interest held 權益持有
Karrie International (B.V.I.) Limited	The British Virgin Islands, limited liability company 英屬處女群島 有限責任公司	Investment holding, the British Virgin Islands 投資控股，英屬處女群島	Ordinary (i) US\$100 普通股(i) 100美元	100%
Castfast Industrial Company Limited 嘉輝塑膠五金有限公司	Hong Kong, limited liability company 香港有限責任公司	Plastic injection moulding operations, Hong Kong 塑膠注模經營，香港	Ordinary HK\$100 普通股100港元 Non-voting deferred (ii) HK\$990,200 無投票權遞延股(ii) 990,200港元	100% —
Castfast Industrial (Yan Tien) Limited 雁田嘉輝塑膠五金廠 有限公司	Hong Kong, limited liability company 香港有限責任公司	Manufacture of computer casings, office automation products, moulds and plastic and metal parts; provision of electronic manufacturing services; property holding and investment holding, Mainland China 製造電腦外殼、辦公室文儀產品、 模具及塑膠及金屬部件； 提供電子專業代工服務； 持有物業及投資控股，中國	Ordinary HK\$100 普通股100港元 Non-voting deferred (ii) HK\$10,000 無投票權遞延股(ii) 10,000港元	100% —
Castfast Magnetics Moulding Limited 嘉輝磁電工模廠 有限公司	Hong Kong, limited liability company 香港有限責任公司	Manufacture of plastic injection moulds and metal stamping dies, Hong Kong 製造注塑模具及金屬沖壓 模具，香港	Ordinary HK\$10 普通股10港元 Non-voting deferred (ii) HK\$30,000 無投票權遞延股(ii) 30,000港元	100% —

Notes to the Consolidated Financial Statements

綜合財務報表附註

8 INVESTMENT IN SUBSIDIARIES (Cont'd)

8 於附屬公司之投資 (續)

Name	Place of incorporation/ establishment and types of legal entity	Principal activities and place of operation	Particulars of issued/paid-in share capital	Interest held
名稱	註冊成立地點及 法定實體類別	主要業務及營運地點	已發行及已繳股本	權益持有
Dongguan Yanxun Electronics Company Limited 東莞雁訊電子有限公司	Mainland China, limited liability company 中國有限責任公司	Manufacture of computer casings, video cassette housings, office automation products and plastic and metal parts, Mainland China 製造電腦外殼、錄影帶外殼、 辦公室文儀產品及塑膠及 金屬部件，中國	Paid-in capital (iii) HK\$4,500,000 已繳資本(iii) 4,500,000港元	85%
Grand King Trading Limited 嘉爵貿易有限公司	Hong Kong, limited liability company 香港有限責任公司	Inactive 暫無營業	Ordinary HK\$1 普通股1港元	100%
Grandway Investment (Group) Limited 嘉惠投資(集團) 有限公司	Hong Kong, limited liability company 香港有限責任公司	Investment holding, Mainland China 投資控股，中國	Ordinary HK\$1 普通股1港元	100%
Hong Kong Hung Hing Metal Manufacturing Company Limited 香港雄興金屬製品 有限公司	Hong Kong, limited liability company 香港有限責任公司	Manufacture and sale of metal parts, Hong Kong 製造及銷售金屬部件， 香港	Ordinary HK\$100 普通股100港元 Non-voting deferred (ii) HK\$250,000 無投票權遞延股(ii) 250,000港元	100% -
Jiangsu Jiayida Electronic Technologies Company Limited 江蘇嘉宜達電子科技 有限公司	Mainland China, limited liability company 中國有限責任公司	Manufacture of office automation products and provision of electronic manufacturing services, Mainland China 製造辦公室文儀產品及 提供電子專業代工服務， 中國	Paid-in capital (iv) US\$13,700,000 已繳資本(iv) 13,700,000美元	100%

Notes to the Consolidated Financial Statements 綜合財務報表附註

8 INVESTMENT IN SUBSIDIARIES (Cont'd)

8 於附屬公司之投資 (續)

Name 名稱	Place of incorporation/ establishment and types of legal entity 註冊成立地點及 法定實體類別	Principal activities and place of operation 主要業務及營運地點	Particulars of issued/paid-in share capital 已發行及已繳股本	Interest held 權益持有
Jiang Su Castfast Electronic Technologies Company Limited 江蘇嘉輝電子科技 有限公司	Mainland China, limited liability company 中國有限責任公司	Manufacture of office automation products and provision of electronic manufacturing services, Mainland China 製造辦公室文儀產品及 提供電子專業代工服務， 中國	Paid-in capital (v) US\$18,600,000 已繳資本(v) 18,600,000美元	100%
Kar Sharp Development Limited 嘉銳發展有限公司	Hong Kong, limited liability company 香港有限責任公司	Inactive 暫無營業	Ordinary HK\$1 普通股1港元	100%
Kar Top Investment Limited 嘉拓投資有限公司	Hong Kong, limited liability company 香港有限責任公司	Inactive 暫無營業	Ordinary HK\$1 普通股1港元	100%
Karrie Creation Limited 嘉利創建有限公司	Hong Kong, limited liability company 香港有限責任公司	Inactive 暫無營業	Ordinary HK\$1,000 普通股1,000港元 Non-voting deferred (ii) HK\$1,000,000 無投票權遞延股(ii) 1,000,000港元	100% -
Karrie Industrial Company Limited 嘉利產品有限公司	Hong Kong, limited liability company 香港有限責任公司	Manufacture and sale of video cassette housings, sale of computer casings, office automation products, plastic and metal parts, metal stamping dies, plastic injection moulds, Hong Kong 製造及銷售錄影帶外殼： 銷售電腦外殼、辦公室 文儀產品、塑膠及金屬 部件、注塑模具及金屬 沖壓模具，香港	Ordinary HK\$1,000 普通股1,000港元 Non-voting deferred (ii) HK\$5,000,000 無投票權遞延股(ii) 5,000,000港元	100% -

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綜合財務報表附註

8 INVESTMENT IN SUBSIDIARIES (Cont'd)

8 於附屬公司之投資 (續)

Name	Place of incorporation/ establishment and types of legal entity	Principal activities and place of operation	Particulars of issued/paid-in share capital	Interest held
名稱	註冊成立地點及 法定實體類別	主要業務及營運地點	已發行及已繳股本	權益持有
Karrie Investment Holdings Limited 嘉利投資控股有限公司	Hong Kong, limited liability company 香港有限責任公司	Inactive 暫無營業	Ordinary HK\$10 普通股10港元 Non-voting deferred (ii) HK\$2 無投票權遞延股(ii) 2港元	100% —
Karrie Logistic Company Limited 嘉利物流有限公司	Hong Kong, limited liability company 香港有限責任公司	Investment holding, Mainland China 投資控股·中國	Ordinary HK\$2 普通股2港元	100%
Karrie Technologies Company Limited 嘉利環球科技有限公司	Hong Kong, limited liability company 香港有限責任公司	Manufacturing and sales of plastic parts, sales of metal stamping dies and plastic injection moulds and provision of electronic manufacturing services, Hong Kong 製造及銷售塑膠部件； 銷售金屬沖壓模具及 注塑模具；及提供 電子專業代工服務， 香港	Ordinary HK\$30,000,000 普通股 30,000,000港元	100%
Karpo Technologies Limited 嘉寶科技有限公司	Hong Kong, limited liability company 香港有限責任公司	Investment holding, Mainland China 投資控股·中國	Ordinary HK\$1,000 普通股1,000港元 Non-voting deferred (ii) HK\$1,000,000 無投票權遞延股(ii) 1,000,000港元	100% —
Kartech Investment Group Limited 嘉達投資集團有限公司	Hong Kong, limited liability company 香港有限責任公司	Inactive 暫無營業	Ordinary HK\$1 普通股1港元	100%

Notes to the Consolidated Financial Statements 綜合財務報表附註

8 INVESTMENT IN SUBSIDIARIES (Cont'd)

8 於附屬公司之投資 (續)

Name 名稱	Place of incorporation/ establishment and types of legal entity 註冊成立地點及 法定實體類別	Principal activities and place of operation 主要業務及營運地點	Particulars of issued/paid-in share capital 已發行及已繳股本	Interest held 權益持有
Karwin Electronic Technologies (Suzhou) Company Limited 嘉運電子科技(蘇州)有限公司	Mainland China, limited liability company 中國有限責任公司	Inactive 暫無營業	Paid-in capital (vi) Nil 已繳資本(vi) 無	100%
Karwin Engineering Company Limited 嘉運機械工程有限公司	Hong Kong, limited liability company 香港有限責任公司	Design, manufacture and sale of computer casings and office automation products; sale of plastic and metal parts, metal stamping dies, plastic injection moulds, Hong Kong 設計、製造及銷售電腦外殼及辦公室文儀產品；銷售塑膠及金屬部件、金屬沖壓模具及注塑模具，香港	Ordinary HK\$10 普通股10港元 Non-voting deferred (ii) HK\$100 無投票權遞延股(ii) 100港元	100% —
Karwin Technologies Incorporation	The United States of America, limited liability company 美國有限責任公司	Provision of consultancy services to group companies, the United States of America 提供顧問服務予本集團公司，美國	Ordinary US\$100 普通股100美元	100%
Kings Dragon Investment (HK) Limited 勁龍投資(香港)有限公司	Hong Kong, limited liability company 香港有限責任公司	Investment holding, Hong Kong 投資控股，香港	Ordinary HK\$2 普通股2港元	100%
Kings Horse Investment Limited 勁馬投資有限公司	Hong Kong, limited liability company 香港有限責任公司	Property holding, Hong Kong 持有物業，香港	Ordinary HK\$10 普通股10港元 Non-voting deferred (ii) HK\$10,000 無投票權遞延股(ii) 10,000港元	100% —

