KIN YAT HOLDINGS LIMITED
建 溢 集 團 有 限 公 司

(Incorporated in Bermuda with limited liability)
(Stock Code: 638)

Annual Report

09

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CORPORATE INFORMATION

DIRECTORS:

Executive:

Mr. CHENG Chor Kit *(Chairman)*
Mr. FUNG Wah Cheong
Mr. WONG Wai Ming
Mr. WONG Weng Loong

Independent Non-Executive:

Dr. CHUNG Chi Ping, Roy *JP*
Mr. WONG Chi Wai, Albert
Ms. SUN Kwai Yu, Vivian

COMPANY SECRETARY:

Mr. CHAN Ho Man, Daniel

SOLICITORS:

Sidley Austin
Gallant Y.T. Ho & Co.
Li, Wong, Lam & W.I. Cheung

AUDITORS:

Ernst & Young

PRINCIPAL BANKERS:

The Hongkong and Shanghai banking
 Corporation Limited
Hang Seng Bank

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS:

7th Floor
Galaxy Factory Building
25-27 Luk Hop Street
San Po Kong
Kowloon
Hong Kong

REGISTERED OFFICE:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE:

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE:

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

CHAIRMAN'S STATEMENT

The Board of Directors is pleased to report the annual results of Kin Yat Holdings Limited ("the Company") and its subsidiaries (collectively "the Group") for the year ended 31 March 2009.

MANAGEMENT DISCUSSION AND ANALYSIS

Group Results

I am pleased to report a set of stable results for fiscal 2008/09, attesting to the Group's solid foundation based on a strategic spread of research-and-development-focused industrial disciplines. Confronted with a recession which has dampened global consumer demand, the Group was able to sustain relatively stable results, with turnover decreasing only marginally by 4% year-on-year to HK$1,574,220,000 after a 78% increase in turnover in 2007/08 to the record level of HK$1,637,242,000. Our ongoing target continues to be maintaining a high level of sales in order to achieve economies of scale.

Profit attributable to equity holders of the Group was down 24% to HK$89,238,000 (2008: HK$117,268,000), mainly due to an item under other expenses of HK$29,247,000 from the acquisition of the productive assets of Sun Motor Industrial Company Limited (in liquidation) and its related group of companies ("Sun Motor Group"). The Sun Motor Group is engaged in the motor business. Excluding this one-off expenses item, both the gross and net profit margins improved further as a result of continuous enhancements to production efficiency and of higher levels of automation and vertical integration.

At the height of the global economic crisis that is only now beginning to show the first signs of gradually receding, the challenges faced by Mainland-based manufacturers were exacerbated by inflation in wages and other production costs. However, we are confident that our multi-pillar business strategy, together with efforts to incubate new business segments, will continue to generate a healthy revenue mix.

The Mainland government's efforts to step up support for labor-intensive enterprises, when the US financial meltdown struck in 2008, have also brought relief to exporters such as the Group. With strong management to guide our businesses, we will stay alert to signs of ongoing market turbulence in order to navigate the Group through the crisis and secure our medium- and long-term success.

The Group operates three core research-and-development-based industrial disciplines, including an electrical and electronic product unit, which encompasses the development of electronic toys and appliances; an electric micro-motor production unit; and, as a new growth driver, a resources-development operation. In addition, the Group is building on its existing clientele portfolio and production capacity for electronic toys to tap further into the plush-toy arena.

Business Strategy and Portfolio

This multi-pillar business structure helps build management and marketing resilience within the Group. The complementary nature of the businesses mitigates market fluctuations and cyclical setbacks to individual operations to bring an element of stability to overall sales, contributing to a Group moving ahead at an overall steady pace.

CHAIRMAN'S STATEMENT

MANAGEMENT DISCUSSION AND ANALYSIS *(continued)*

Business Strategy and Portfolio *(continued)*

During the reporting year, the electrical and electronic product line contributed 73% (2008: 78%) of turnover to the Group, while the micro-motor division accounted for 20% (2008: 17%) of total turnover. Efforts to develop the feature plush and wooden toys segment have resulted in a sales contribution of 7% (2008: 5%).

These stable income streams have placed the Group in a strong financial position from which to fund investments to capture medium- to long-term growth opportunities. This is particularly advantageous during bad times, which can present opportunities for companies with strong positions and sound preparedness. The Group will thus seek to widen its market foothold, creating new market openings or winning market share amid inevitable industry consolidation.

The management will also continue to draw up and customize business plans to incubate and nurture each individual business segment to maximize its development potential.

Operational Review

Electrical and Electronic Products

This segment consists of an electronic toy development, engineering and manufacturing business and an electrical appliances operation specializing in artificial-intelligence (AI) products.

Thanks to consistent efforts to grow and sharpen the technological edge of the segment while managing existing operations to ride out unprecedented and worldwide disorders, the Group was able to contain the impact of the financial crisis on sales. The electrical and electronic product segment reported a 10% year-on-year decrease in turnover to HK$1,145,893,000 (2008: HK$1,271,597,000), following last year's unprecedented peak in sales.

The performance of the toys line continued to be underpinned by its strategic focus on the movie-and-entertainment sector with tie-ins with the release of major action-hero and other films. The success of these blockbuster movies helped fill the Group's order book during the year.

The focus on movie-related toys also brought higher utilization of facilities and manpower as such products help extend the traditional peak season, for Thanksgiving and Christmas shipments, to virtually all year round. This allows us to fully utilize our capacity and increase manpower productivity.

The electrical-appliances line continued to perform well, driven mainly by the AI appliances, highlighted by the line of vacuum-cleaning robots developed with NASDAQ-listed iRobot Corporation.

MANAGEMENT DISCUSSION AND ANALYSIS *(continued)*

Operational Review *(continued)*

Electrical and Electronic Products *(continued)*

Sales momentum of the vacuum cleaning robot series remains robust, but the division is prepared for a leveling-off in demand as the product moves along the cycle from the initial phenomenal sales bursts to a more mature long-term development phase. The division will continue to invest in technology-driven engineering capabilities to sustain its niche in the appliances sector.

The division will also continue to drive cost savings through constant streamlining of production processes, enhanced equipment and automation, and further vertical integration. At the same time, the Group's compelling vision to uphold premium quality will help it secure development opportunities as the financial meltdown reshapes the market.

As the world charts its way out of a recession with demand recovering at a very slow pace in the year ahead, the division will strive to maintain its resilience whilst staying responsive to market opportunities.

Motors

The micro-motor segment continued to perform its key role of providing a steady income base for the Group. In the year under review, the division delivered external sales of HK$315,677,000 (2008: HK$275,074,000), up 15% as efforts to forge trial orders from non-toy customers began to materialize into more substantial sales orders. Established initially with a toy-focused clientele, the division has made persistent efforts to broaden its customer base to embrace a wider range of end-user sectors, such as automotive, household and personal-care products, as well as office automation and audio-visual equipment.

Business diversification was also helped by the division's acquisition of the productive assets of Sun Motor Group. Sun Motor Group designs and manufactures both standard and custom-designed electric micro-motors. The acquisition of its productive assets has enabled the Group to form a new motor division, which will provide a new avenue for the Group to tap into new customer bases complementing its existing clientele. The new motor division also commands synergistic production capabilities, in particular for AC motors.

The acquisition was completed on 28 February 2009 and, in the initial period of operation, the Group has appropriated substantial resources to smoothen and strengthen the operation of this new motor division, in order to lift it from its operational disarray. As a result, this new motor division remained loss making in fiscal 2008/09, driving down the segmental results to a near break-even level.

MANAGEMENT DISCUSSION AND ANALYSIS *(continued)*

Operational Review *(continued)*

Motors *(continued)*

The acquisition has resulted in a one-off cost of HK$29,247,000 impacting on the Group's profit and loss account during the year.

Management believes that the acquisition will enable the division to expand the depth and breadth of its resources and expertise. As the rise in commodity and production costs, coupled with wage inflation due to a shortage of labor, continue to pose a threat to segment earnings, the ability to constantly hone one's competitive edge becomes the key to resilience. The division pledges to seek continuous efficiency improvements and further cost savings to counter the difficult business environment and sustain the profit margin. These tactics also involve the continued shift of the product mix to higher-margin items to mitigate escalating costs.

The acquisition and initial investments will inevitably have an impact on the segment's short-term results. Management holds the positive view that this new line of business will complement the existing motors operation in terms of clientele and product range, with the distinct potential to be developed into another growth driver yielding attractive returns for the Group.

Resources Development

The resources-development division is the Group's strategic vehicle for seeking long-term growth and returns, and represents a key component of the management's long-standing commitment to business diversification.

Materials Development

The segment was actively engaged in the research and development into more technologically advanced products, such as Indium Tin Oxide ("ITO") target. ITO target is used in the production of transparent electricity conductive glue for liquid-crystal display ("LCD") monitors.

MANAGEMENT DISCUSSION AND ANALYSIS *(continued)*

Operational Review *(continued)*

Resources Development *(continued)*

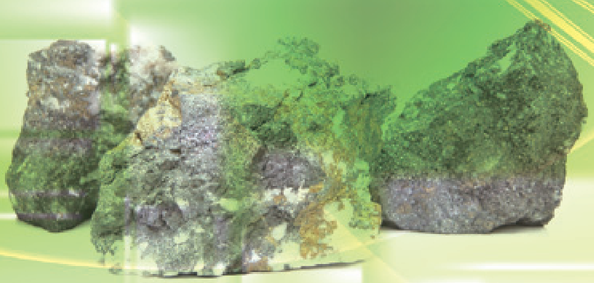
Natural Resources Development

The segment’s upstream development followed the acquisition of a 70% equity interest in Xian Jinshi Mining Company Limited（西安金石礦業有限公司，“Xian Jinshi”）in September 2007. The Group was awarded an exploration licence for a polymetallic ore mine, conferring the right to explore within a mining area of approximately 39.23 square kilometers, containing primarily lead, zinc and gold deposits, in Lantian County, Xian City, Shaanxi Province（陝西省西安市藍田縣）. The mine is located on the western end of Xiao Qin Ling（小秦嶺）Mineral Belt and to the northwest of Jindui Cheng（金堆城）Fault Zone. The license holds a three-year exploration right to the mine ore commencing April 2008, extendable upon expiry. General geological exploration works on the ore mine have led to the discovery of 21 mine veins. From the results of chemical analysis of the ores, the metal content ranges from 5.10% to 13.25% for lead, 2.00% to 8.53% for zinc, and 0.00051% to 0.00141% for gold. Based on the PRC partner’s geological investigation of three of the veins up to mid-2009, total inferred and indicated mineral resources in accordance with the classification for resources/reserves of solid fuels and mineral commodities in the PRC (Standards 333 and 332) amounted to a minimum of 360,000 tonnes.

Based on the positive results of the exploration work, the Group is preparing the necessary documents to apply for an exploitation license. The Group expects to submit the application to the Land and Resources Bureau of Shaanxi Province（陝西省國土資源廳）in September 2009, with approval expected by 2010.

Studies have been undertaken by the Sixth Geological Team of the Shaanxi Provincial Bureau of Geological Minerals Exploration（陝西省地質礦產勘查開發局第六地質隊）, the Group’s PRC partner, which holds 30% of Xian Jinshi. The PRC partner specializes in mineral-related geological studies, drilling, well construction and engineering geology. Formerly based in Jindui Cheng, the team successfully discovered and reported one of the largest molybdenum deposits in the world. The team’s previous works also include a study on the Xiao Qin Ling gold mine in Tongguan County（潼關縣）, laying the foundation for the development of this deposit into China’s third largest gold mine, earning the name of “Huaxia Gold City” for the county. The PRC partner has over 40 years of experience in geological exploration and engineering, as well as over 20 years of experience in minerals development.

Leveraging the PRC partner’s extensive experience and expertise, the Group maintains a positive outlook for the ongoing development of this new upstream business initiative. The Group will also actively pursue other business opportunities in resources mining.



MANAGEMENT DISCUSSION AND ANALYSIS *(continued)*

Operational Review *(continued)*

Feature Plush and Wooden Toys

This segment is a spin-off from the core electronic toys operation and offers a broad range of feature plush, wooden and educational toys. Built on Kin Yat's premise of innovation and quality, the plush toy line has quickly established itself to make inroads into both the conventional toy and movie-and-entertainment sectors.

The Group is now utilizing its expertise in design and engineering, as well as strong manufacturing capabilities, to create a range of safe, high-quality merchandise at price points designed to be competitive across broad channels of trade.

The non-electronic toys segment reported a 28% year-on-year increase in turnover to HK$109,314,000 (2008: HK$85,255,000) during the year.

Outlook

Despite an improved outlook for the world economy as the financial system begins to stabilize and emerging markets such as China help power a revival, the world is still in recession and merely inching towards a recovery. Reduced trade credits and fragile consumer confidence have held back demand in the traditional markets for toys and electrical appliances. Economists forecast that any pick-up will be sluggish. The toys operation will engage in active promotion of its offerings in order to further its penetration into comics, animation and movies-related sectors, as well as to make advances into the PRC's domestic market.

For manufacturers, while overseas buyers are expected to place small orders to replenish their stocks, a more stable external trade environment cannot yet be discerned. Orders for products from our core operations, although currently stable, are expected to be affected during the coming year. Nevertheless we will take steps to maintain a healthy order book amid ongoing difficulties.

Drastic scaling back of inventories by overseas buyers, amid falling consumer demand and an appetite for low-priced products, has also led to downward price pressures observed since the global crisis emerged. These challenges have also been accentuated by inflated operating costs in Mainland China following the enactment of more stringent labor and environmental laws.

In the face of cost inflation, we will continue to tightly control costs through custom-designed production processes and increased automation to enhance efficiency. Supply-chain strengthening is another source of competitive advantage for the Group.

We are therefore dealing with the rough world of business ahead with insight and preparedness. Over the past years of operation, the Group has laid down clear strategies as guidelines to continuously deliver results while investing to secure the future. During the course of development, the Group has built a balanced industrial business portfolio across selected segments, providing steady income streams to support carefully conceived development plans.

We have also persistently invested in research and development to ensure that our team is always on top of the latest market trends. By building up a talent pool and leadership strength, we are able to deliver high-quality services to customers at competitive prices, while operating within the ever more stringent safety and environmental requirements.

MANAGEMENT DISCUSSION AND ANALYSIS *(continued)*

Outlook *(continued)*

New growth drivers are being established through our participation in resources development businesses. With mining exploration proceeding smoothly, the Group is confident of the future success of this diversification initiative.

We now aim to build on the skills and reputation which the Group has established over the past decade, in order to exploit further opportunities as they arise. At a time when risk and uncertainty rule, great caution will be exercised in taking forward our development plans, but we are optimistic that the expertise and commitment of our team will be reflected in positive results in the years ahead.

LIQUIDITY AND FINANCIAL POSITION

The Group primarily used its internally generated cash flow and banking facilities to finance its operations and business development during the year. The Group adopts a prudent and conservative policy in its financial management. At the end of the financial year, the Group's aggregated time deposits and cash and bank balances amounted to HK$179 million (2008: HK$88 million). In addition, the Group currently maintains aggregate composite banking facilities of approximately HK$252 million (2008: HK$271 million) with various banks, of which HK$87 million (2008: HK$37 million) has been utilised as at 31 March 2009.

The Group continues to enjoy healthy financial position. As at 31 March 2009, the current ratio (current assets divided by current liabilities) was 2.8 times (2008: 1.9 times) and the gearing ratio (total interest-bearing bank borrowings divided by total equity) was 10.5% (2008: 4.6%).

EMPLOYEES AND REMUNERATION POLICIES

As at 31 March 2009, the Group employed over 15,000 full-time employees, of which approximately 50 were based in Hong Kong with remainder in China.

The Group remunerates its employees largely in accordance with prevailing industry standards. In Hong Kong, the Group's employee benefits include staff retirement scheme, medical scheme and performance bonus. In China, the Group provides its employees staff welfare and allowances in accordance with prevailing labour law. The Group has also put in place a share option scheme to motivate and reward performing staff. At the discretion of the Board of Directors, the Group's employees will be granted options, the amount of which is determined by performance and rank of individual employees.

APPRECIATION

We take this opportunity to extend our appreciation to shareholders, customers, business partners and suppliers for their continued support and express our sincere thanks to all employees for their commitment and contribution to the Group throughout the year which enable the Group to continue making progress.

Cheng Chor Kit
Chairman

Hong Kong
22 July 2009

REPORT OF THE DIRECTORS

The directors present their report and the audited financial statements of the Company and of the Group for the year ended 31 March 2009.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the subsidiaries during the year consisted of the design, manufacture and sale of electrical and electronic products, motors, feature plush and wooden toys, materials primarily for use in liquid crystal display and mine exploration.

RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 March 2009 and the state of affairs of the Company and of the Group at that date are set out in the financial statements on pages 28 to 94.

An interim dividend of HK4.5 cents per ordinary share was paid to shareholders on 16 January 2009. The directors recommend the payment of a final dividend of HK4 cents per ordinary share in respect of the year to shareholders on the register of members on 24 August 2009. This recommendation has been incorporated in the financial statements as an allocation of retained profits within the equity section of the balance sheet.

SUMMARY FINANCIAL INFORMATION

The following is a summary of the consolidated results, assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements of the Group. This summary does not form part of the audited financial statements.

	Year ended 31 March				
RESULTS	**2009**	2008	2007	2006	2005
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
REVENUE	**1,574,220**	1,637,242	920,944	778,293	737,015
PROFIT BEFORE TAX	**100,818**	135,858	77,601	68,447	36,989
Tax	**(9,766)**	(16,882)	(6,908)	(4,017)	(4,187)
PROFIT FOR THE YEAR	**91,052**	118,976	70,693	64,430	32,802
ATTRIBUTABLE TO:					
Equity holders of the Company	**89,238**	117,268	67,183	59,901	29,746
Minority interests	**1,814**	1,708	3,510	4,529	3,056
	91,052	118,976	70,693	64,430	32,802

SUMMARY FINANCIAL INFORMATION *(continued)*

ASSETS AND LIABILITIES	As at 31 March **2009** ***HK$'000***	2008 *HK$'000*	2007 *HK$'000*	2006 *HK$'000*	2005 *HK$'000*
NON-CURRENT ASSETS	**609,607**	534,882	394,569	338,061	339,182
CURRENT ASSETS	**474,465**	566,908	457,927	357,577	334,883
TOTAL ASSETS	**1,084,072**	1,101,790	852,496	695,638	674,065
CURRENT LIABILITIES	**(170,343)**	(293,367)	(186,600)	(98,016)	(122,725)
NON-CURRENT LIABILITIES	**(85,059)**	(17,599)	(15,901)	(12,672)	(25,151)
TOTAL LIABILITIES	**(255,402)**	(310,966)	(202,501)	(110,688)	(147,876)
NET ASSETS	**828,670**	790,824	649,995	584,950	526,189

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in the property, plant and equipment and the investment properties of the Group are set out in notes 13 and 14 to the financial statements, respectively.

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the share capital and the share options of the Company during the year, together with the reasons therefor, are set out in notes 26 and 27 to the financial statements, respectively.

RESERVES

Details of movements in the reserves of the Company and of the Group during the year are set out in note 28(b) to the financial statements and in the consolidated statement of changes in equity, respectively.

PRE-EMPTIVE RIGHTS

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

REPORT OF THE DIRECTORS

DISTRIBUTABLE RESERVES

As at 31 March 2009, the Company's reserves available for cash distribution and/or distribution in specie, comprising the contributed surplus and retained profits, amounted to HK$191,897,000, of which HK$16,353,000 has been proposed as a final dividend for the year. Under the Companies Act 1981 of Bermuda, the Company's contributed surplus of HK$104,750,000 may be distributed under certain circumstances. In addition, the Company's share premium account with a balance of HK$107,226,000 may be distributed in the form of fully paid bonus shares.

MAJOR CUSTOMERS AND SUPPLIERS

During the year under review, sales to the Group's five largest customers accounted for 79% of the total sales for the year and sales to the largest customer included therein amounted to 43%.

Purchases attributable to the Group's five largest suppliers accounted for less than 30% of the total purchases of the Group for the year.

As far as the directors are aware, neither the directors, their associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules")), nor those shareholders which, to the best knowledge of the directors, own more than 5% of the Company's issued share capital, had any beneficial interest in the Group's major customers and suppliers.

DIRECTORS

The directors of the Company during the year were:

Executive directors

Cheng Chor Kit
Fung Wah Cheong
Wong Wai Ming
Wong Weng Loong

Independent non-executive directors

Chung Chi Ping, Roy
Wong Chi Wai, Albert
Sun Kwai Yu, Vivian

DIRECTORS *(continued)*

In accordance with the Company's bye-laws, Wong Wai Ming, Wong Weng Loong and Chung Chi Ping, Roy, will retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

The directors confirm that the Company has received from each of its independent non-executive directors an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules, and the Company considers the independent non-executive directors to be independent.

DIRECTORS' SERVICE CONTRACTS

Cheng Chor Kit entered into a service contract with the Company commencing from 1 August 2005 without a fixed term but subject to termination by either party giving not less than six months' notice in writing to the other party. Fung Wah Cheong, Wong Weng Loong and Wong Wai Ming entered into service contracts with the Company for terms of three years commencing from 26 August 2008, 4 October 2006 and 1 January 2007, respectively, subject to retirement by rotation and re-election at the annual general meeting in accordance with the bye-laws unless terminated by either party giving not less than six months' notice in writing to the other party, the termination of which should not be later than the end of the three years.

Apart from the foregoing, no director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 March 2009, the interests of the directors and chief executive of the Company in the shares and underlying shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, were as follows:

(A) Shares

Name of director	Long position/ short position	Capacity	Number of ordinary shares held	Approximate percentage of the Company's issued share capital
Cheng Chor Kit	Long position	Founder of a trust	271,246,000 *(Note)*	66.35
Fung Wah Cheong	Long position	Beneficial owner	4,200,000	1.03
Wong Weng Loong	Long Position	Beneficial owner	58,000	0.01
Wong Wai Ming	Long Position	Beneficial owner	40,000	0.01

Note: These shares are held by Resplendent Global Limited ("Resplendent"), a company incorporated in the British Virgin Islands. Padora Global Inc. ("Padora") is the beneficial owner of all the issued share capital of Resplendent. Padora is a company incorporated in the British Virgin Islands and is wholly owned by Polo Asset Holdings Limited, which is ultimately owned by the trustees of a discretionary trust established by Cheng Chor Kit for his family.

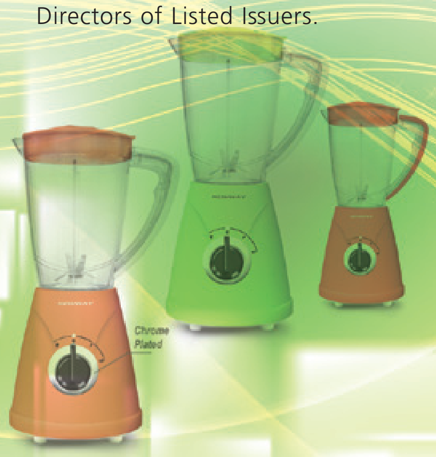
DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES *(continued)*

(B) Underlying shares

Name of director	Long position/ short position	Capacity	No. of underlying shares in respect of share options held and approximate percentage of shareholding	Date of share options granted	Exercise period	Exercise price per share
Cheng Chor Kit	Long position	Beneficial owner	2,000,000 (0.49%)	14/11/2003	14/11/2006 – 13/11/2013	HK$1.592
		Beneficial owner	1,300,000 (0.32%)	4/10/2006	4/10/2009 – 3/10/2016	HK$1.03
		Interest held by spouse	1,200,000 (0.29%)	4/10/2006	4/10/2009 – 3/10/2016	HK$1.03
Fung Wah Cheong	Long position	Beneficial owner	700,000 (0.17%)	4/10/2006	1/8/2007 – 3/10/2016	HK$1.03
		Beneficial owner	2,500,000 (0.61%)	8/10/2007	1/8/2008 – 7/10/2017	HK$2.52
Wong Wai Ming	Long position	Beneficial owner	296,000 (0.07%)	4/10/2006	4/10/2009 – 3/10/2016	HK$1.03
Wong Weng Loong	Long position	Beneficial owner	150,000 (0.04%)	4/10/2006	4/10/2009 – 3/10/2016	HK$1.03
		Beneficial owner	500,000 (0.12%)	14/3/2008	14/3/2009 – 13/3/2018	HK$1.99

The directors' interests in the Company's share options are disclosed in note 27 to the financial statements.