Notes to the Consolidated Financial Statements

綜合財務報表附註

8 INVESTMENT IN SUBSIDIARIES (Cont'd)

Name	Place of incorporation/ establishment and types of legal entity	Principal activities and place of operation	Particulars of issued/paid-in share capital	Interest held
名稱	註冊成立地點及 法定實體類別	主要業務及營運地點	已發行及已繳股本	權益持有
Kwong Hing Computer Metallic Components Limited 廣興電腦金屬配件 有限公司	Hong Kong, limited liability company 香港有限責任公司	Property holding, Mainland China 持有物業·中國	Ordinary HK\$100 普通股100港元 Non-voting deferred (ii) HK\$1,250,010 無投票權遞延股(ii) 1,250,010港元	100% —
Sagem Karrie Technologies (Hong Kong) Company Limited 嘉利先進科技(香港) 有限公司	Hong Kong, limited liability company 香港有限責任公司	Provision of electronic manufacturing services, Hong Kong 提供電子專業代工服務· 香港	Ordinary HK\$110,000,000 普通股 110,000,000港元	60%
TIS Karrie Technologies (Hong Kong) Company Limited 嘉友科技(香港)有限公司	Hong Kong, limited liability company 香港有限責任公司	Inactive 暫無營業	Ordinary HK\$1 普通股1港元	100%
東莞嘉寶電子實業 有限公司	Mainland China, limited liability company 中國有限責任公司	Property holding, Mainland China 持有物業·中國	Paid-in capital (vii) HK\$24,000,000 已繳資本(vii) 24,000,000港元	100%

Notes to the Consolidated Financial Statements 綜合財務報表附註

8 INVESTMENT IN SUBSIDIARIES (Cont'd)

Note:

- (i) The shares of Karrie International (BVI) Limited are held directly by the Company. The shares of other subsidiaries are held indirectly.
- (ii) The non-voting deferred shares are not owned by the Group. These shares have no voting rights, are not entitled to dividends, and are not entitled to distributions upon winding up unless a sum of HK\$200,000,000,000 has been distributed by the relevant companies to holders of the ordinary shares.
- (iii) Dongguan Yanxun Electronics Company Limited (“DYECL”) is a co-operative joint venture established in Mainland China with an operating period of 15 years up to May 2010. Pursuant to an agreement dated 24 October 1995, the Mainland China joint venture partner of DYECL (the “joint venture partner”) has agreed to waive its entitlement to share the profit of DYECL in return for a pre-determined annual fee. Upon expiry of the operating period, the Group and the joint venture partner are entitled to a distribution of assets in accordance with their respective equity interests.
- (iv) Jiangsu Jiayida Electronic Technologies Company Limited is a wholly owned foreign enterprise established in Mainland China with an operating period of 50 years up to April 2058.
- (v) Jiang Su Castfast Electronic Technologies Company Limited is a wholly owned foreign enterprise established in Mainland China with an operating period of 50 years up to January 2058.
- (vi) Karwin Electronic Technologies (Suzhou) Company Limited is a wholly owned foreign enterprise established in Mainland China with an operating period of 50 years up to July 2057.
- (vii) 東莞嘉寶電子實業有限公司 is a wholly owned foreign enterprise established in Mainland China with an operating period of 25 years up to 18 February 2030.
- (viii) None of the subsidiaries had any loan capital in issue at any time during the year ended 31 March 2009.
- (ix) All subsidiaries established in Mainland China have financial accounting year end dated 31 December in accordance with the local statutory requirements, which is not coterminous with the Group. The consolidated financial statements of the Group were prepared based on the management accounts of these subsidiaries for the twelve months ended 31 March 2009.

8 於附屬公司之投資 (續)

附註：

- (i) Karrie International (B.V.I.) Limited之股份乃本公司直接持有。其他附屬公司之股份乃本公司間接持有。
- (ii) 無投票權遞延股份並非由本集團所擁有。這些股份無投票權，亦無權分享股息。除非相關公司在清盤時向其普通股股東派發之總額超過200,000,000,000港元；否則此等股份無權分享任何分派。
- (iii) 東莞雁訊電子有限公司（「東莞雁訊」）乃於中國成立之合資企業，其經營期為十五年，於二零一零年五月屆滿。根據一份於一九九五年十月二十四日簽定之協議，東莞雁訊之中方合夥人同意放棄其分享東莞雁訊溢利之權益，以換取一項預定之年費。到經營期終止時，本集團與中方合夥人可獲得按各權益而分攤之資產。
- (iv) 江蘇嘉宜達電子科技有限公司乃一於中國成立全資擁有外資企業，其營業期限為五十年，於二零五八年四月屆滿。
- (v) 江蘇嘉輝電子科技有限公司乃一於中國成立全資擁有外資企業，其營業期限為五十年，於二零五八年一月屆滿。
- (vi) 嘉運電子科技（蘇州）有限公司乃一於中國成立全資擁有外資企業，其營業期限為五十年，於二零五七年七月屆滿。
- (vii) 東莞嘉寶電子實業有限公司乃一於中國成立全資擁有外資企業，其營業期限為二十五年，於二零二零年二月十八日屆滿。
- (viii) 於截至二零零九年三月三十一日止年度內各附屬公司均無任何已發行之借貸資本。
- (ix) 依照當地法律規定，所有於中國成立之附屬公司之財務年結日均為十二月三十一日，與本集團並不一致。本集團之綜合財務報表按照此等附屬公司截至二零零九年三月三十一日止十二個月之管理帳編製而成。

Notes to the Consolidated Financial Statements

綜合財務報表附註

9 INVESTMENTS IN ASSOCIATED COMPANIES

9 於聯營公司之投資

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Unlisted shares, at cost	非上市股份之成本值	12,400	12,400
Less: Provision for impairment	減：減值準備	(12,000)	(12,000)
		400	400
Share of profit of associated companies	應佔聯營公司之溢利	201	-
		601	400
Share of net assets	分攤資產淨值		
Beginning of the year	年初	400	-
Investment in an associated company	於聯營公司之投資	-	400
Share of profit of associated companies	應佔聯營公司之溢利	201	-
End of the year	年底	601	400
Due to associated companies	應付聯營公司帳款	(211)	(811)

The outstanding balances with the associated companies are unsecured, non-interest bearing and repayable on demand, and are denominated in HK dollars.

該些聯營公司尚未償還之帳款為無抵押，不計利息，並在要求時償還，及以港幣為單位。

Particulars of the associated companies held by the Group at 31 March 2009 are as follows:

於二零零九年三月三十一日本集團持有之聯營公司之資料如下：

Name	Place of incorporation/ establishment and types of legal entity	Principal activities and place of operation	Particulars of issued share capital	Interest held
名稱	註冊成立地點及 法定實體類別	主要業務及營運地點	已發行股本	權益持有
NEC Nagano Karrie Electronics Limited (i) 長野日本電氣嘉利電子有限公司(i)	Hong Kong, limited liability company 香港有限責任公司	Inactive 暫無營業	Ordinary HK\$20,000,000 普通股 20,000,000港元	30%
Xionguan Precision Metal Product Company Limited (i) 雄冠精密五金制品有限公司(i)	Hong Kong, limited liability company 香港有限責任公司	Trading of metal product, China 經營五金制品貿易，中國	Ordinary HK\$1,000,000 普通股 1,000,000港元	40%

Note:

附註：

(i) NEC Nagano Karrie Electronics Limited and Xionguan Precision Metal Product Company Limited are indirectly held by the Company.

(i) 長野日本電氣嘉利電子有限公司及雄冠精密五金制品有限公司之股份乃本公司間接持有。

Notes to the Consolidated Financial Statements 綜合財務報表附註

10 FINANCIAL INSTRUMENTS BY CATEGORY

10 按類別分類之金融工具

		Group 本集團	
		Loans and receivables 貸款及應收帳	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Assets	資產		
At 31 March	三月三十一日		
Trade and other receivables (Note 11)	貿易及其他應收帳款 (附註11)	470,701	553,538
Deposits (Note 11)	按金 (附註11)	14,396	24,018
Cash and bank balances (Note 13)	現金及銀行結存 (附註13)	641,440	353,140
		1,126,537	930,696
		Financial liabilities 財務負債	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Liabilities	負債		
At 31 March	三月三十一日		
Trade and other payables (Note 17)	貿易及其他應付帳款 (附註17)	499,061	553,744
Bank borrowings (Note 18)	銀行借貸 (附註18)	605,935	405,261
Amount due to associated companies (Note 9)	應付聯營公司帳款 (附註9)	211	811
		1,105,207	959,816

Notes to the Consolidated Financial Statements

綜合財務報表附註

10 FINANCIAL INSTRUMENTS BY CATEGORY (Cont'd)

10 按類別分類之金融工具 (續)

		Company 本公司	
		Loans and receivables 貸款及應收帳	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Assets	資產		
At 31 March	三月三十一日		
Amounts due from subsidiaries (Note 8)	應收附屬公司帳款 (附註8)	306,409	310,328
Cash and bank balances (Note 13)	現金及銀行結存 (附註13)	382	428
		306,791	310,756
		Financial liabilities 財務負債	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Liabilities	負債		
At 31 March	三月三十一日		
Trade and other payables (Note 17)	貿易及其他應付帳款 (附註17)	2,106	4,244

Notes to the Consolidated Financial Statements 綜合財務報表附註

11 TRADE RECEIVABLES, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

11 貿易應收帳款、預付款、按金及其他應收帳款

		Group 本集團		Company 本公司	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Trade receivables	貿易應收帳款	430,161	441,839	-	-
Other receivables	其他應收帳款	52,365	122,796	-	-
		482,526	564,635	-	-
Less: Provision for impairment of trade and other receivables	減：貿易及其他應收帳款減值準備	(11,825)	(11,097)	-	-
		470,701	553,538	-	-
Prepayments	預付款	3,453	4,598	335	200
Deposits	按金	14,396	24,018	-	-
		17,849	28,616	335	200
		488,550	582,154	335	200

The Group generally grants credit periods ranging from 30 to 90 days. Aging analysis of trade and other receivables is as follows:

本集團一般給予客戶之數期由30日至90日。貿易及其他應收帳帳齡分析如下：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
0 to 90 days	0至90日	474,966	547,193
91 to 180 days	91至180日	4,848	11,236
181 to 360 days	181至360日	1,059	3,479
Over 360 days	360日以上	1,653	2,727
		482,526	564,635

The carrying amounts of trade receivables, prepayments, deposits and other receivables approximate their fair values.

貿易應收帳款、預付款、按金及其他應收帳款之帳面價值與其公平值相近。

Notes to the Consolidated Financial Statements

綜合財務報表附註

11 TRADE RECEIVABLES, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

(Cont'd)

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

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Trade and other receivables	貿易及其他應收帳款		
– HK dollar	– 港幣	11,497	18,002
– US dollar	– 美元	415,713	427,954
– Singapore dollar	– 星加坡幣	1,061	1,304
– Renminbi	– 人民幣	54,255	117,375
		482,526	564,635

Movement in the provision for impairment of trade and other receivables is as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Beginning of the year	年初	11,097	8,502
Provision for impairment of receivables (included in general and administrative expenses)	應收帳款減值準備 (已包括在一般及 行政費用)	728	2,595
End of the year	年底	11,825	11,097

The creation and release of provision for impairment of receivables have been included in general and administrative expense in the income statement. Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash. The directors are of the opinion that adequate provision for uncollectible trade and other receivables has been made in the financial statements.

Trade receivables that are less than three months past due are not considered as impaired except for customers which are in unexpected difficult economic situations.

11 貿易應收帳款、預付款、按金及其他應收帳款 (續)

本集團之貿易及其他應收帳款面值以下列貨幣為單位：

貿易及其他應收帳款減值準備之變動如下：

對已減值應收帳款之設立和回撥已包括在損益表中一般及行政費用。在準備帳戶中扣除之數額一般會在預期無法收回額外現金時撇銷。董事之意見，不能收回之貿易應收帳款已在綜合財務報表作出足夠準備。

逾期少於三個月之貿易應收帳款不被視為經已減值，除非個別減值之應收帳款主要與陷入無法預期之經營困境情況之客戶有關。

Notes to the Consolidated Financial Statements

綜合財務報表附註

11 TRADE RECEIVABLES, PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

(Cont'd)

As of 31 March 2009, trade receivables of HK\$54,582,000 (2008: HK\$45,865,000) were past due but not impaired. These relates to a number of independent customers for whom there is no recent history of default. The aging of these trade receivables are as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
1 to 90 days	0至90日	49,143	43,191
91 to 180 days	91至180日	4,209	1,983
181 to 360 days	181至360日	487	201
Over 360 days	360日以上	743	490
		54,582	45,865

The maximum exposure to credit risk at the reporting date is the carrying value of trade receivables, prepayments, deposits and other receivables stated above. The Group did not hold any collateral as security.

The credit quality of trade receivables, prepayments, deposits and other receivables that are neither past due nor impaired has been assessed by reference to the historical information about counterparty default rates. The existing counterparties do not have significant defaults in the past.

11 貿易應收帳款、預付款、按金及其他應收帳款 (續)

於二零零九年三月三十一日，貿易應收帳款為54,582,000港元（2008：45,865,000港元）經已逾期但並無減值。此等款項涉及多個最近沒有拖欠還款記錄之獨立客戶。此等貿易應收帳款之帳齡分析如下：

於報告日，信貸風險之最高承擔為上述應收帳款、預付款、按金及其他應收帳款之帳面值。本集團沒有持有任何作為抵押之抵押品。

根據過往客戶拖欠率對貿易應收帳款、預付款、按金及其他應收帳款之信貸質素作出評估，現時之客戶在過去沒有重大之拖欠記錄。

Notes to the Consolidated Financial Statements

綜合財務報表附註

12 INVENTORIES

12 存貨

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Raw materials	原材料	118,066	128,689
Work-in-progress	半製成品	37,974	38,586
Finished goods	製成品	71,022	97,077
		227,062	264,352

The cost of inventories recognised as expense and included in cost of sales amounted to HK\$1,912,962,000 (2008: HK\$2,256,203,000).

存貨成本確認為費用並列入銷售成本之金額為1,912,962,000港元(二零零八年: 2,256,203,000港元)。

During the year, the Group has written-back provision for obsolete and slow-moving inventories by an amount of approximately HK\$1,805,000 (2008: HK\$11,470,000).

本集團於本年度回撥陳舊及滯銷存貨準備之金額約為1,805,000港元(二零零八年: 11,470,000港元)。

13 CASH AND BANK BALANCES

13 現金及銀行結存

		Group 本集團		Company 本公司	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Cash at bank and on hand	銀行存款及現金	209,290	73,880	382	428
Short-term bank deposits	短期銀行存款	432,150	279,260	-	-
		641,440	353,140	382	428
Maximum exposure to credit risk	信貸風險之最高承擔	641,440	353,140	382	428

Notes to the Consolidated Financial Statements 綜合財務報表附註

13 CASH AND BANK BALANCES (Cont'd)

Cash and bank balances were denominated in the following currencies:

		Group 本集團		Company 本公司	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
HK dollar	港幣	10,394	14,519	382	428
US dollar	美元	506,341	303,693	-	-
Renminbi	人民幣	115,413	13,922	-	-
Singapore dollar	星加坡幣	8,986	20,697	-	-
Others	其他	306	309	-	-
		641,440	353,140	382	428

The effective interest rate on short-term bank deposits, with maturity ranging from 1 to 3 months, was 0.79% (2008: 2.56%) per annum during the year ended 31 March 2009. Cash at bank earns interest at floating rates based on daily bank deposit rates.

For the purposes of the cash flow statement, cash and cash equivalent represents:

		Group 本集團		Company 本公司	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Cash and bank balances	現金及銀行結存	641,440	353,140	382	428
Bank overdrafts	銀行透支	-	(183)	-	-
		641,440	352,957	382	428

13 現金及銀行結存 (續)

現金及銀行結存以下列貨幣為單位：

截至二零零九年三月三十一日止年度內，到期日為三個月內之短期銀行存款之實際年利率為0.79%（二零零八年：2.56%）。銀行存款利息收入以每日銀行存款利率浮息計算。

就現金流量表而言，現金及現金等值物代表：

Notes to the Consolidated Financial Statements

綜合財務報表附註

14 SHARE CAPITAL

14 股本

		2009 二零零九年		2008 二零零八年	
		Number of shares 股份數目 '000 千	Nominal value 面值 HK\$'000 千港元	Number of shares 股份數目 '000 千	Nominal value 面值 HK\$'000 千港元
Authorised:	法定股本：				
Ordinary shares of HK\$0.1 each	普通股每股 面值10港仙	800,000	80,000	800,000	80,000
Issued and fully paid:	已發行及 已繳足股本：				
Ordinary shares of HK\$0.1 each	普通股每股 面值10港仙				
Beginning of the year	年初	577,198	57,720	412,284	41,228
Repurchase of share	股份回購	(100)	(10)	–	–
Rights issue of shares	發行供股之股份	–	–	164,914	16,492
End of the year	年底	577,098	57,710	577,198	57,720

Note (i) During the year, the Company repurchased 100,000 shares of its own shares through purchases on the Stock Exchange (2008: Nil). Such shares were cancelled following the repurchases and the issued share capital of the Company was reduced by the nominal value of these shares. The total amount paid to repurchase the shares amounting to approximately HK\$41,000 (2008: Nil) has been deducted from retained earnings.