Save as disclosed above, none of the directors and chief executive had registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.



REPORT OF THE DIRECTORS

DIRECTORS' RIGHTS TO ACQUIRE SHARES

Save as disclosed in the share option scheme disclosures in note 27 to the financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares in the Company granted to any directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company, or any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

SHARE OPTION SCHEME

Details of the Company's share option scheme are disclosed in note 27 to the financial statements.

DIRECTORS' INTERESTS IN CONTRACTS

No director had a beneficial interest, either directly or indirectly, in any contract of significance to the business of the Company to which the Company or any of its holding companies, subsidiaries and fellow subsidiaries was a party at the balance sheet date or at any time during the year.

BIOGRAPHICAL DETAILS IN RESPECT OF DIRECTORS

Executive directors

Cheng Chor Kit, aged 57, is the Chairman of the Company. He is the founder of the Group and is responsible for the Group's overall operation and strategic planning. He is also a member of the Company's remuneration committee and nomination committee. He is a member of the Guangdong Provincial Committee of the Chinese People's Political Consultative Congress (中國人民政治協商會議廣東省委員會委員) and a member of the Shaoguan, Guangdong Provincial Committee of the Chinese People's Political Consultative Congress (中國人民政治協商會議廣東省韶關市委員會常務委員). He has over 40 years of experience in the toy industry.

Fung Wah Cheong, aged 53, is the Deputy Chairman of the Company and is responsible for the corporate and business management of the Group. He is also a member of the Company's remuneration committee and nomination committee. He holds a Master of Science degree in Engineering Business Management and has over 20 years of experience in the toy industry. Before he joined the Group in April 2005, he had worked as an engineering director in a sizeable toys manufacturing and distribution company.

Wong Wai Ming, *FCPA, FCCA*, aged 36, is the Finance Director of the Company. He joined the Group in 2001 and is responsible for overseeing all of the finance and accounting matters of the Group. He holds a bachelor degree in business administration from the Chinese University of Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. Prior to joining the Group, he had over 7 years of experience in auditing and accounting in international accounting firms.

BIOGRAPHICAL DETAILS IN RESPECT OF DIRECTORS *(continued)*

Executive directors *(continued)*

Wong Weng Loong, aged 39, is an executive director of the Company. He joined the Group in 1996 and is responsible for the overall production and operation in Shenzhen and Shixing, Shaoguan, the People's Republic of China. He holds a master and a doctor degree in business administration from Wisconsin International University and has more than 17 years' experience in manufacturing industries.

Independent non-executive directors

Dr. Chung Chi Ping, Roy, *JP*, aged 56, has been an independent non-executive director of the Company since January 1997. He is also the Chairman of the Company's remuneration committee and a member of the Company's audit committee and nomination committee. He is the co-founder and Vice Chairman of Techtronic Industries Company Limited. He holds a Master of Science degree in Engineering Business Management from the University of Warwick, United Kingdom. Dr. Chung was awarded an Honorary Doctorate Degree by the University of Newcastle in New South Wales, Australia, in 2006. He was further awarded an Honorary Doctor of Business Administration by the Hong Kong Polytechnic University in 2007. He was also appointed as Justice of Peace by the Hong Kong SAR Government effective on 1 July 2005 and won the Hong Kong Young Industrialists Award in 1997. Dr. Chung is an active member of many government commissions. He is currently the Vice Chairman of the Federation of Hong Kong Industries, the Chairman of Electronics/Electrical Appliances Industry Advisory Committee of the Hong Kong Trade Development Council and the Vice Chairman of The Hong Kong Standard & Testing Centre Limited and the Director of The Hong Kong Safety Institute Limited. He is the Council member of University of Warwick, United Kingdom. He is also the Chairman of the University Court of the Hong Kong Polytechnic University and Council Member of Vocational Training Council.

Wong Chi Wai, Albert, aged 43, has been an independent non-executive director of the Company since September 2004. He is also the Chairman of the Company's nomination committee and a member of the Company's audit committee and remuneration committee. He is a Certified Public Accountant (Practising) in Hong Kong and an associate member of The Institute of Chartered Accountants in England and Wales. He has also been admitted as a barrister of the High Court of Hong Kong since 1998. He has over 21 years of experience in the accountancy profession and he currently is the owner of a certified public accountants firm and an adviser of a law firm. He is also an independent non-executive director and audit committee member of Bonjour Holdings Limited and Arts Optical International Holdings Limited.

REPORT OF THE DIRECTORS

BIOGRAPHICAL DETAILS IN RESPECT OF DIRECTORS *(continued)*

Independent non-executive directors *(continued)*

Sun Kwai Yu, Vivian, aged 47, has been an independent non-executive director of the Company since September 2004. She is also the Chairman of the Company's audit committee and a member of the Company's remuneration committee and nomination committee. She is a fellow member of the Hong Kong Institute of Certified Public Accountants and CPA Australia. She had 19 years experience working in a renowned international accounting firm and she is currently the founder and chief consultant of a consultancy firm.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 March 2009, the following interests of 5% or more of the issued share capital and share options of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Name	Capacity of interest and nature	Number of ordinary shares held	Approximate percentage of the Company's issued share capital	Number of share options held
Cheng Chor Kit	Through a controlled corporation	271,246,000 *(Notes 1, 4)*	66.35	4,500,000 *(Notes 2, 4)*
Hallgain Management Limited ("Hallgain")	Through a controlled corporation	21,168,000 *(Note 3)*	5.18	–

Note 1: These shares were held through Resplendent.

Note 2: Among these share options, 1,200,000 share options were held by the spouse of Cheng Chor Kit.

Note 3: These shares were held by Kingboard Investments Limited ("KIL"). Jamplan (BVI) Limited ("Jamplan") is the beneficial owner of all the issued share capital of KSL while Jamplan is wholly owned by Kingboard Chemical Holdings Limited ("KCHL"), which is owned as to approximately 30.97% of the entire issued share capital of KCHL by Hallgain.

Note 4: This refers to the same shareholding of Cheng Chor Kit mentioned in the section headed "Directors' and chief executive's interests and short positions in shares and underlying shares" above.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES *(continued)*

The details of the share options outstanding during the year are separately disclosed in note 27 to the financial statements.

Save as disclosed above, as at 31 March 2009, no person, other than Cheng Chor Kit, whose interests are set out in the section headed "Directors' and chief executive's interests and short positions in shares and underlying shares" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

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

CONNECTED TRANSACTIONS

Details of the connected transactions of the Group are set out in note 30 to the financial statements.

PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors, the Company has maintained a sufficient public float pursuant to the Listing Rules during the year under review and up to the latest practicable date prior to the issue of this annual report.

AUDITORS

Ernst & Young retire and a resolution for their reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting.

ON BEHALF OF THE BOARD
Cheng Chor Kit
Chairman

Hong Kong
22 July 2009

CORPORATE GOVERNANCE REPORT

In the opinion of the directors, the Company has complied with the code provisions as set out in the Code of Corporate Governance Practices (the "CG Code") contained in Appendix 14 to the Rules Governing the Listing of Securities (the "Listing Rules") of the Stock Exchange of Hong Kong Limited throughout the year ended 31 March 2009 except for the deviation from provision A.2.1 of the CG Code as described in the section "Chairman and Chief Executive Officer" in this Corporate Governance Report.

The Group is committed to maintain a high standard of corporate governance in order to provide transparency and protection of shareholders' interest.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard set out in Appendix 10 of the Listing Rules (the "Model Code"). Having made specific enquiry of the Company's directors, all directors confirmed that they have complied with the required standard set out in the Model Code and the code of conduct regarding securities transactions by directors adopted by the Company throughout the accounting period covered by the annual report.

BOARD OF DIRECTORS

As at 31 March 2009, the board of directors (the "Board") comprised seven directors, including four executive directors and three independent non-executive directors. The biographical details of all directors of the Company are set out in the Report of the Directors under the "Biographical details in respect of Directors" section.

The composition of the Board, by category, is set out below:

Executive directors

Cheng Chor Kit *(Chairman)*
Fung Wah Cheong
Wong Wai Ming
Wong Weng Loong

Independent non-executive directors

Chung Chi Ping, Roy
Wong Chi Wai, Albert
Sun Kwai Yu, Vivian

The Board accepts that it is ultimately accountable and responsible for the performance and affairs of the Company. Although the Board bears overall responsibility for the Company, the management of the Company (including the executive directors) is the custodian and administrator of the day-to-day performance of the Company.

BOARD OF DIRECTORS *(continued)*

The Board has effectively overseen and monitored the activities of the Company and the decisions were made in the best interests of the Company. The Board meetings are held at least four times a year at approximately quarterly interval. During the year, there were four full board meetings. Meeting attendance records of the full board meetings are set out on page 25.

Apart from the above regular board meetings of the year, the Board will meet on other occasions when a board-level decision on a particular matter is required. The directors receive details of agenda items for decision and minutes of committee meetings in advance of each board meeting. The Board has reserved for its decision or consideration matters covering corporate strategy, annual and interim results, directors' appointment, succession planning, risk management, major acquisitions, disposals and capital transactions, and other significant operational and financial matters. Major corporate matters that are specifically delegated by the Board to the management include the preparation of annual and interim accounts for board approval before public reporting, execution of business strategies and initiatives adopted by the Board, implementation of adequate systems of internal controls and risk management procedures, and compliance with relevant statutory requirements and rules and regulations.

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

The directors also confirm that there is no connection amongst the directors that should be disclosed relating to finance, business, relation or other significant events or relevant matters.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under the code provision A.2.1, the role of chairman and chief executive officer ("CEO") shall be separated and should not be performed by the same individual. The division of responsibilities between the chairman and CEO should be clearly established and set out in writing.

The roles of the chairman and the CEO of the Company are not separated and performed by the same individual, Cheng Chor Kit. The balance of power and authority is ensured by the operations of the Board which comprises experienced and high caliber individuals who meets regularly to discuss issue affecting operations of the Company. The Board believes that this structure is conductive to strong and consistent leadership, enabling the Company to make and implement decisions promptly and efficiently.

NON-EXECUTIVE DIRECTORS' TERM OF OFFICE

The non-executive directors of the Company have been appointed for specific terms which are subject to retirement by rotation and re-election at the annual general meeting in accordance with the bye-laws unless terminated by either party giving not less than three months' notice in writing to the other party.

CORPORATE GOVERNANCE REPORT

REMUNERATION COMMITTEE

The remuneration committee was established with a particular responsibility to review the Company's remuneration policy for directors and members of the senior management. The remuneration committee currently comprises Chung Chi Ping, Roy (Chairman of the committee), Wong Chi Wai, Albert and Sun Kwai Yu, Vivian, the non-executive directors of the Company, and Cheng Chor Kit and Fung Wah Cheong, the two executive directors of the Company.

The directors' fees are subject to shareholders' approval at general meetings. Emoluments are determined by the remuneration committee with reference to the employee's duties, responsibilities and performance and the results of the Group. Subject to the Group's profitability, the Group may also provide a discretionary bonus to its employees as an incentive for their contribution to the Group. The primary goal of the remuneration policy with regard to the remuneration packages of the Company's executive directors is to enable the Company to retain and motivate executive directors by linking their compensation with performance as measured against corporate objectives achieved.

The remuneration committee held two meetings during the year. During the meetings, the remuneration committee reviewed the remuneration packages of all directors. Meeting attendance records of the remuneration committee are set out on page 25.

Information relating to the remuneration of each director for the year is set out in note 8 to the financial statements.

NOMINATION COMMITTEE

The Nomination Committee was established with specific terms of reference. The nomination committee currently comprises Wong Chi Wai, Albert (Chairman of the committee), Chung Chi Ping, Roy and Sun Kwai Yu, Vivian, the non-executive directors of the Company, and Cheng Chor Kit and Fung Wah Cheong, the two executive directors of the Company. The nomination committee meets at least once each year. The nomination committee is responsible for recommending to the Board all new appointments of directors.

The nomination committee considers the past performance and qualification of the candidates for directors, general market conditions and the Company's bye-laws in selecting and recommending candidates for directorship during the year under review.

During the year, the nomination committee held one meeting. During the meeting, the nomination committee discussed the nomination of executive directors and reviewed the structure, size and composition including the skills, knowledge and experience of the Board and concluded that the current Board comprised a sufficient number of directors with the sound knowledge and experience for the operation and development of the Group. Meeting attendance records of the nomination committee are set out on page 25.

AUDITORS' REMUNERATION

During the year, the fees payable to Ernst & Young, the Company's external auditors, for audit services and taxation service totalled to HK$1,810,000 (2008: HK$1,480,000) and HK$213,000 (2008: HK$187,000), respectively.

AUDIT COMMITTEE

The Company has an audit committee with terms of reference revised to align with the provisions of the CG Code as set out in Appendix 14 of the Listing Rules for the purpose of reviewing and providing supervision over the Group's financial reporting process and internal controls.

As at the date of this report, the audit committee comprised Sun Kwai Yu, Vivian (Chairman of the committee), Chung Chi Ping, Roy and Wong Chi Wai, Albert, the three independent non-executive directors, and the Chairman of the audit committee has the required appropriate professional financial qualifications and experience.

During the year, the audit committee reviewed with the management the accounting principles and practices adopted by the Group and discussed auditing, internal control and financial reporting matters, including the review of the annual report for the year ended 31 March 2009 and the interim report for the six months ended 30 September 2008.

The audit committee held three meetings during the year. Meeting attendance records of the audit committee are set out on page 25.

FINANCIAL REPORTING

The directors acknowledge their responsibility to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Group.

As at 31 March 2009, the directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern. Accordingly, the directors have prepared the financial statements of the Group on a going concern basis.

The responsibilities of the external auditors with respect to financial reporting are set out in the Independent Auditors Report on pages 26 to 27.

CORPORATE GOVERNANCE REPORT

INTERNAL CONTROLS

The Board has the overall responsibilities of maintaining a sound and effective internal control system for the Group. The Group's system of internal control includes a defined management structure with limits of authority. The system is designed to help the Group achieve business objectives, safeguard assets against unauthorised use, ensure the maintenance of proper accounting records for the provision of reliable financial information, and ensure the compliance with relevant legislation and regulations. The system is designed to manage risks of failure in operational systems and foster achievement of corporate objectives.

During the year, the Group had appointed an independent firm of certified public accountants to conduct a review on the effectiveness of the major cycles of the Group's system of internal control. Such review covered all material controls, including financial, operational and compliance controls and risk management functions and it did not reveal any significant defects.

The aforesaid is an ongoing process for identifying, evaluating and managing of significant business, financial, compliance and operational risks specific to the Group. Relevant recommendations made by the independent firm of certified public accountants who performed the review at least annually would be implemented, if appropriate, as soon as possible, by the Group to further enhance its internal control policies, procedures and practices.

The Board has also reviewed the resources, qualifications and experience of staff of the Group's accounting and financial reporting function, and their training programmes and budget during the year ended 31 March 2009, and considered them to be adequate.

COMMUNICATION WITH SHAREHOLDERS

The Board makes its endeavour to maintain an ongoing and transparent communication with all shareholders and, in particular, use general meetings to communicate with shareholders and encourage their participation. The Company also uses various other means of communication with its shareholders, such as publication of annual and interim reports, press announcement, circulars and the Company's website: http://www.kinyat.com.hk.

DIRECTORS'/COMMITTEE MEMBERS' ATTENDANCE IN 2008/2009

	Meetings attended/Eligible to attend			
Name of director	**Full Board**	**Audit Committee**	**Remuneration Committee**	**Nomination Committee**
Executive directors				
Cheng Chor Kit *(Chairman)*	4/4	N/A	2/2	1/1
Fung Wah Cheong	4/4	N/A	2/2	1/1
Wong Wai Ming	4/4	N/A	N/A	N/A
Wong Weng Loong	4/4	N/A	N/A	N/A
Independent Non-executive directors				
Chung Chi Ping, Roy (Chairman of the remuneration committee)	4/4	3/3	2/2	1/1
Wong Chi Wai, Albert (Chairman of the nomination committee)	3/4	3/3	1/2	1/1
Sun Kwai Yu, Vivian (Chairman of the audit committee)	4/4	3/3	2/2	1/1

INDEPENDENT AUDITORS' REPORT

ERNST & YOUNG
安 永

To the shareholders of Kin Yat Holdings Limited
(Incorporated in Bermuda with limited liability)

We have audited the financial statements of Kin Yat Holdings Limited set out on pages 28 to 94, 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 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.

AUDITORS' RESPONSIBILITY

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, 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 auditors consider 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 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.

Ernst & Young
Certified Public Accountants
18th Floor, Two International Finance Centre
8 Finance Street, Central
Hong Kong

22 July 2009

CONSOLIDATED INCOME STATEMENT

Year ended 31 March 2009

	Notes	2009 HK$'000	2008 HK$'000
REVENUE	*5*	**1,574,220**	1,637,242
Cost of sales		**(1,309,528)**	(1,394,370)
Gross profit		**264,692**	242,872
Other income and gains, net	*5*	**12,668**	20,970
Selling and distribution expenses		**(40,344)**	(36,092)
Administrative expenses		**(105,028)**	(90,060)
Other expenses	*7*	**(29,247)**	–
Finance costs	*6*	**(1,790)**	(876)
Share of profits and losses of associates		**(133)**	(956)
PROFIT BEFORE TAX	*7*	**100,818**	135,858
Tax	*9*	**(9,766)**	(16,882)
PROFIT FOR THE YEAR		**91,052**	118,976
Attributable to:			
Equity holders of the Company	*10*	**89,238**	117,268
Minority interests		**1,814**	1,708
		91,052	118,976
DIVIDENDS	*11*		
Interim		**18,397**	18,397
Proposed final		**16,353**	22,485
		34,750	40,882
EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY	*12*		
Basic		**HK21.83 cents**	HK28.71 cents
Diluted		**HK21.82 cents**	HK28.66 cents

CONSOLIDATED BALANCE SHEET

31 March 2009

	Notes	2009 HK$'000	2008 HK$'000
NON-CURRENT ASSETS			
Property, plant and equipment	13	**553,679**	482,164
Investment properties	14	**36,591**	35,227
Prepaid land lease payments	15	**14,286**	14,715
Goodwill	16	**4,650**	4,650
Interests in associates	18	**(7,028)**	(9,604)
Deferred development costs	19	**7,429**	7,730
Total non-current assets		**609,607**	534,882
CURRENT ASSETS			
Inventories	20	**154,842**	266,145
Accounts receivable	21	**120,866**	177,280
Prepayments, deposits and other receivables		**19,594**	21,934
Derivative financial instruments	22	**–**	4,784
Deposits with non-bank financial institutions		**–**	8,546
Time deposits		**50,131**	30,720
Cash and bank balances		**129,032**	57,499
Total current assets		**474,465**	566,908
CURRENT LIABILITIES			
Accounts and bills payable, accrued liabilities and other payables	23	**146,585**	240,599
Derivative financial instruments	22	**798**	–
Interest-bearing bank borrowings	24	**14,583**	36,533
Tax payable		**8,377**	16,235
Total current liabilities		**170,343**	293,367
NET CURRENT ASSETS		**304,122**	273,541
TOTAL ASSETS LESS CURRENT LIABILITIES		**913,729**	808,423
NON-CURRENT LIABILITIES			
Interest-bearing bank borrowings	24	**72,361**	–
Deferred tax liabilities	25	**12,698**	17,599
Total non-current liabilities		**85,059**	17,599
NET ASSETS		**828,670**	790,824

CONSOLIDATED BALANCE SHEET (continued)

31 March 2009

	Notes	2009 HK$'000	2008 HK$'000
EQUITY			
Equity attributable to equity holders of the Company			
Issued share capital	*26*	**40,882**	40,882
Reserves	*28(a)*	**752,063**	707,282
Proposed final dividend	*11*	**16,353**	22,485
		809,298	770,649
Minority interests		**19,372**	20,175
TOTAL EQUITY		**828,670**	790,824

Cheng Chor Kit
Director

Fung Wah Cheong
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 March 2009

	Attributable to equity holders of the Company										
		Reserves									
	Issued share capital HK$'000	Share premium account HK$'000	Share option reserve HK$'000	Asset revaluation reserve HK$'000	Exchange fluctuation reserve HK$'000	Contributed surplus HK$'000	Retained profits HK$'000	Total reserves HK$'000	Proposed final dividend HK$'000	Minority interests HK$'000	Total equity HK$'000
At 1 April 2007	40,740	105,619	4,396	20,655	14,661	6,150	418,612	570,093	20,396	18,766	649,995
Revaluation surplus, net	–	–	–	9,248	–	–	–	9,248	–	–	9,248
Revaluation surplus shared by minority shareholders	–	–	–	(86)	–	–	–	(86)	–	86	–
Exchange realignment	–	–	–	–	50,660	–	–	50,660	–	1,564	52,224
Total income and expense for the year recognised directly in equity	–	–	–	9,162	50,660	–	–	59,822	–	1,650	61,472
Profit for the year	–	–	–	–	–	–	117,268	117,268	–	1,708	118,976
Total income and expense for the year	–	–	–	9,162	50,660	–	117,268	177,090	–	3,358	180,448
Acquisition of subsidiaries *(note 29)*	–	–	–	–	–	–	–	–	–	51	51
Dividends paid to minority shareholders	–	–	–	–	–	–	–	–	–	(2,000)	(2,000)
Final 2007 dividend declared	–	–	–	–	–	–	–	–	(20,396)	–	(20,396)
Deferred tax debited to revaluation reserve *(note 25)*	–	–	–	(2,253)	–	–	–	(2,253)	–	–	(2,253)
Equity-settled share option expense *(note 27)*	–	–	1,627	–	–	–	–	1,627	–	–	1,627
Issue of shares *(note 26)*	142	1,607	–	–	–	–	–	1,607	–	–	1,749
Interim 2008 dividend paid *(note 11)*	–	–	–	–	–	–	(18,397)	(18,397)	–	–	(18,397)
Proposed 2008 final dividend *(note 11)*	–	–	–	–	–	–	(22,485)	(22,485)	22,485	–	–
At 31 March 2008	40,882	107,226	6,023	27,564	65,321	6,150	494,998	707,282	22,485	20,175	790,824
At 1 April 2008	40,882	107,226	6,023	27,564	65,321	6,150	494,998	707,282	22,485	20,175	790,824
Revaluation deficit, net *(note 13)*	–	–	–	(2,411)	–	–	–	(2,411)	–	–	(2,411)
Revaluation deficit shared by minority shareholders	–	–	–	86	–	–	–	86	–	(86)	–
Exchange realignment	–	–	–	–	(9,458)	–	–	(9,458)	–	(531)	(9,989)
Total income and expense for the year recognised directly in equity	–	–	–	(2,325)	(9,458)	–	–	(11,783)	–	(617)	(12,400)
Realisation of exchange fluctuation reserve upon deregistration of a subsidiary *(note 7)*	–	–	–	–	(604)	–	–	(604)	–	–	(604)
Profit for the year	–	–	–	–	–	–	89,238	89,238	–	1,814	91,052
Total income and expense for the year	–	–	–	(2,325)	(10,062)	–	89,238	76,851	–	1,197	78,048
Dividends paid to minority shareholders	–	–	–	–	–	–	–	–	–	(2,000)	(2,000)
Final 2008 dividend declared	–	–	–	–	–	–	–	–	(22,485)	–	(22,485)
Deferred tax credited to revaluation reserve *(note 25)*	–	–	–	454	–	–	–	454	–	–	454
Equity-settled share option expense *(note 27)*	–	–	2,226	–	–	–	–	2,226	–	–	2,226
Interim 2009 dividend paid *(note 11)*	–	–	–	–	–	–	(18,397)	(18,397)	–	–	(18,397)
Proposed 2009 final dividend *(note 11)*	–	–	–	–	–	–	(16,353)	(16,353)	16,353	–	–
At 31 March 2009	**40,882**	**107,226**	**8,249**	**25,693**	**55,259**	**6,150**	**549,486**	**752,063**	**16,353**	**19,372**	**828,670**