附註(i) 本年內，本公司於聯交所購回100,000股（二零零八年：無）。其股份於隨回購後註銷及根據已發行股本扣減回購股本面值，總購回所需繳付之金額約41,000港元（二零零八年：無）及從保留溢利削減。

Notes to the Consolidated Financial Statements

綜合財務報表附註

15 SHARE OPTIONS

The Company adopted a share option scheme in May 2002, under which it may grant options to employees of the Group (including executive directors of the Company) and other third parties to subscribe for shares in the Company, subject to a maximum of 30% of the nominal value of the issued share capital of the Company from time to time excluding for this purpose any shares issued on the exercise of the options. The exercise price would be determined by the Company's board of directors and should at least be the highest of (i) the closing price of the Company's shares on the date of grant of the options, (ii) an average closing price of the Company's shares for the five trading days immediately preceding the date of grant of the options, and (iii) the nominal value of the Company's shares of HK\$0.1 each.

No options have been granted to employees and directors of the Company during the year ended 31 March 2009 (2008: Nil).

All share options granted under the aforementioned scheme but not exercised as at 12 September 2008 were cancelled pursuant to an ordinary resolution passed at a special general meeting of the Company on 12 September 2008. The fair value as at grant date on the remaining unvested share options as at the date of cancellation has been charged to the income statement during the year.

15 購股權

本公司於二零零二年五月採用一項新購股權計劃，可據此向本集團之僱員（包括本公司之執行董事）及第三者授出購股權以便認購本公司之股份，惟最多以本公司當時已發行股本面值（不包括因行使購股權而發行之股份）30%為限。該購股權行使價將由本公司之董事會釐定，以(i)本公司股份於購股權授予日之收市價；(ii)緊接授予購股權日前五個交易日本公司股份之平均收市價；及(iii)本公司股份之面值每股10港仙，三者以較高者為準。

本公司截至二零零九年三月三十一日止年度內並無向僱員及董事授出購股權（二零零八：無）。

所有根據上述計劃於二零零八年九月十二日授出而尚未行使之購股權皆於二零零八年九月十二日之特別股東大會通過之普通決議案予以註銷。於註銷時，其於授出日期而未能行使之剩餘購股權之公平值已計入本年度之損益表內。

Notes to the Consolidated Financial Statements

綜合財務報表附註

15 SHARE OPTIONS (Cont'd)

Details of movement of share options under the share option scheme during the year ended 31 March 2009 were:

15 購股權 (續)

新購股權計劃之購股權於截至二零零九年三月三十一日止年度之變動詳情：

Date of grant	Exercise period	Exercise price	Number of shares			End of year
			Beginning of year	Exercised during the year	Lapsed/cancelled during the year	
授出日期	行使期限	行使價格 HK\$ 港元	年初 '000 千	本年度 已行使 '000 千	由於終止 聘用失效 '000 千	年底 '000 千
22 May 2002 二零零二年 五月二十二日	22 May 2002 to 21 May 2012 二零零二年五月二十二日至 二零一二年五月三十一日	1.230	105.850	-	(105.850)	-
1 November 2002 二零零二年十一月一日	1 January 2003 to 31 October 2012 二零零三年一月一日至 二零一二年十月三十一日	1.560	2,720.345	-	(2,720.345)	-
1 December 2003 二零零三年十二月一日	1 January 2006 to 30 November 2013 二零零六年一月一日至 二零一三年十一月三十日	2.340	7,574.626	-	(7,574.626)	-
27 April 2004 二零零四年 四月二十七日	1 January 2005 to 26 April 2014 二零零五年一月一日至 二零一四年四月二十六日	1.790	2,112.766	-	(2,112.766)	-
1 February 2005 二零零五年二月一日	1 January 2006 to 31 January 2015 二零零六年一月一日至 二零一五年一月三十一日	2.980	4,847.930	-	(4,847.930)	-
7 February 2005 二零零五年二月七日	1 July 2005 to 6 February 2015 二零零五年七月一日至 二零一五年二月六日	3.160	9,949.900	-	(9,949.900)	-
			27,311.417	-	(27,311.417)	-

Notes to the Consolidated Financial Statements 綜合財務報表附註

15 SHARE OPTIONS (Cont'd)

Details of movement of share options under the share option schemes during the year ended 31 March 2008 were:

15 購股權 (續)

新舊購股權計劃之購股權於截至二零零八年三月三十一日止年度之變動詳情：

Date of grant	Exercise period	Exercise price	Number of shares					End of year
			Beginning of year	Adjustment	Exercised during the year	Lapsed as a result of termination of employment	購股權數目	
授出日期	行使期限	行使價格 HK\$ 港元	年初 '000 千	調整 '000 千	本年度 已行使 '000 千	由於終止 聘用失效 '000 千	年底 '000 千	
22 May 2002 二零零二年五月二十二日	22 May 2002 to 21 May 2012 二零零二年五月二十二日至 二零一二年五月三十一日	1.230	100	5.850	-	-	105.850	
1 November 2002 二零零二年十一月一日	1 January 2003 to 31 October 2012 二零零三年一月一日至 二零一二年十月三十一日	1.560	3,020	150.345	-	(450)	2,720.345	
1 December 2003 二零零三年十二月一日	1 January 2006 to 30 November 2013 二零零六年一月一日至 二零一三年十一月三十日	2.340	7,716	418.626	-	(560)	7,574.626	
27 April 2004 二零零四年 四月二十七日	1 January 2005 to 26 April 2014 二零零五年一月一日至 二零一四年四月二十六日	1.790	2,896	116.766	-	(900)	2,112.766	
1 February 2005 二零零五年二月一日	1 January 2006 to 31 January 2015 二零零六年一月一日至 二零一五年一月三十一日	2.980	4,620	270.270	-	(42.34)	4,847.930	
7 February 2005 二零零五年二月七日	1 July 2005 to 6 February 2015 二零零五年七月一日至 二零一五年二月六日	3.160	11,400	549.900	-	(2,000)	9,949.900	
			29,752	1,511.757	-	(3,952.34)	27,311.417	

Notes to the Consolidated Financial Statements

綜合財務報表附註

16 OTHER RESERVES

(a) Group

16 其他儲備

(a) 本集團

		Share premium	Capital reserve	Capital redemption reserve	Share-based compensation reserve	Translation reserve	Total
		股份溢價	資本儲備	資本 贖回儲備	以股權支付 之酬金儲備	換算儲備	合共
		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
Balance at 1 April 2007	二零零七年四月一日之結餘	87,816	5,900	449	13,340	–	107,505
Rights issue of shares	發行供股之股份	105,198	–	–	–	–	105,198
Employee share option scheme – value of employee services	僱員購股權計劃 – 僱員服務之價值	–	–	–	1,079	–	1,079
Transfer to retained earnings upon lapse of share options	購股權失效而轉至保留溢利	–	–	–	(1,456)	–	(1,456)
Balance as at 31 March 2008	二零零八年三月三十一日 之結餘	193,014	5,900	449	12,963	–	212,326
Balance at 1 April 2008	二零零八年四月一日之結餘	193,014	5,900	449	12,963	–	212,326
Employee share option scheme – value of employee services	僱員購股權計劃 – 僱員服務之價值	–	–	–	337	–	337
Transfer to retained earnings upon cancellation/lapse of share options	購股權取消/失效 而轉至保留溢利	–	–	–	(13,300)	–	(13,300)
Repurchase of share	股份回購	–	–	10	–	–	10
Currency translation differences	外幣換算差異	–	–	–	–	375	375
Balance as at 31 March 2009	二零零九年三月三十一日 之結餘	193,014	5,900	459	–	375	199,748

Notes to the Consolidated Financial Statements 綜合財務報表附註

16 OTHER RESERVES (Cont'd)

(b) Company

16 其他儲備 (續)

(b) 本公司

		Share premium	Capital redemption reserve	Contributed surplus	Share-based compensation reserve	Total
		股份溢價	資本 贖回儲備	繳入盈餘	以股權支付 之酬金儲備	合共
		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
Balance at 1 April 2007	二零零七年四月一日之結餘	87,816	449	193,185	13,340	294,790
Rights issue of shares	發行供股之股份	105,198	-	-	-	105,198
Employee share option scheme – value of employee services	僱員購股權計劃 – 僱員服務之價值	-	-	-	1,079	1,079
Transfer to retained earnings upon lapse of share options	購股權失效而轉至保留溢利	-	-	-	(1,456)	(1,456)
Balance as at 31 March 2008	二零零八年三月三十一日 之結餘	193,014	449	193,185	12,963	399,611
Balance at 1 April 2008	二零零八年四月一日之結餘	193,014	449	193,185	12,963	399,611
Employee share option scheme – value of employee services	僱員購股權計劃 – 僱員服務之價值	-	-	-	337	337
Transfer to retained earnings upon cancellation/lapse of share options	購股權取消/失效 而轉至保留溢利	-	-	-	(13,300)	(13,300)
Repurchase of share	股份回購	-	10	-	-	10
Balance as at 31 March 2009	二零零九年三月三十一日 之結餘	193,014	459	193,185	-	386,658

Under the Companies Act 1981 of Bermuda (as amended), contributed surplus is distributable to shareholders, subject to the condition that the company cannot declare or pay a dividend, or make a distribution out of contributed surplus if (i) it is, or would after the payment be, unable to pay its liabilities as they become due, or (ii) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium account.