CONSOLIDATED CASH FLOW STATEMENT

Year ended 31 March 2009

	Notes	2009 HK$'000	2008 HK$'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		**100,818**	135,858
Adjustments for:			
Finance costs	6	**1,790**	876
Share of profits and losses of associates		**133**	956
Bank interest income	7	**(1,531)**	(2,970)
Depreciation	7	**57,322**	48,838
Amortisation of prepaid land lease payments	7	**353**	277
Gain on deregistration of a subsidiary	7	**(604)**	–
Loss on disposal/write-off of items of property, plant and equipment, net	7	**331**	1,285
Amortisation of deferred development costs	7	**7,599**	7,193
Equity-settled share option expense	7	**2,226**	1,627
Impairment of accounts receivable	7	**2,652**	1,279
Impairment of goodwill	7	**–**	751
Deficit/(surplus) on revaluation of leasehold land and buildings and investment properties, net	7	**1,043**	(4,398)
Fair value loss/(gain) on derivative financial instruments, net	7	**5,582**	(4,784)
		177,714	186,788
Decrease/(increase) in inventories		**111,303**	(79,841)
Decrease/(increase) in accounts receivable		**53,762**	(82,591)
Decrease in prepayments, deposits and other receivables		**2,416**	3,141
Increase in amounts due from associates		**(2,709)**	(4,512)
Decrease in amounts due to associates		**–**	(45)
Increase/(decrease) in accounts and bills payable, accrued liabilities and other payables		**(94,014)**	82,737
Cash generated from operations		**248,472**	105,677
Interest received		**1,531**	2,970
Interest paid		**(1,790)**	(876)
Hong Kong profits tax paid		**(21,765)**	(9,300)
Overseas income taxes paid		**(306)**	(75)
Dividends paid		**(40,882)**	(38,793)
Dividends paid to minority shareholders		**(2,000)**	(2,000)
Net cash inflow from operating activities		**183,260**	57,603

CONSOLIDATED CASH FLOW STATEMENT (continued)

Year ended 31 March 2009

	Notes	2009 HK$'000	2008 HK$'000
Net cash inflow from operating activities		**183,260**	57,603
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of items of property, plant and equipment	13	**(146,242)**	(128,579)
Addition to prepaid land lease payments	15	**–**	(133)
Additions to deferred development costs	19	**(7,298)**	(7,550)
Proceeds from disposal of items of property, plant and equipment		**589**	211
Acquisition of subsidiaries and a shareholder's loan	29	**–**	1,025
Net cash outflow from investing activities		**(152,951)**	(135,026)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of new shares	26	**–**	1,749
New bank loans		**151,000**	27,099
Repayment of bank loans		**(100,589)**	(13,408)
Net cash inflow from financing activities		**50,411**	15,440
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		**80,720**	(61,983)
Cash and cash equivalents at beginning of year		**96,765**	150,672
Effect of foreign exchange rate changes, net		**1,678**	8,076
CASH AND CASH EQUIVALENTS AT END OF YEAR		**179,163**	96,765
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances		**129,032**	57,499
Deposits with non-bank financial institutions		**–**	8,546
Non-pledged time deposits with original maturity of three months or less when acquired		**50,131**	30,720
		179,163	96,765

BALANCE SHEET

31 March 2009

	Notes	2009 HK$'000	2008 HK$'000
NON-CURRENT ASSETS			
Interests in subsidiaries	17	**338,881**	278,978
CURRENT ASSETS			
Bank balances		**976**	52
Prepayment		**2**	5
Dividends receivable		**90,000**	20,000
Total current assets		**90,978**	20,057
CURRENT LIABILITIES			
Other payables		**1,605**	1,112
Interest-bearing bank borrowings	24	**11,250**	–
Total current liabilities		**12,855**	1,112
NET CURRENT ASSETS		**78,123**	18,945
TOTAL ASSETS LESS CURRENT LIABILITIES		**417,004**	297,923
NON-CURRENT LIABILITIES			
Interest-bearing bank borrowings	24	**68,750**	–
NET ASSETS		**348,254**	297,923
EQUITY			
Issued share capital	26	**40,882**	40,882
Reserves	28(b)	**291,019**	234,556
Proposed final dividend	11	**16,353**	22,485
TOTAL EQUITY		**348,254**	297,923

Cheng Chor Kit
Director

Fung Wah Cheong
Director

NOTES TO FINANCIAL STATEMENTS

31 March 2009

1. CORPORATE INFORMATION

Kin Yat Holdings Limited is a limited liability company incorporated in Bermuda. The registered office of the Company is located at 7th Floor, Galaxy Factory Building, 25-27 Luk Hop Street, San Po Kong, Kowloon, Hong Kong.

The principal activity of the Company is investment holding. The Group was principally involved in the design, manufacture and sale of electrical and electronic products, motors, feature plush and wooden toys, materials primarily for use in liquid crystal display and mine exploration.

The Company is a subsidiary of Resplendent Global Limited, a company incorporated in the British Virgin Islands. The directors consider Padora Global Inc., a company also incorporated in the British Virgin Islands, to be the ultimate holding company of the Company.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for leasehold land and buildings, investment properties and derivative financial instruments, which have been measured at fair value. These financial statements are presented in Hong Kong dollars ("HK$") and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 March 2009. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All significant income, expenses and unrealised gains and losses resulting from intercompany transactions and intercompany balances within the Group are eliminated on consolidation.

The acquisition of a subsidiary has been accounted for using the purchase method of accounting. This method involves allocating the cost of the business combinations to the fair value of the identifiable assets acquired, and liabilities and contingent liabilities assumed at the date of acquisition. The cost of the acquisition is measured at the aggregate of the fair value of assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition.

Minority interests represent the interests of outside shareholders not held by the Group in the results and net assets of the Company's subsidiaries.

2.2 IMPACT OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

The Group has adopted the following new interpretations and amendments to HKFRSs for the first time for the current year's financial statements. The adoption of these new interpretations and amendments has had no significant effect on these financial statements.

HKAS 39 and HKFRS 7 Amendments	Amendments to HKAS 39 *Financial Instruments: Recognition and Measurement and* HKFRS 7 *Financial Instruments: Disclosures-Reclassification of Financial Assets*
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*

In addition, the Group has early adopted HKFRS 8 *Operating Segments* with effect from 1 April 2008. HKFRS 8 replaces HKAS 14 *Segment Reporting*, and specifies how an entity should report information about its operating segments, based on information about the components of the entity that is available to the chief operating decision maker for the purposes of allocating resources to the segments and assessing their performance. The standard also requires the disclosure of information about the products and services provided by the segments, the geographical areas in which the Group operates, and revenue from the Group's major customers. Additional disclosures about each of these segments are shown in note 4, including revised comparative information. Adoption of this standard did not have any effect on the financial position or performance of the Group.

2.3 IMPACT OF ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

Except for the early adoption of HKFRS 8, the Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

HKFRS 1 and HKAS 27 Amendments	Amendments to HKFRS 1 *First-time Adoption of HKFRSs and* HKAS 27 *Consolidated and Separate Financial Statements-Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate*[1]
HKFRS 1 (Revised)	*First-time Adoption of Hong Kong Financial Reporting Standard*[2]
HKFRS 2 Amendments	Amendments to HKFRS 2 *Share-based Payment-Vesting Conditions and Cancellations*[1]
HKFRS 3 (Revised)	*Business Combinations*[2]
HKFRS 7 Amendments	Amendments to HKFRS 7 *Financial Instruments: Disclosures-Improving Disclosures about Financial Instruments*[1]
HKAS 1 (Revised)	*Presentation of Financial Statements*[1]
HKAS 23 (Revised)	*Borrowing Costs*[1]
HKAS 27 (Revised)	*Consolidated and Separate Financial Statements*[2]
HKAS 32 and HKAS 1 Amendments	Amendments to HKAS 32 *Financial Instruments: Presentation and* HKAS 1 *Presentation of Financial Statements-Puttable Financial Instruments and Obligations Arising on Liquidation*[1]
HKAS 39 Amendment	Amendment to HKAS 39 *Financial Instruments: Recognition and Measurement-Eligible Hedged Items*[2]
HK(IFRIC)-Int 9 and HKAS 39 Amendments	Amendments to HK(IFRIC)-Int 9 *Reassessment of Embedded Derivatives and* HKAS 39 *Financial Instruments: Recognition and Measurement-Embedded Derivatives*[1]
HK(IFRIC)-Int 13	*Customer Loyalty Programmes*[1]
HK(IFRIC)-Int 15	*Agreements for the Construction of Real Estate*[1]
HK(IFRIC)-Int 16	*Hedges of a Net Investment in a Foreign Operation*[1]
HK(IFRIC)-Int 17	*Distributions of Non-cash Assets to Owners*[2]
HK(IFRIC)-Int 18	*Transfers of Assets from Customers*[3]

Apart from the above, the HKICPA has also issued Improvements to HKFRSs* which sets out amendments to a number of HKFRSs primarily with a view to removing inconsistencies and clarifying wording. Except for the amendment to HKFRS 5 which is effective for the Group's accounting period on 1 April 2010, the amendments are effective for the Group's accounting period beginning on 1 April 2009 although there are separate transitional provisions for each standard.

1 *Effective for accounting period beginning on 1 April 2009*
2 *Effective for accounting period beginning on 1 April 2010*
3 *Effective for transfers of assets from customers received on or after 1 July 2009*
* *Improvements to HKFRSs contains amendments to HKFRS 5, HKFRS 7, HKAS 1, HKAS 8, HKAS 10, HKAS 16, HKAS 18, HKAS 19, HKAS 20, HKAS 23, HKAS 27, HKAS 28, HKAS 29, HKAS 31, HKAS 34, HKAS 36, HKAS 38, HKAS 39, HKAS 40 and HKAS 41.*

2.3 IMPACT OF ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS *(continued)*

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application. So far, it has concluded that while the adoption of HKAS 1 (Revised) may result in new or amended disclosures, these new and revised HKFRSs are unlikely to have a significant impact on the Group's results of operations and financial position.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Subsidiaries

A subsidiary is an entity whose financial and operating policies the Company controls, directly or indirectly, so as to obtain benefits from its activities.

The results of subsidiaries are included in the Company's income statement to the extent of dividends received and receivable. The Company's interests in subsidiaries are stated at cost less any impairment losses.

Joint ventures

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

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

A joint venture is treated as:

(a) a subsidiary, if the Group has unilateral control, directly or indirectly, over the joint venture;

(b) a jointly-controlled entity, if the Group does not have unilateral control, but has joint control, directly or indirectly, over the joint venture;

(c) an associate, if the Group does not have unilateral or joint control, but holds, directly or indirectly, generally not less than 20% of the joint venture's registered capital and is in a position to exercise significant influence over the joint venture; and

(d) an equity investment accounted for in accordance with HKAS 39, if the Group holds, directly or indirectly, less than 20% of the joint venture's registered capital and has neither joint control of, nor is in a position to exercise significant influence over, the joint venture.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Associates

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

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

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

Goodwill

Goodwill arising on acquisition of subsidiaries and associates represents the excess of the cost of the business combination over the Group's interest in the net fair value of the acquirees' identifiable assets acquired, and liabilities and contingent liabilities assumed as at the date of acquisition.

Goodwill arising on acquisition is recognised in the consolidated balance sheet as an asset, initially measured at cost less any accumulated impairment losses. In the case of associates, goodwill is included in the carrying amount thereof, rather than as a separately identified asset on the consolidated balance sheet.