根據百慕達一九八一年公司法案(修定)，繳入盈餘可供分派予股東，但如果支付股息後(i)本公司不能支付到期負債，或(ii)其資產之可變現價值將會因而少於其債項及其已發行股本以及股份溢價之合計總額，則本公司不可宣佈、支付或分派，或從繳入盈餘作出分派。

Notes to the Consolidated Financial Statements

綜合財務報表附註

17 TRADE AND OTHER PAYABLES

Aging analysis of trade and bills payables, accruals and other payables is as follows:

		Group 本集團		Company 本公司	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
0 to 90 days	0至90日	283,603	323,818	–	10
91 to 180 days	91至180日	12,903	20,993	–	–
181 to 360 days	181至360日	376	4,150	–	–
Over 360 days	360日以上	1,714	2,418	–	–
		298,596	351,379	–	10
Accrual for rent charges	租金之預提	17,235	15,133	–	–
Accrual for purchase of fixed assets	購買固定資產之預提	46,243	52,374	–	–
Salaries and staff welfare payable	應付薪金及員工之福利	25,888	16,802	–	–
Others	其他	111,099	118,056	2,106	4,234
		200,465	202,365	2,106	4,234
		499,061	553,744	2,106	4,244

The fair values of the Group's trade and bills payables approximate their carrying value.

17 貿易及其他應付帳款

貿易應付帳款及票據，應計費用及其他應付帳款之帳齡分析如下：

本集團之貿易應付帳款及票據之公平值與其帳面價值相近。

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

本集團之貿易應付帳款及票據之帳面值以下列貨幣為單位：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
HK dollar	港幣	62,879	79,093
US dollar	美元	182,585	232,654
Renminbi	人民幣	51,200	34,959
Euro	歐羅	1,206	3,066
Japanese Yen	日元	550	692
Others	其他	176	915
		298,596	351,379

Notes to the Consolidated Financial Statements 綜合財務報表附註

17 TRADE AND OTHER PAYABLES (Cont'd)

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

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
HK dollar	港幣	40,693	51,817
US dollar	美元	22,663	–
Renminbi	人民幣	137,109	150,548
		200,465	202,365

17 貿易及其他應付帳款 (續)

本集團之應計費用及其他應付帳款之帳面值以下列貨幣為單位：

18 BORROWINGS

18 借貸

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Non-current	非流動		
Long-term bank borrowings	長期銀行借貸	118,700	188,700
Current	流動		
Bank overdrafts	銀行透支	–	183
Trust receipt loans	信託收據貸款	91,935	76,503
Short-term bank borrowings	短期銀行借貸	325,300	54,000
Current portion of long-term bank borrowings	長期銀行借貸之即期部份	70,000	85,875
		487,235	216,561
Total borrowings	總借貸	605,935	405,261

(a) The maturity of the Group's borrowings is as follows:

(a) 本集團借貸之到期日如下：

		Long-term bank borrowings 長期銀行借貸		Short-term bank borrowings and bank overdrafts 短期銀行借貸及銀行透支		Trust receipt loans 信託收據貸款	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Within 1 year	一年內	70,000	85,875	325,300	54,183	91,935	76,503
Between 1 and 2 years	一年至兩年	55,000	70,000	–	–	–	–
Between 2 and 5 years	兩年至五年	63,700	118,700	–	–	–	–
Wholly repayable within 5 years	於五年內全數償還	188,700	274,575	325,300	54,183	91,935	76,503

Notes to the Consolidated Financial Statements

綜合財務報表附註

18 BORROWINGS (Cont'd)

(b) The average effective interest rates of the Group's bank borrowings at the balance sheet date are as follows:

		2009 二零零九年	2008 二零零八年
Long-term bank borrowings, at floating rate	長期銀行借貸， 浮息率	1.59%	2.55%
Short-term bank borrowings, at floating rate	短期銀行借貸， 浮息率	1.70%	2.93%
Trust receipt loans	信託收據貸款	2.08%	3.68%
Bank overdrafts	銀行透支	-	5.61%

(c) The carrying amounts of the borrowings approximate their fair values and are denominated in HK dollar.

18 借貸 (續)

(b) 本集團於結算日之銀行借貸平均實際利率如下：

(c) 借貸之帳面金額與其公平值相近及以港幣為單位。

Notes to the Consolidated Financial Statements

綜合財務報表附註

19 DEFERRED TAXATION

Deferred taxation is calculated in full on temporary differences under the liability method using a principal taxation rate of 16.5% (2008: 17.5%).

The deferred tax assets and liabilities are offset when there is a legally enforceable right to set off and when the deferred income taxes relate to the same tax jurisdiction. The following amounts, determined after appropriate offsetting, are shown in the consolidated balance sheet:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	(349)	(387)
Deferred tax liabilities	遞延稅項負債	6,880	8,753
		6,531	8,366

As at 31 March 2009, the Group had unprovided deferred tax assets of approximately HK\$4,905,683 (2008: HK\$4,022,124) primarily representing the tax effect of cumulative tax losses (subject to agreement by relevant tax authorities) which can be carried forward indefinitely.

The movement of the deferred tax assets and liabilities prior to offsetting of balances within the same taxation jurisdiction is as follows:

Deferred tax liabilities

		Accelerated depreciation and total 加速折舊及總計 HK\$'000 千港元
As at 31 March 2007	二零零七年三月三十一日	8,950
Credited to income statement	在損益表計入	(197)
As at 31 March 2008	二零零八年三月三十一日	8,753
Credited to income statement	在損益表計入	(1,235)
As at 31 March 2009	二零零九年三月三十一日	7,518

19 遞延稅項

遞延稅項採用負債法就暫時差異按主要稅率16.5% (二零零八年：17.5%) 作全數準備。

當有法定權利可將遞延稅項資產與遞延稅項負債抵銷，而遞延所得稅涉及同一稅務機關，則可將遞延稅項資產與遞延稅項負債互相抵銷。在計入適當抵銷後，下列金額在綜合資產負債表內列帳：

於二零零九年三月三十一日，本集團仍未作遞延稅項之準備資產約4,905,683港元 (二零零八年：4,022,124港元)，其主要代表累計稅項虧損之稅項影響 (須受有關稅務機關同意)，該金額可以無限期地結存。

同一徵稅地區之結餘互相抵銷前，遞延稅項資產及負債之變動如下：

遞延稅項負債

Notes to the Consolidated Financial Statements 綜合財務報表附註

19 DEFERRED TAXATION (Cont'd)

Deferred tax assets

		Tax losses 稅損 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 合共 HK\$'000 千港元
As at 31 March 2007	二零零七年三月三十一日	(2,170)	(286)	(2,456)
Charged/(credited) to the income statement	在損益表扣除/(計入)	2,170	(101)	2,069
As at 31 March 2008 (Credited)/charged to the income statement	二零零八年三月三十一日 在損益表(計入)/扣除	–	(387)	(387)
		(638)	38	(600)
As at 31 March 2009	二零零九年三月三十一日	(638)	(349)	(987)

A summary of deferred tax (assets) and liabilities prior to offsetting of balances within the same taxation jurisdiction is as follows:

19 遞延稅項 (續)

遞延稅項資產

同一徵稅地區之結餘互相抵銷前，遞延稅項(資產)及負債之摘要如下：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	(987)	(387)
Deferred tax liabilities	遞延稅項負債	7,518	8,753
		6,531	8,366

Notes to the Consolidated Financial Statements

綜合財務報表附註

20 RETIREMENT BENEFITS OBLIGATIONS – GROUP

(a) Defined contribution plans

The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme (the “MPF Scheme”), a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, each of the Group and its employees makes monthly contributions to the scheme at 5% of the employees’ earnings as defined under the Mandatory Provident Fund legislation. Both the Group’s and the employees’ contributions are subject to a cap of HK\$1,000 per month and thereafter contributions are voluntary.

As stipulated by rules and regulations in Mainland China, the Group contributes to state-sponsored retirement plans for its employees in Mainland China. The Group contributes approximately 10% (2008: 10%) of the basic salaries of its employees, and has no further obligations for the actual payment of pensions or post-retirement benefits beyond the annual contributions. The state-sponsored retirement plans are responsible for the entire pension obligations payable to retired employees.

During the year, the aggregate amount of the Group’s contributions to the aforementioned pension schemes was approximately HK\$3,696,000 (2008: HK\$3,859,000).

(b) Provision for long service payments

Provision for long service payments represents the Group’s obligations for long service payments to its employees in Hong Kong on cessation of employment in certain circumstances under the Hong Kong Employment Ordinance.

The obligation is calculated using the projected unit credit method, discounted to its present value and reduced by entitlements accrued under the Group’s retirement plans that are attributable to contributions made by the Group. Such long service payment obligations are valued by Mercer Human Resource Consulting Ltd, an independent qualified actuary valuer.

20 退休福利責任 – 本集團

(a) 界定供款計劃

本集團已安排香港僱員參與強制性公積金計劃（「強積金計劃」）。強積金計劃屬於定額供款計劃，由獨立授託人管理。根據強積金計劃，本集團及僱員每月均按有關僱員之盈利（定義見強制性公積金法例）5%對該計劃作出供款。僱主與僱員之每月供款以1,000港元為上限，其後之供款則屬自願性質。

根據中國法律規定，本集團須向為中國僱員而設置之國家資助退休計劃作出供款。本集團須就其中國僱員基本薪金約10%（二零零八年：10%）作出供款，而對其任何實際退休金支出或退休後福利則毋須作出任何承擔。退休僱員之所有退休金支出一概由國家資助之退休計劃承擔。

於本年度內本集團就上述退休計劃作出之供款約為3,696,000港元（二零零八年：3,859,000港元）。

(b) 長期服務金準備

長期服務金準備為本集團根據香港《僱傭條例》在若干情況下終止聘用僱員而支付之長期服務金所衍生之責任。

該責任額是以預計單位信貸法計算，並會計算貼現值及扣除本集團退休計劃下本集團供款所佔之應計權益。該長期服務金責任由獨立合資格精算師美世人力資源顧問有限公司估值。

Notes to the Consolidated Financial Statements

綜合財務報表附註

20 RETIREMENT BENEFITS OBLIGATIONS – GROUP (Cont'd)

(b) Provision for long service payments

The amounts recognised in the consolidated balance sheet are determined as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Present value of unfunded obligations and liability in the consolidated balance sheet	在綜合資產負債表內未注資責任及負債之現值	12,929	9,793

The amounts recognised in the consolidated income statement are as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Interest cost	利息成本	522	287
Net actuarial losses recognised	已確認之精算虧損	2,672	3,453
Total, included in employee benefit expenses (Note 23)	合計 (列於僱員福利開支內) (附註23)	3,194	3,740

The above charges were included in general and administrative expenses.

20 退休福利責任 – 本集團 (續)

(b) 長期服務金準備

在綜合資產負債表確認之金額按下列方式釐定：

在綜合損益表確認之金額如下：

以上支出包括在一般及行政費用內。

Movements of the provision for long service payments of the Group are as follows:

本集團長期服務金準備變動如下：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Beginning of the year	年初	9,793	6,053
Provision for current year (Note 23)	本年度準備 (附註23)	3,194	3,740
Payments made during the year	本年已付供款	(58)	–
End of the year	年底	12,929	9,793

Notes to the Consolidated Financial Statements 綜合財務報表附註

20 RETIREMENT BENEFITS OBLIGATIONS – GROUP (Cont'd)

(b) Provision for long service payments (Cont'd)

The principal actuarial assumptions used were as follows:

		2009 二零零九年 Per annum 每年	2008 二零零八年 Per annum 每年
Discount rate	貼現率	2.00%	2.70%
Expected rate of future salary increases	未來薪酬之預期增長率	1.00%	3.00%

20 退休福利責任 – 本集團 (續)

(b) 長期服務金準備 (續)

所用之主要精算假設如下：

21 REVENUE

21 收入

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Turnover	營業額		
Sales of merchandise from	銷售		
– Metal and plastic business	– 五金塑膠業務	1,256,928	1,321,560
– Electronic manufacturing services business	– 電子專業代工業務	1,203,650	1,478,407
		2,460,578	2,799,967
Other gains	其他收益		
Rental income	租金收入	3,348	3,007
Total revenue	合共收入	2,463,926	2,802,974

Notes to the Consolidated Financial Statements

綜合財務報表附註

22 EXPENSES BY NATURE

22 按性質分類之費用

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Cost of inventories	存貨成本	1,912,962	2,256,203
Depreciation of property, plant and equipment (Note 7)	物業、廠房及設備之折舊 (附註7)	56,294	59,394
Amortisation of leasehold land and land use rights (Note 6)	租賃土地及土地使用權之攤銷 (附註6)	1,177	1,054
Employee benefit expenses (including directors' emoluments) (Note 23)	僱員福利開支(包括董事酬金) (附註23)	255,097	234,207
Operating lease rental of premises	物業之經營租賃租金	15,760	14,707
Net exchange gain	匯兌收益淨額	(650)	(8,889)
Auditor's remuneration	核數師酬金	1,700	1,650
Provision for impairment of trade and other receivables (Note 11)	貿易及其他應收帳款減值準備 (附註11)	728	2,595
Write-off of other receivables	其他應收帳款之撇銷	-	918
Write-back of provision for obsolete and slow-moving inventories (Note 12)	陳舊及滯銷存貨準備之回撥 (附註12)	(1,805)	(11,470)
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備之 虧損淨額	772	3,192
Other expenses	其他開支	195,535	222,543
		2,437,570	2,776,104
Representing:	代表：		
Cost of sales	銷售成本	2,286,474	2,623,931
Distribution and selling expenses	分銷及銷售費用	30,709	34,948
General and administrative expenses	一般及行政費用	120,387	117,225
		2,437,570	2,776,104

Notes to the Consolidated Financial Statements 綜合財務報表附註

23 EMPLOYEE BENEFIT EXPENSES – INCLUDING DIRECTORS' EMOLUMENTS

(a) Employee benefit expenses during the year are as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Wages and salaries	薪酬、工資	247,870	225,529
Pension costs – defined contribution plans	退休成本 – 界定供款計劃	3,696	3,859
Provision for long service payment (Note 20)	長期服務金準備 (附註20)	3,194	3,740
Share option expenses for options granted to directors and employees	授予董事及僱員購股權之費用	337	1,079
		255,097	234,207

(b) Directors and senior management

The remuneration of every director for the year ended 31 March 2009 is set out below:

Name of Director 董事名稱	Fees 袍金 HK\$'000 千港元	Salary 薪金 HK\$'000 千港元	Discretionary bonuses 酌情發放 之花紅 HK\$'000 千港元	Employer's contribution to pension scheme 僱主退休金 計劃之供款 HK\$'000 千港元	Total 合共 HK\$'000 千港元	
<i>Executive director</i> 執行董事						
Mr. Ho Cheuk Fai	何焯輝先生	–	4,687	398	12	5,097
Mr. Kwok Wing Kin, Francis	郭永堅先生	–	936	397	12	1,345
Mr. Lee Shu Ki	李樹琪先生	–	868	252	12	1,132
<i>Non-executive director</i> 非執行董事						
Mr. Ho Cheuk Ming	何卓明先生	438	–	–	–	438
<i>Independent non-executive director</i> 獨立非執行董事						
Mr. So Wai Chun	蘇偉俊先生	99	–	–	–	99
Mr. Chan Shui Sum, Raymond	陳瑞森先生	99	–	–	–	99
Mr. Fong Hoi Shing	方海城先生	59	–	–	–	59

23 僱員福利支出—包括董事酬金

(a) 本年度僱員福利支出如下：

(b) 董事及高級管理人員

截至二零零九年三月三十一日止各董事之酬金列表如下：

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綜合財務報表附註

23 EMPLOYEE BENEFIT EXPENSES – INCLUDING DIRECTORS' EMOLUMENTS (Cont'd)

(b) Directors and senior management (Cont'd)

The remuneration of every director for the year ended 31 March 2008 is set out below:

Name of Director	Fees	Salary ¹	Discretionary bonuses	Employer's contribution to pension scheme	Total
董事名稱	袍金	薪金 ¹	酌情發放之花紅	僱主退休金計劃之供款	合共
	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
<i>Executive director</i> 執行董事					
Mr. Ho Cheuk Fai	–	4,770	398	12	5,180
Mr. Kwok Wing Kin, Francis	–	1,034	395	12	1,441
Mr. Lee Shu Ki	–	971	250	12	1,233
Mr. Wong Shun Pang	–	650	–	8	658
<i>Non-executive director</i> 非執行董事					
Mr. Ho Cheuk Ming	233	333	–	2	568
<i>Independent non-executive director</i> 獨立非執行董事					
Mr. So Wai Chun	100	–	–	–	100
Mr. Chan Shui Sum, Raymond	100	–	–	–	100
Mr. Fong Hoi Shing	60	–	–	–	60

¹ Included fair value of share options charged to the consolidated income statement during the year.

No directors waived any emoluments during the year (2008: Nil). No incentive payment for joining the Group or compensation for loss of office was paid/payable to any director during the year (2008: Nil).

23 僱員福利支出—包括董事酬金 (續)

(b) 董事及高級管理人員 (續)

截至二零零八年三月三十一日止各董事之酬金列表如下：

Name of Director	Fees	Salary ¹	Discretionary bonuses	Employer's contribution to pension scheme	Total
董事名稱	袍金	薪金 ¹	酌情發放之花紅	僱主退休金計劃之供款	合共
	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
<i>Executive director</i> 執行董事					
Mr. Ho Cheuk Fai	–	4,770	398	12	5,180
Mr. Kwok Wing Kin, Francis	–	1,034	395	12	1,441
Mr. Lee Shu Ki	–	971	250	12	1,233
Mr. Wong Shun Pang	–	650	–	8	658
<i>Non-executive director</i> 非執行董事					
Mr. Ho Cheuk Ming	233	333	–	2	568
<i>Independent non-executive director</i> 獨立非執行董事					
Mr. So Wai Chun	100	–	–	–	100
Mr. Chan Shui Sum, Raymond	100	–	–	–	100
Mr. Fong Hoi Shing	60	–	–	–	60

¹ 包括本年度內在綜合損益表扣除之購股權公平值。

本年度無董事放棄酬金(二零零八年：無)，亦無已付或應付款項給予任何董事以吸引其加盟本集團或失去職位之補償(二零零八年：無)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

23 EMPLOYEE BENEFIT EXPENSES – INCLUDING DIRECTORS' EMOLUMENTS (Cont'd)

(c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include three (2008: three) directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining two (2008: two) individual during the year are as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Basic salaries and allowances ¹	基本薪金及津貼 ¹	1,803	1,660
Discretionary bonus	酌情發放之花紅	101	279
Pension costs – defined contribution plans	退休金成本 – 界定供款計劃	24	24
		1,928	1,963

The emoluments fell within the following band:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
HK\$500,001 to HK\$1,000,000	500,001港元至1,000,000港元	2	1
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	–	1
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	–	–

¹ Included the amounts of share-based compensation, which are determined based on the fair value of the share options granted to the relevant employees at the date of grant and recognised over the vesting period.