The carrying amount of goodwill is reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Goodwill *(continued)*

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

Excess over the cost of business combinations

Any excess of the Group's interest in the net fair value of the acquirees' identifiable assets, liabilities and contingent liabilities over the cost of acquisition of subsidiaries and associates, after reassessment (previously referred to as negative goodwill), is recognised immediately in the income statement.

The excess for associates is included in the Group's share of the associates' profits or losses in the period in which the investments are acquired.

Impairment of non-financial assets other than goodwill

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost or valuation less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment, and where the cost of the item can be measured reliably, the expenditure is capitalised as an additional cost of that asset or as a replacement.

Valuations are performed frequently enough to ensure that the fair value of a revalued asset does not differ materially from its carrying amount. Changes in the values of property, plant and equipment are dealt with as movements in the asset revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on an individual asset basis, the excess of the deficit is charged to the income statement. Any subsequent revaluation surplus is credited to the income statement to the extent of the deficit previously charged. On disposal of a revalued asset, the relevant portion of the asset revaluation reserve realised in respect of previous valuations is transferred to retained profits as a movement in reserves.

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

Medium term leasehold land and buildings in Hong Kong	Over the shorter of the remaining lease terms and 4%
Medium term buildings outside Hong Kong	Over the remaining lease terms
Moulds, tools, and plant and machinery	10% to 20%
Furniture, equipment and motor vehicles	10% to 25%

Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation of that item is allocated on a reasonable basis among the parts and each part is depreciated separately.

Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each balance sheet date.

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Property, plant and equipment and depreciation *(continued)*

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

Investment properties

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

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

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

If the property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment and depreciation" up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with the policy stated under "Property, plant and equipment and depreciation" above.

Intangible assets (other than goodwill)

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each balance sheet date.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Intangible assets (other than goodwill) *(continued)*

Research and development costs

All research costs are charged to the income statement as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Deferred development costs are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products not exceeding five years, commencing from the date when the products are put into commercial production.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less further costs expected to be incurred to completion and disposal.

Leases

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

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Investments and other financial assets

Financial assets in the scope of HKAS 39 are classified as either financial assets at fair value through profit or loss, or loans and receivables, as appropriate. When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transaction costs.

The Group assesses whether a contract contains an embedded derivative when the Group first becomes a party to it and assesses whether an embedded derivative is required to be separated from the host contract when the analysis shows that the economic characteristics and risks of the embedded derivative are not closely related to those of the host contract. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required under the contract.

The Group determines the classification of its financial assets after initial recognition and, where allowed and appropriate, re-evaluates this designation at the balance sheet date.

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

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on investments held for trading are recognised in the income statement. The net fair value gain or loss recognised in the income statement does not include any dividends on these financial assets, which are recognised in accordance with the policy set out for "Revenue recognition" below.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are subsequently carried at amortised cost using the effective interest method less any allowance for impairment. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction costs. Gains and losses are recognised in the income statement when the loans and receivables are derecognised or impaired, as well as through the amortisation process.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Investments and other financial assets *(continued)*

Fair value

The fair value of investments that are actively traded in organised financial markets is determined by reference to quoted market bid prices at the close of business at the balance sheet date. For investments where there is no active market, fair value is determined using valuation techniques. Such techniques include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; and a discounted cash flow analysis.

Impairment of financial assets

The Group assesses at each balance sheet date whether there is any objective evidence that a financial asset or group of financial assets is impaired.

Assets carried at amortised cost

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). The carrying amount of the asset is reduced either directly or through the use of an allowance account. The amount of the impairment loss is recognised in the income statement. Loans and receivables together with any associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed by adjusting the allowance account. Any subsequent reversal of an impairment loss is recognised in the income statement, to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date.

In relation to trade and other receivables, a provision for impairment is made when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor and significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor) that the Group will not be able to collect all of the amounts due under the original terms of an invoice. The carrying amount of the receivables is reduced through the use of an allowance account. Impaired debts are derecognised when they are assessed as uncollectible.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Derecognition of financial assets

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

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

Where the Group has transferred its rights to receive cash flows from an asset and has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Financial liabilities at amortised cost (including interest-bearing bank borrowings)

Financial liabilities including accounts and other payables and interest-bearing bank borrowings are initially stated at fair value less directly attributable transaction costs and are subsequently measured at amortised cost, using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost. The related interest expense is recognised within "Finance costs" in the income statement.

Gains and losses are recognised in the income statement when the liabilities are derecognised as well as through the amortisation process.

Derecognition of financial liabilities

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Derivative financial instruments

The Group uses derivative financial instruments such as forward currency contracts to hedge its risks associated with foreign currency fluctuations. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value on derivatives that do not qualify for hedge accounting are taken directly to the income statement.

The fair value of forward currency contracts is calculated by reference to current forward exchange rates for contracts with similar maturity profiles.

Income tax

Income tax comprises current and deferred tax. Income tax is recognised in the income statement or in equity if it relates to items that are recognised in the same or a different period directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities.

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

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

- where the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in subsidiaries and associates, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Income tax *(continued)*

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

- where the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability and, at the time of the transaction that is not a business combination and at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Conversely, previously unrecognised deferred tax assets are reassessed at each balance sheet date and are recognised to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

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

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

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions are initially recorded using the functional currency rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rates of exchange ruling at the balance sheet date. All differences are taken to the income statement. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Foreign currencies *(continued)*

The functional currencies of certain overseas subsidiaries and associates are currencies other than the Hong Kong dollar. As at the balance sheet date, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates ruling at the balance sheet date and their income statements are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are included in the exchange fluctuation reserve. On disposal of a foreign entity, the deferred cumulative amount recognised in equity relating to that particular foreign operation is recognised in the income statement.

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

Borrowings costs

Borrowing costs are expensed as incurred.

Employee benefits

Share-based payment transactions

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

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by directors and an external valuer using a binomial model. In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of the Company ("market conditions"), if applicable.

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Employee benefits *(continued)*

Share-based payment transactions *(continued)*

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

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

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

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

The Group has adopted the transitional provisions of HKFRS 2 in respect of equity-settled awards and has applied HKFRS 2 only to equity-settled awards granted after 7 November 2002 that had not vested by 1 April 2005 and to those granted on or after 1 April 2005.

Retirement benefit schemes

The Group continues to operate a defined contribution scheme (the "Pension Scheme") for its employees, the assets of which are held separately from those of the Group in an independently administered fund. Contributions are made based on a percentage of the eligible employees' salaries and are charged to the income statement as they become payable in accordance with the rules of the Pension Scheme. When an employee leaves the Pension Scheme before his/her interest in the employer contributions vests fully, the ongoing contributions payable by the Group may be reduced by the relevant amount of forfeited contributions.

Apart from the Pension Scheme, the Group has also joined the Mandatory Provident Fund (the "MPF"). Contributions to the MPF are made based on rates applicable to the respective employees' relevant income from the Group and are charged to the income statement as they become payable in accordance with government regulations. The Group's mandatory contributions are fully and immediately vested in favour of the employees.

Certain employees of the Group's subsidiaries in the People's of Republic China (the "PRC") are members of the state-sponsored retirement scheme (the "Retirement Scheme") operated by the government of the PRC. The subsidiaries are required to contribute certain percentages of their payroll costs to the Retirement Scheme. The contributions are charged to the income statement as they become payable in accordance with the rules of the Retirement Scheme.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Government grants

Government grants, including a subsidy for the research and development cost incurred in the Group's resource development project, are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income over the periods necessary to match the grant on a systematic basis to the costs that it is intended to compensate.

Revenue recognition

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

(a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;

(b) interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset;

(c) from the sale of properties, when the relevant legally binding sales contract is signed;

(d) rental income, on a time proportion basis over lease terms; and

(e) dividend income, when the shareholder's right to receive payment has been established.

Dividends

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

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(continued)*

Related parties

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

(a) the party, directly or indirectly through one or more intermediaries, (i) controls, is controlled by, or is under common control with, the Group; (ii) has an interest in the Group that gives it significant influence over the Group; or (iii) has joint control over the Group;

(b) the party is an associate;

(c) the party is a jointly-controlled entity;

(d) the party is a member of the key management personnel of the Group or any of its holding companies;

(e) the party is a close member of the family of any individual referred to in (a) or (d); or

(f) the party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (d) or (e).

Cash and cash equivalents

For the purpose of the consolidated cash flow statement, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments which are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired.

For the purpose of the balance sheets, cash and bank balances and time deposits represent assets which are not restricted as to use.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

Judgements

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

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(continued)*

Judgements *(continued)*

Operating lease commitments – Group as lessor

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

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year, are disclosed below:

Provision for obsolete inventories

The management of the Group reviews an aged analysis of the Group's inventories at each balance sheet date, and makes allowance for obsolete and slow-moving inventory items identified that are no longer suitable for use in production and sales. Management estimates the net realisable value for such finished goods and work in progress based primarily on the latest invoice prices and current market conditions.

Impairment of accounts receivable

Impairment allowances for accounts receivable are made based on assessment of the recoverability of accounts receivables and other receivables. The identification of doubtful debts requires management judgement and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will impact the carrying value of the receivables and doubtful debt expenses/write-back in the period in which such estimate has been changed.

Estimation of fair value of leasehold land and buildings and investment properties

The leasehold land and buildings and the investment properties were revalued at the balance sheet date at market value, on an existing state basis by independent professional qualified valuers, respectively. Such valuations were based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. In making the judgement, the Group considers information from current prices in an active market for similar properties and uses assumptions that are mainly based on market conditions existing at each balance sheet date. The carrying amounts of leasehold land and buildings and investment properties are disclosed in notes 13 and 14 to the financial statements, respectively.

Estimated impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Details of the calculation of recoverable amount and the carrying amount of goodwill are disclosed in note 16 to the financial statements.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(continued)*

Estimation uncertainty *(continued)*

Deferred tax assets

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. Further details are contained in note 25 to the financial statements.

4. SEGMENT INFORMATION

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

(a) the electrical and electronic products segment consisted of the manufacture and sale of electrical appliances, electronic toys and related products;

(b) the motors segment consisted of the manufacture and sale of motors;

(c) the feature plush and wooden toys segment consisted of the manufacture and sale of feature plush and wooden toys; and

(d) the resource development segment consisted of the manufacture and sale of materials primarily for use in liquid crystal display and mine exploration.

Management monitors the operating results of the Group's business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain respects, as explained in the table below, is measured differently from operating profit or loss in the consolidated financial statements.

Group financing (including finance costs and finance revenue) and income taxes are managed on a group basis and are not allocated to operating segments.

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

4. SEGMENT INFORMATION *(continued)*

(a) Operating segments

The following tables present revenue, results and certain asset, liability and expenditure information for the Group's operating segments for the years ended 31 March 2009 and 2008.