No emolument was paid to the five highest paid individuals (including directors and other employees) as compensation for loss of office during the year (2008: Nil).

23 僱員福利支出—包括董事酬金 (續)

(c) 五名最高薪酬人士

本年度集團內五名最高薪酬人士包括三名(二零零八年: 三名)董事, 其酬金已載於上文分析。於本年內其餘二名(二零零八年: 二名)最高薪人士之應付酬金如下:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Basic salaries and allowances ¹	基本薪金及津貼 ¹	1,803	1,660
Discretionary bonus	酌情發放之花紅	101	279
Pension costs – defined contribution plans	退休金成本 – 界定供款計劃	24	24
		1,928	1,963

該等酬金在下列組合範圍內:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
HK\$500,001 to HK\$1,000,000	500,001港元至1,000,000港元	2	1
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	–	1
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	–	–

¹ 這金額包括以股份為基礎之補償, 該補償根據授予有關僱員購股權時之公平值釐定及在歸屬期內入帳。

本年度五名最高薪人士(包括董事及其他職員)並無獲付任何酬金作為失去職位之補償(二零零八年: 無)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

24 FINANCE INCOME AND COSTS

24 財務收入及成本

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Finance costs – Interest expenses on bank borrowings wholly repayable within five years	財務成本 – 於五年內全數償還之銀行借貸利息開支	12,888	20,071
Finance income – Interest income from bank deposits	財務收入 – 銀行利息收入	(10,071)	(14,853)
Net finance costs	財務成本淨額	2,817	5,218

25 TAXATION

25 稅項

The Company is a company incorporated in Bermuda but exempted from Bermuda taxation until 2016. The Company's subsidiary in the British Virgin Islands is incorporated under the International Business Acts of the British Virgin Islands and, accordingly, are exempted from the British Virgin Islands income taxes. Hong Kong profits tax has been provided at the rate of 16.5% (2008: 17.5%) on the estimated assessable profit for the year for all group companies incorporated in Hong Kong. All the Group's subsidiaries in Mainland China are subject to corporate income tax at 25 % effective from 1 January 2008.

本公司乃於百慕達成立之公司，獲豁免繳交百慕達稅項至二零一六年。本公司之英屬處女島附屬公司乃根據英屬處女島國際商業法成立及豁免於英屬處女島之入息稅。所有成立於香港之本集團之公司乃根據本年之估計應課稅溢利按16.5%（二零零八年：17.5%）之稅率計提香港利得稅準備。從二零零八年一月一日始，本集團所有在中國大陸之附屬公司需以溢利25%繳交企業所得稅。

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

在綜合損益表支銷之稅項如下：

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Current taxation: Hong Kong profits tax	現行稅項：香港利得稅		
– current year	– 本年度	4,999	5,146
– under-provision in prior years	– 往年之不足準備	143	1,486
Deferred taxation (Note 19)	遞延稅項（附註19）	(1,835)	1,872
Taxation charge	稅項支出	3,307	8,504

Notes to the Consolidated Financial Statements

綜合財務報表附註

25 TAXATION (Cont'd)

The tax on the Group's profit before taxation differs from the theoretical amount that would arise using the profits tax rate in Hong Kong, the Group's home country, as follows:

		2009	2008
		二零零九年	二零零八年
		HK\$'000	HK\$'000
		千港元	千港元
Profit before taxation	除稅前溢利	23,740	21,652
Calculated at a taxation rate of 16.5% (2008: 17.5%)	按稅率16.5% (二零零八年：17.5%) 計算	3,917	3,789
Income not subject to taxation	無須課稅之收入	(15,909)	(15,406)
Expenses not deductible for taxation purposes	不可扣稅之支出	10,556	18,061
Under provision in prior years	往年之不足準備	410	1,486
Utilisation of previously unrecognised tax losses	使用往年未確認稅務虧損	-	(1,596)
Tax losses for which no deferred income tax asset was recognised	沒有確認遞延所得稅資產 之稅損	4,417	2,170
Effect of change in tax rate on deferred income tax	稅率改變對遞延所得稅 之影響	(84)	-
Taxation charge	稅項支出	3,307	8,504

25 稅項 (續)

本集團有關除稅前溢利之稅項與假若採用香港之利得稅率(本集團本土國家)而計算之理論稅額之差額如下：

26 PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The loss attributable to equity holders of the Company is dealt with in the financial statements of the Company to the extent of approximately HK\$1,550,000 (2008: HK\$1,869,000).

26 本公司股權持有人應佔溢利

本公司股權持有人應佔虧損中包括一筆已撥入本公司帳目之虧損約1,550,000 港元(二零零八年：1,869,000港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

27 EARNINGS PER SHARE

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

		2009 二零零九年	2008 二零零八年
Profit attributable to equity holders of the Company (in HK\$'000)	本公司股權持有人應佔溢利 (千港元計)	22,081	13,148
Weighted average number of ordinary shares in issue (in thousand shares)	已發行普通股之加權平均數 (千股計)	577,150	474,971
Basic earnings per share (HK cents per share)	每股基本溢利 (每股以港仙計)	3.8	2.8

Diluted earnings per share is calculated adjusting the weighted average number of ordinary shares outstanding assuming conversion of all dilutive potential ordinary shares.

The Company has one category of dilutive potential ordinary shares during the year which is the share options granted to employees. For the share options, a calculation is done to determine the number of shares that could have been acquired at fair value (determined as the average market price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options.

The number of shares calculated as above is compared with the number of shares that would have been issued assuming the exercise of the share options.

27 每股溢利

每股基本溢利乃根據本公司股權持有人應佔溢利除以年內已發行之普通股加權平均數計算。

每股攤薄溢利乃假設所有可攤薄之潛在普通股被兌換後，根據已調整普通股之加權平均股數計算。

期內本公司仍有攤薄普通股之授予僱員購股權。根據未行使購股權所附之認購權之貨幣價值，釐定按公平值（釐定為本公司股份之平均年度市價）可購入之股份數目。

按以上方式計算之股份數目，與假設購股權行使而應已發行之股份數目作出比較。

		2009 二零零九年	2008 二零零八年
Profit attributable to equity holders of the Company (in HK\$'000)	本公司股權持有人應佔溢利 (千港元計)	22,081	13,148
Weighted average number of ordinary share in issue (in thousand shares)	已發行普通股之加權平均數 (千股計)	577,150	474,971
Adjustment for share options (in thousand shares)	購股權之調整 (千股計)	-	41
Weighted average number of ordinary shares for diluted earnings per share (in thousand shares)	計算每股攤薄溢利之普通股之加權平均數 (千股計)	577,150	475,012
Diluted earnings per share (HK cents per share)	每股攤薄溢利 (每股以港仙計)	3.8	2.8

Notes to the Consolidated Financial Statements

綜合財務報表附註

28 DIVIDENDS

28 股息

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Interim dividend, declared, of Nil (2008: HK0.75 cent) per ordinary share	已付中期股息 — 每普通股無 (二零零八年：0.75港仙)	—	4,329
Final dividend, proposed, of HK1.5 cents (2008: Nil) per ordinary share	擬派末期股息 — 每普通股1.5港仙 (二零零八年：無)	8,657	—
		8,657	4,329

The directors has proposed the payment of a final dividend in respect of the year ended 31 March 2009 of HK1.5 cents per share. This proposed dividend is not reflected as a dividend payable in the financial statements, but will be reflected as an appropriation of distributable reserves in the year ending 31 March 2010.

董事建議派發二零零九年三月三十一日止年度之末期股息為每股1.5港仙。此擬派股息不會於本財務報表反映為應付股息，但會於二零一零年三月三十一日止年度反映為可分派儲備分配。

29 COMMITMENTS AND CONTINGENT LIABILITIES

29 承擔及或然負債

The Group and the Company had the following significant commitments and contingent liabilities which were not provided for in the consolidated financial statements:

本集團及本公司有以下未在本財務報表上計提準備之重要承擔及或然負債：

(a) Capital commitments

(a) 資本承擔

The Group had the following authorised and contracted capital commitments:

本集團有以下已授權及簽約之資本承擔：

		Group 本集團		Company 本公司	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Construction of factory premises in Mainland China	於中國興建廠房 樓宇	30,392	28,930	—	—
Purchase of property, plant and equipment	購買物業、 廠房及設備	2,507	20,128	—	—
		32,899	49,058	—	—

Notes to the Consolidated Financial Statements

綜合財務報表附註

29 COMMITMENTS AND CONTINGENT LIABILITIES (Cont'd)

(b) Operating lease commitments

The Group had lease commitments in respect of land and buildings under various non-cancellable operating lease agreements extending to October 2055. The total commitments payable are analysed as follows:

		Group 本集團		Company 本公司	
		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Amounts payable	應付金額				
Not later than one year	不超過一年	7,748	9,947	–	–
Later than one year and not later than five years	超過一年及 不超過五年	26,475	27,775	–	–
More than five years	超過五年	263,709	258,461	–	–
		297,932	296,183	–	–

The Group had future minimum lease rental receivable under non-cancellable operating leases as follows:

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Not later than one year	不超過一年	588	1,415
Later than one year but not later than five years	超過一年及 不超過五年	2,087	2,494
More than five years	超過五年	–	399
		2,675	4,308

(c) Guarantees

As at 31 March 2009, the Company has given guarantees totalling approximately HK\$1,210,674,000 (2008: HK\$1,340,249,000) to financial institutions in connection with the banking facilities granted to its subsidiaries. Such banking facilities utilised as at 31 March 2009 amounted to HK\$418,490,000 (2008: HK\$405,261,000).

29 承擔及或然負債 (續)

(b) 經營租賃承擔

本集團有多項期限至二零五五年十月有關不可撤銷之房地產租賃之經營租賃協議。總應付承擔分析如下：

本集團未來之不可撤銷之經營租賃之最低應收租賃收款如下：

(c) 擔保

於二零零九年三月三十一日，本公司給予財務機構有關提供銀行融資予其他附屬公司之總擔保金額為1,210,674,000港元（二零零八年：1,340,249,000港元）。於二零零九年三月三十一日，已使用之銀行融資為418,490,000港元（二零零八年：405,261,000港元）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

30 BANKING FACILITIES

As at 31 March 2009, the Group's banking facilities were secured by corporate guarantees provided by the Company and certain of its subsidiaries.

31 RELATED PARTY TRANSACTIONS

Related party is a party that is related to the Group if directly, or indirectly through one or more intermediaries, the party controls, is controlled by, or is under common control with, the Group (including the Company or its wholly or non-wholly owned subsidiaries); or the party has an interest in the Group that gives it significant influence over the Group; or 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 who is a member of the key management personnel of the Group.

(a) Transactions with related parties

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Purchase of goods and services:	購買貨物及服務：		
Purchase of raw materials from an associated company	向聯營公司 購買物料	3,018	2,514
Others:	其他：		
Rental charged by a related company	支付租金予 關連公司	1,594	1,434
Consultancy service fee charged by an associated company	支付顧問費用予 聯營公司	642	-
		2,236	1,434

In the opinion of the directors, the above related party transactions were carried out in the normal course of business of the Group and on terms as agreed with the related companies.

30 銀行融資

於二零零九年三月三十一日，本集團銀行融資以本公司及若干附屬公司之公司擔保作抵押。

31 關連人士交易

關連人士為一人士直接或間接透過一個或多個中間人士，控制本集團，被本集團（包括本公司或其全資或非全資之附屬公司）控制或與本集團受共同控制之人士；或該人擁有本集團之權益，而該權益給予其對本集團行駛重大影響力；或該人士為一被任何本集團能行駛重大投票權之主要管理人員直接或間接控制、共同控制或行駛重大影響力之個體。

(a) 與關連人士之交易

根據董事之意見，以上關連交易是按照本集團日常之業務及與關連公司協定之條款而進行。

Notes to the Consolidated Financial Statements 綜合財務報表附註

31 RELATED PARTY TRANSACTIONS

(Cont'd)

(b) Balance with related parties

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Amounts due to associated company	應付聯營公司	211	811

(c) Key management compensation

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Wages, salaries, allowances and bonuses	薪酬、工資、津貼及花紅	13,632	18,692
Pension costs – defined contribution plan	退休成本 – 界定供款計劃	142	159
		13,774	18,851

32 ULTIMATE CONTROLLING PARTY

The directors regard New Sense Enterprise Limited, which owns 42.25% in the Company's shares, to be the ultimate controlling party of the Company. Mr. Ho Cheuk Fai, and his family members are the beneficial owners of New Sense Enterprise Limited.

31 關連人士交易 (續)

(b) 與關連人士之結餘

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Amounts due to associated company	應付聯營公司	211	811

(c) 主要管理層酬金

		2009 二零零九年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元
Wages, salaries, allowances and bonuses	薪酬、工資、津貼及花紅	13,632	18,692
Pension costs – defined contribution plan	退休成本 – 界定供款計劃	142	159
		13,774	18,851

32 最終控制人士

董事認為New Sense Enterprise Limited，持有本公司42.25%股份，並擁有公司之最終控制權。何焯輝先生及其家族成員為New Sense Enterprise Limited之受益人。

Ten-Year Financial Summary 十年財務摘要

The results of the Group for the last ten financial years ended 31 March 2009 and the assets and liabilities of the Group as at 31 March 2000, 2001, 2002, 2003, 2004, 2005, 2006, 2007, 2008 and 2009 are as follows:

本集團截至二零零九年三月三十一日止十個財政年度之業績，及於二零零零年、二零零一年、二零零二年、二零零三年、二零零四年、二零零五年、二零零六年、二零零七年、二零零八年和二零零九年三月三十一日之資產及負債如下：

RESULTS

業績

		Year ended 31 March 截至三月三十一日止年度									
		2009	2008	2007	2006	2005	2004	2003	2002	2001	2000
		二零零九年	二零零八年	二零零七年	二零零六年	二零零五年	二零零四年	二零零三年	二零零二年	二零零一年	二零零零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
						(Restated)					
						(重列)					
Revenue	收入	2,463,926	2,802,974	3,328,097	3,597,242	2,571,537	1,697,925	1,743,768	1,162,395	898,322	663,189
Operating profit	經營溢利	26,356	26,870	150,394	218,540	174,766	104,907	140,374	90,587	43,556	30,699
Finance income	財務收入	10,071	14,853	11,104	10,127	3,964	1,620	3,101	4,095	2,857	2,939
Finance costs	財務成本	(12,888)	(20,071)	(23,764)	(24,531)	(8,720)	(6,145)	(10,401)	(9,244)	(15,981)	(9,239)
Share of profit/(loss) of associated companies	應佔聯營公司溢利/(虧損)	201	-	-	-	(10,234)	(1,766)	-	-	-	-
Profit before taxation	除稅前溢利	23,740	21,652	137,734	204,136	159,776	98,616	133,074	85,438	30,432	24,399
Taxation	稅項	(3,307)	(8,504)	(12,806)	(17,757)	(13,203)	(8,176)	(13,266)	(7,068)	(4,064)	(3,783)
Profit for the year	本年度溢利	20,433	13,148	124,928	186,379	146,573	90,440	119,808	78,370	26,368	20,616
Profit/(loss) attributable to Equity holders of the company	本公司股權持有人應佔溢利	22,081	13,148	124,928	186,379	146,573	90,440	119,808	78,370	26,368	20,616
Minority interest	少數股東權益	(1,648)	-	-	-	-	-	-	-	-	-
		20,433	13,148	124,928	186,379	146,573	90,440	119,808	78,370	26,368	20,616

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

本集團截至二零零六年三月三十一日止之年結已採納新增／經修訂香港財務報告準則，截至二零零五年三月三十一日止之數字已根據要求重列，於及截至以前每年年末之數字並無作出調整，因重列往年之數字以作比較並不可行。

Ten-Year Financial Summary

十年財務摘要

ASSETS AND LIABILITIES (CONSOLIDATED)

綜合資產負債

		Year ended 31 March 截至三月三十一日止年度									
		2009	2008	2007	2006	2005	2004	2003	2002	2001	2000
		二零零九年	二零零八年	二零零七年	二零零六年	二零零五年	二零零四年	二零零三年	二零零二年	二零零一年	二零零零年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
						(Restated)					
						(重列)					
ASSETS	資產										
Non-current assets	非流動資產	508,778	452,388	318,119	281,445	242,556	260,677	236,549	237,463	285,632	276,352
Current assets	流動資產	1,361,069	1,204,429	1,303,248	1,291,113	1,375,377	722,880	711,911	567,501	424,625	313,015
Total assets	資產總值	1,869,847	1,656,817	1,621,367	1,572,558	1,617,933	983,557	948,460	804,964	710,257	589,367
EQUITY	權益										
Share capital	股本	57,710	57,720	41,228	41,051	40,777	40,076	38,150	37,694	37,374	36,195
Reserves	儲備	640,459	617,697	514,970	485,147	375,154	334,963	326,168	309,709	319,103	302,333
		698,169	675,417	556,198	526,198	415,931	375,039	364,318	347,403	356,477	338,528
Minority interest	少數股東權益	43,026	424	424	424	424	424	424	424	424	424
		741,195	675,841	556,622	526,622	416,355	375,463	364,742	347,827	356,901	338,952
LIABILITIES	負債										
Non-current liabilities	非流動負債	138,509	207,246	104,464	164,478	106,744	75,324	35,972	44,064	37,778	18,231
Current liabilities	流動負債	990,143	773,730	960,281	881,458	1,094,834	532,770	547,746	413,073	315,578	232,184
Total liabilities	負債總值	1,128,652	980,976	1,064,745	1,045,936	1,201,578	608,094	583,718	457,137	353,356	250,415
Total equity and liabilities	權益及負債總值	1,869,847	1,656,817	1,621,367	1,572,558	1,617,933	983,577	948,460	804,964	710,257	589,367

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