Group	Electrical and electronic products		Motors		Feature plush and wooden toys		Resource development		Eliminations		Consolidated	
	2009	2008	**2009**	2008	**2009**	2008	**2009**	2008	**2009**	2008	**2009**	2008
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*
Segment revenue												
Revenue from external customers	**1,145,893**	1,271,597	**315,677**	275,074	**109,314**	85,255	**3,336**	5,316	**–**	–	**1,574,220**	1,637,242
Intersegment sales	**–**	–	**3,159**	6,291	**–**	–	**–**	–	**(3,159)**	(6,291)	**–**	–
Other income and gains, net	**(989)**	9,256	**8,673**	7,206	**687**	–	**7**	(1,226)	**–**	–	**8,378**	15,236
Total	**1,144,904**	1,280,853	**327,509**	288,571	**110,001**	85,255	**3,343**	4,090	**(3,159)**	(6,291)	**1,582,598**	1,652,478
Segment results	**143,425**	123,030	**515**	24,092	**7,299**	5,621	**(11,050)**	(13,117)	**–**	–	**140,189**	139,626
Interest and unallocated gains											**4,290**	5,734
Unallocated expenses											**(12,491)**	(7,670)
Other expenses *(note 7)*											**(29,247)**	–
Finance costs											**(1,790)**	(876)
Share of profits and losses of associates											**(133)**	(956)
Profit before tax											**100,818**	135,858
Tax											**(9,766)**	(16,882)
Profit for the year											**91,052**	118,976
Segment assets	**731,004**	743,880	**250,997**	216,527	**30,690**	36,460	**28,907**	26,271	**(177,233)**	(56,403)	**864,365**	966,735
Unallocated assets											**219,707**	135,055
Total assets											**1,084,072**	1,101,790
Segment liabilities	**114,698**	212,882	**150,120**	49,328	**1,896**	1,180	**54,647**	31,886	**(177,233)**	(56,403)	**144,128**	238,873
Unallocated liabilities											**111,274**	72,093
Total liabilities											**255,402**	310,966
Other segment information:												
Depreciation and amortisation	**46,364**	40,317	**15,953**	13,757	**455**	466	**2,086**	1,564	**–**	–	**64,858**	56,104
Unallocated amounts											**416**	204
											65,274	56,308
Capital expenditure	**68,095**	102,334	**77,909**	26,420	**1,390**	5,284	**6,146**	2,224	**–**	–	**153,540**	136,262
Deficit/(surplus) on revaluation of leasehold land and buildings	**2,392**	445	**15**	(1,120)	**–**	–	**–**	–	**–**	–	**2,407**	(675)
Unallocated amounts											**(1,364)**	(3,723)
											1,043	(4,398)
Deficit/(surplus) on revaluation recognised directly in equity	**2,144**	(4,520)	**856**	(856)	**–**	–	**(173)**	(68)	**–**	–	**2,827**	(5,444)
Unallocated amounts											**(416)**	(3,804)
											2,411	(9,248)

4. SEGMENT INFORMATION *(continued)*

(b) Geographical information

Group	United States of America		Europe		Asia		Others		Eliminations		Consolidated	
	2009	2008	**2009**	2008	**2009**	2008	**2009**	2008	**2009**	2008	**2009**	2008
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*
Segment revenue:												
Revenue from external customers	**764,658**	955,670	**322,445**	246,727	**361,963**	322,211	**125,154**	112,634	**–**	–	**1,574,220**	1,637,242

The revenue information above is based on the location of the customers.

	Hong Kong		Elsewhere in the PRC		Eliminations		Consolidated	
	2009	2008	**2009**	2008	**2009**	2008	**2009**	2008
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*
Other segment information:								
Non-current assets	**36,067**	34,133	**580,568**	510,353	**–**	–	**616,635**	544,486

Non-current assets for this purpose consist of property, plant and equipment, investment properties, prepaid land lease payments and intangible assets.

5. REVENUE, OTHER INCOME AND GAINS, NET

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discounts but excluding intra-group transactions. An analysis of revenue, other income and gains, net is as follows:

	2009	2008
	HK$'000	*HK$'000*
Revenue		
Manufacture and sale of:		
Electrical and electronic products	**1,145,893**	1,271,597
Motors	**315,677**	275,074
Feature plush and wooden toys	**109,314**	85,255
Materials from resource development	**3,336**	5,316
	1,574,220	1,637,242
Other income and gains, net		
Bank interest income	**1,531**	2,970
Gross rental income	**5,842**	6,140
Sale of scrap materials	**9,126**	7,656
Gain on deregistration of a subsidiary	**604**	–
Loss on disposal/write-off of items of property, plant and equipment, net	**(331)**	(1,285)
Fair value gain/(loss) on derivative financial instruments, net	**(5,582)**	4,784
Others	**1,478**	705
	12,668	20,970

6. FINANCE COSTS

	Group	
	2009	2008
	HK$'000	*HK$'000*
Interest on bank loans wholly repayable within five years	**1,790**	876

7. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/(crediting):

	2009	2008
	HK$'000	*HK$'000*
Auditors' remuneration	**1,810**	1,480
Depreciation	**57,322**	48,838
Amortisation of prepaid land lease payments	**353**	277
Amortisation of deferred development costs*	**7,599**	7,193
Minimum lease payments under operating leases in respect of land and buildings	**6,193**	2,458
Gain on deregistration of a subsidiary	**(604)**	–
Loss on disposal/write-off of items of property, plant and equipment, net	**331**	1,285
Impairment of accounts receivable	**2,652**	1,279
Impairment of goodwill**	**–**	751
Employee benefit expense (including directors' remuneration – note 8):		
Wages and salaries	**234,850**	206,116
Equity-settled share option expense	**2,226**	1,627
Pension scheme contributions	**1,455**	1,471
	238,531	209,214
Deficit/(surplus) on revaluation of leasehold land and buildings and investment properties, net**	**1,043**	(4,398)
Fair value loss/(gain) on derivative financial instruments, net	**5,582**	(4,784)
Foreign exchange differences, net	**924**	(294)
Bank interest income	**(1,531)**	(2,970)
Net rental income	**(5,257)**	(6,140)
Other expenses***	**29,247**	–

At the balance sheet date, the Group did not have any material forfeited contributions to reduce its contributions to the pension scheme in future years.

* *The amortisation of deferred development costs is included in "Cost of sales" on the face of the consolidated income statement.*

** *The impairment of goodwill and deficit/(surplus) on revaluation of leasehold land and buildings and investment properties, net, are included in "Administrative expenses" on the face of the consolidated income statement.*

*** *Other expenses represented a one-off cost incurred in the acquisition of productive assets from independent third parties of the Group, which are involved in the motor business, during the year.*

8. DIRECTORS' REMUNERATION AND HIGHEST PAID EMPLOYEES

Directors' remuneration for the year, disclosed pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and Section 161 of the Hong Kong Companies Ordinance, is as follows:

	Group	
	2009	2008
	HK$'000	*HK$'000*
Fees	**450**	300
Other emoluments:		
Salaries, allowances and benefits in kind	**5,029**	5,139
Performance related bonuses*	**5,355**	5,840
Equity-settled share option expense	**1,954**	1,282
Pension scheme contributions	**209**	206
	12,547	12,467
	12,997	12,767

* *Executive directors of the Company are entitled to bonus payments which are determined as a percentage of the profit after tax of the Group.*

On 14 November 2003, 4 October 2006, 8 October 2007 and 14 March 2008, certain directors were granted share options, in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 27. The fair value of such options, which has been recognised in the income statement over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above directors' remuneration disclosures.

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

	2009	2008
	HK$'000	*HK$'000*
Chung Chi Ping, Roy	**150**	100
Wong Chi Wai, Albert	**150**	100
Sun Kwai Yu, Vivian	**150**	100
	450	300

There were no other emoluments payable to the independent non-executive directors during the year (2008: Nil).

8. DIRECTORS' REMUNERATION AND HIGHEST PAID EMPLOYEES *(continued)*

(b) Executive directors

	2009				
	Salaries, allowances and benefits in kind	**Performance related bonuses**	**Equity-settled share option expense**	**Pension scheme contributions**	**Total remuneration**
	HK$'000	***HK$'000***	***HK$'000***	***HK$'000***	***HK$'000***
Cheng Chor Kit	**1,800**	**980**	**327**	**135**	**3,242**
Fung Wah Cheong	**1,729**	**2,813**	**1,406**	**12**	**5,960**
Wong Wai Ming	**840**	**800**	**39**	**12**	**1,691**
Wong Weng Loong	**660**	**762**	**182**	**50**	**1,654**
	5,029	**5,355**	**1,954**	**209**	**12,547**

	2008				
	Salaries, allowances and benefits in kind	Performance related bonuses	Equity-settled share option expense	Pension scheme contributions	Total remuneration
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Cheng Chor Kit	1,800	2,342	327	135	4,604
Fung Wah Cheong	1,350	2,238	890	12	4,490
Wong Wai Ming	804	653	39	12	1,508
Wong Weng Loong	504	607	26	38	1,175
Yuen Wai Kwong*	681	–	–	9	690
	5,139	5,840	1,282	206	12,467

* *Yuen Wai Kwong resigned as an executive director of the Company on 16 December 2007.*

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2008: Nil).

8. DIRECTORS' REMUNERATION AND HIGHEST PAID EMPLOYEES *(continued)*

The five highest paid individuals during the year included four (2008: four) directors, details of whose remuneration are set out above. Details of the emoluments of the remaining one (2008: one) non-director, highest paid employee are set out below:

	2009	2008
	HK$'000	*HK$'000*
Salaries, allowances and benefits in kind	**1,651**	1,651
Performance related bonuses	**242**	436
Equity-settled share option expense	**14**	14
	1,907	2,101

In the prior year, share options were granted to a non-director, highest paid employee in respect of his services to the Group, further details of which are included in the disclosures in note 27 to the financial statements. The fair value of such options, which has been recognised in the income statement over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above non-director, highest paid employee's remuneration disclosures.

9. TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2008: 17.5%) on the estimated assessable profits arising in Hong Kong during the year. The lower Hong Kong profits tax rate is effective from the year of assessment 2008/2009, and so is applicable to the assessable profits arising in Hong Kong for the whole year ended 31 March 2009. Taxes on profits assessable elsewhere have been calculated at the applicable rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

Certain of the Group's subsidiaries operating in the PRC are wholly-owned foreign enterprises and are exempted from the income tax of the PRC for two years starting from the first profitable year of operations, and are entitled to a 50% relief from the income tax of the PRC for the following three years.

	2009	2008
	HK$'000	*HK$'000*
Group:		
Current – Hong Kong		
Charge for the year	**17,277**	13,672
Underprovision/(overprovision) in prior years	**(332)**	3,907
Current – Elsewhere		
Charge for the year	**275**	123
Overprovision in prior years	**(3,007)**	–
Deferred tax *(note 25)*	**(4,447)**	(820)
Total tax charge for the year	**9,766**	16,882

9. TAX *(continued)*

A reconciliation of the tax expense applicable to profit before tax using the statutory rates for the locations in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates is as follows:

	2009	2008
	HK$'000	*HK$'000*
Group:		
Profit before tax	**100,818**	135,858
Tax at the statutory tax rate	**20,513**	29,756
Lower tax rates for specific provinces or enacted by local authority	**(149)**	(5,014)
Lower tax rate due to tax holidays	**(16,070)**	(13,829)
Adjustments in respect of current tax of previous periods	**(3,339)**	3,907
Income not subject to tax	**(4,839)**	(6,075)
Expenses not deductible for tax	**6,755**	8,247
Tax losses utilised from previous periods	**(891)**	(944)
Tax losses not recognised	**7,786**	834
Tax charge at the Group's effective rate	**9,766**	16,882

No share of tax attributable to associates (2008: Nil) is included in "Share of profits and losses of associates" on the face of the consolidated income statement.

10. PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The consolidated profit attributable to equity holders of the Company for the year ended 31 March 2009 includes a profit of HK$88,987,000 (2008: HK$17,574,000) which has been dealt with in the financial statements of the Company *(note 28(b))*.

11. DIVIDENDS

	2009	2008
	HK$'000	*HK$'000*
Interim – HK4.5 cents (2008: HK4.5 cents) per ordinary share	**18,397**	18,397
Proposed final – HK4 cents (2008: HK5.5 cents) per ordinary share	**16,353**	22,485
	34,750	40,882

The directors recommend the payment of a final dividend of HK4 cents per share in respect of the year ended 31 March 2009 to shareholders whose names appear on the register of members on 24 August 2009. The proposed final dividend for the year is based on the number of shares in issue as at the reporting date, and is subject to the approval of the Company's shareholders at the forthcoming annual general meeting. The approved final dividend will be paid on 11 September 2009.

12. EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earnings per share amount is based on the profit for the year attributable to equity holders of the Company of HK$89,238,000 (2008: HK$117,268,000) and the weighted average number of 408,816,000 (2008: weighted average of 408,475,115) ordinary shares in issue during the year.

The calculation of the diluted earnings per share amount is based on the profit for the year attributable to equity holders of the Company of HK$89,238,000 (2008: HK$117,268,000) and 408,931,656 (2008: 409,202,269) ordinary shares, being the number of shares outstanding during the year, adjusted for the effects of the dilutive potential ordinary shares outstanding during the year.

A reconciliation of the weighted average number of shares used in calculating basic and diluted earnings per share is as follows:

	2009	2008
Weighted average number of ordinary shares used in calculating basic earnings per share	**408,816,000**	408,475,115
Weighted average number of ordinary shares assumed to have been issued at no consideration on deemed exercise of all options outstanding during the year	**115,656**	727,154
Weighted average number of ordinary shares used in calculating diluted earnings per share	**408,931,656**	409,202,269

13. PROPERTY, PLANT AND EQUIPMENT

Group

31 March 2009

	Medium term leasehold land and buildings HK$'000	Construction in progress HK$'000	Moulds, tools, and plant and machinery HK$'000	Furniture, equipment and motor vehicles HK$'000	Total HK$'000
Cost or valuation:					
At 1 April 2008	142,777	87,223	475,740	124,715	830,455
Additions	251	31,388	100,172	14,431	146,242
Disposals/write-off	–	–	(4,993)	(2,852)	(7,845)
Deficit on revaluation	(12,468)	–	–	–	(12,468)
Transfers	59,570	(86,203)	(15)	26,648	–
Exchange realignment	–	–	(23,941)	(3,763)	(27,704)
At 31 March 2009	190,130	32,408	546,963	159,179	928,680
Accumulated depreciation:					
At 1 April 2008	–	–	266,792	81,499	348,291
Provided during the year	7,650	–	39,498	10,174	57,322
Disposals/write-off	–	–	(4,443)	(2,482)	(6,925)
Write-back on revaluation	(7,650)	–	–	–	(7,650)
Exchange realignment	–	–	(13,785)	(2,252)	(16,037)
At 31 March 2009	–	–	288,062	86,939	375,001
Net book value:					
At 31 March 2009	190,130	32,408	258,901	72,240	553,679
An analysis of cost or valuation:					
At cost	–	32,408	546,963	159,179	738,550
At 2009 valuation	190,130	–	–	–	190,130
	190,130	32,408	546,963	159,179	928,680

13. PROPERTY, PLANT AND EQUIPMENT *(continued)*

Group

31 March 2008

	Medium term leasehold land and buildings	Construction in progress	Moulds, tools, and plant and machinery	Furniture, equipment and motor vehicles	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Cost or valuation:					
At 1 April 2007	121,194	40,452	373,250	105,442	640,338
Additions	218	41,729	74,725	11,907	128,579
Acquisition of subsidiaries *(note 29)*	–	–	135	74	209
Disposals/write-off	–	–	(2,178)	(678)	(2,856)
Surplus on revaluation	4,979	–	–	–	4,979
Transfers	976	(3,390)	–	2,414	–
Exchange realignment	15,410	8,432	29,808	5,556	59,206
At 31 March 2008	142,777	87,223	475,740	124,715	830,455
Accumulated depreciation:					
At 1 April 2007	–	–	216,601	68,739	285,340
Provided during the year	4,663	–	34,935	9,240	48,838
Disposals/write-off	–	–	(682)	(678)	(1,360)
Write-back on revaluation	(4,944)	–	–	–	(4,944)
Exchange realignment	281	–	15,938	4,198	20,417
At 31 March 2008	–	–	266,792	81,499	348,291
Net book value:					
At 31 March 2008	142,777	87,223	208,948	43,216	482,164
An analysis of cost or valuation:					
At cost	–	87,223	475,740	124,715	687,678
At 2008 valuation	142,777	–	–	–	142,777
	142,777	87,223	475,740	124,715	830,455

13. PROPERTY, PLANT AND EQUIPMENT *(continued)*

An analysis of the valuation of the leasehold land and buildings of the Group at the balance sheet date is as follows:

	2009	2008
	HK$'000	*HK$'000*
Hong Kong	**20,800**	20,800
Outside Hong Kong	**169,330**	121,977
Total valuation	**190,130**	142,777

As at 31 March 2009, the Group's leasehold land and buildings in Hong Kong and outside Hong Kong were revalued at market value, on an existing state basis by Asset Appraisal Limited, an independent firm of professionally qualified valuers, at HK$20,800,000 and RMB149,010,000 (equivalent to HK$169,330,000), respectively. Revaluation deficits of HK$2,411,000 and HK$2,407,000, resulting from the above revaluation, were debited to the asset revaluation reserve and the income statement, respectively. The effect of the total revaluation deficit of HK$4,818,000 was reflected as decrease of valuation of property, plant and equipment of HK$12,468,000 and write-back of accumulated depreciation of HK$7,650,000.

At 31 March 2009, the buildings in Mainland China included certain buildings with a net book value of approximately HK$59,570,000 (2008: Nil) for which the Group is still in the process of obtaining the building ownership certificates. These buildings are erected on lands for which the relevant land use rights certificates have been obtained by the Group.

Had the Group's leasehold land and buildings stated at valuation been carried at cost less accumulated depreciation, they would have been included in the financial statements at approximately HK$157,486,000 (2008: HK$104,056,000).

14. INVESTMENT PROPERTIES

	Group	
	2009	2008
	HK$'000	*HK$'000*
Carrying amount at 1 April	**35,227**	27,500
Net profit from a fair value adjustment	**1,364**	3,723
Exchange realignment	**–**	4,004
Carrying amount at 31 March	**36,591**	35,227

The Group's investment properties were revalued on 31 March 2009 by Asset Appraisal Limited, independent professionally qualified valuers, at RMB32,200,000 (equivalent to HK$36,591,000) at market value, on an existing state basis. The investment properties are leased to third parties under operating leases, further summary details of which are included in note 31(a) to the financial statements.

The Group's investment properties are held under medium term leases and are situated in Xi Tou Village, Songgang Town, Bao An District, Shenzhen, the PRC, as workshops, warehouses and residential units.

15. PREPAID LAND LEASE PAYMENTS

	Group	
	2009	2008
	HK$'000	*HK$'000*
Cost:		
At 1 April	**17,842**	16,525
Addition	**–**	133
Exchange realignment	**–**	1,184
At 31 March	**17,842**	17,842
Amortisation:		
At 1 April	**2,850**	2,324
Recognised during the year	**353**	277
Exchange realignment	**–**	249
At 31 March	**3,203**	2,850
Carrying amount at 31 March	**14,639**	14,992
Current portion included in prepayments, deposits and other receivables	**(353)**	(277)
Non-current portion	**14,286**	14,715

The leasehold land is held under a medium term lease and situated in Mainland China.

16. GOODWILL

The amount of goodwill capitalised as an asset in the consolidated balance sheet is as follows:

	Group	
	2009	2008
	HK$'000	*HK$'000*
Carrying amount at 1 April	**4,650**	4,650
Acquisition of subsidiaries *(note 29)*	**–**	751
Impairment during the year *(note 7)*	**–**	(751)
Carrying amount at 31 March	**4,650**	4,650

Since the application of HKFRS 3, the Group has tested goodwill annually for impairment, or more frequently if there are indications that the goodwill might be impaired.

Goodwill acquired in a business combination is allocated, at acquisition, to the cash-generating units that are expected to benefit from that business combination. Before recognition of impairment losses, the carrying amount of HK$4,650,000, arising from the acquisition of an additional interest in a subsidiary in the prior year, was wholly allocated to the cash-generating unit of the manufacture and sale of motors of a subsidiary (the "Unit").

During the year ended 31 March 2009, the management of the Group determined that there was no impairment of the Unit to which the goodwill has been allocated. The recoverable amount of goodwill is determined based on a value in use calculation using cash flow projections based on financial budgets covering a one-year period. The financial budgets are prepared reflecting actual and prior year performance and development expectations.

Regarding the addition of goodwill of HK$751,000 for the year ended 31 March 2008, management determined that such goodwill had been fully impaired and charged to the consolidated income statement.

17. INTERESTS IN SUBSIDIARIES

	Company 2009 HK$'000	2008 HK$'000
Unlisted shares, at cost	**104,950**	104,950
Due from subsidiaries	**247,204**	224,642
Due to a subsidiary	**(13,273)**	(50,614)
	338,881	278,978

The balances with the subsidiaries are unsecured, interest-free and are not repayable within the next twelve months from the balance sheet date. The carrying amounts of these balances due from/to subsidiaries approximate to their fair values.

The table below lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

Particulars of the principal subsidiaries are as follows:

Name	Place of incorporation/ registration and operations	Nominal value of issued and paid-up share/ registered capital	Equity interest attributable to the Company	Principal activities
Directly held				
Kin Yat Industrial Holdings Limited	British Virgin Islands	Ordinary US$3,000	100%	Investment holding
Indirectly held				
Kids Culture Limited	Hong Kong	Ordinary HK$1,000,000	100%	Trading of toys
Kin Chak Science & Technology (Shenzhen) Co., Ltd.#	PRC	HK$28,081,138	100%	Property holding
Kin Yat (HK) Holdings Limited	Hong Kong	Ordinary HK$1,000 Non-voting deferred HK$6,000,000	100%	Investment holding and property holding

17. INTERESTS IN SUBSIDIARIES *(continued)*

Particulars of the principal subsidiaries are as follows: *(continued)*

Name	Place of incorporation/ registration and operations	Nominal value of issued and paid-up share/ registered capital	Equity interest attributable to the Company	Principal activities
Indirectly held *(continued)*				
Kin Yat Industrial Company Limited	Hong Kong	Ordinary HK$3,200,000	100%	Trading of toys and moulds, and sourcing of materials
Lun Sing Paper Products Company Limited	Hong Kong	Ordinary HK$10,000	100%	Investment holding
Newway Electrical Industries Limited	Hong Kong	Ordinary HK$3,000,000	100%	Trading of electrical household appliances
Penta Blesses Enterprises Limited	Hong Kong	Ordinary HK$1,000,000	100%	Investment holding, and manufacture and trading of toys and electrical appliances
Renhua Talent Woods Ltd.#	PRC	HK$15,000,000	100%	Manufacture and trading of toys
Shaoguan Jianze Smart Electric Motor Co. Ltd.#	PRC	HK$12,500,000	100%	Manufacture and trading of motors
Shaoguan Konso Technology Company Limited#	PRC	HK$200,000,000	100%	Manufacture and trading of toys and electrical appliances
Shaoguan Lun Sing Paper Products Company Limited#	PRC	HK$35,000,000	100%	Manufacture and trading of paper carton products
Shaoguan Sigma Technology Company Limited#	PRC	RMB30,301,700	100%	Development and distribution of materials
Shenzhen Kin Yat Toys Company Limited#	PRC	US$5,000,000	100%	Manufacture and trading of toys

17. INTERESTS IN SUBSIDIARIES *(continued)*

Particulars of the principal subsidiaries are as follows: *(continued)*

Name	Place of incorporation/ registration and operations	Nominal value of issued and paid-up share/ registered capital	Equity interest attributable to the Company	Principal activities
Indirectly held *(continued)*				
Shenzhen Newway Electrical Industries Co., Ltd. ("Shenzhen Newway")*	PRC	HK$10,000,000	100%	Property holding
Shixing Newway Industry Co., Ltd.#	PRC	US$4,000,000	100%	Property holding
Shixing Standard Motor Co., Ltd.#	PRC	US$9,080,154	90%	Property holding
Shixing Turbo Toys Company Limited#	PRC	US$5,000,221	100%	Manufacture and trading of toys and electrical appliances
Sigma Technology Holding Limited	Hong Kong	Ordinary HK$2	100%	Investment holding
Smart Electric Motor Company Limited	Hong Kong	Ordinary HK$1	100%	Manufacture and trading of motors
Standard Motor Co., Ltd.	Hong Kong	Ordinary HK$40,000,000	90%	Manufacture and trading of motors
Unicon Investments Limited	Hong Kong	Ordinary HK$10,000	100%	Property holding
World Talent Enterprise Limited	Hong Kong	Ordinary HK$1,000,000	100%	Trading of toys
Xian Jinshi Mining Company Limited ("Xian Jinshi") **	PRC	RMB10,000,000	70%	Mine exploration

They are registered as wholly-foreign-owned enterprises under the PRC law.

* *Shenzhen Newway is registered as a sino-foreign-owned joint venture enterprise under the PRC law.*

** *Xian Jinshi is registered as a domestic joint venture enterprise under the PRC law.*

18. INTERESTS IN ASSOCIATES

	Group 2009 HK$'000	2008 HK$'000
Share of net deficits	**(14,731)**	(14,598)
Due from associates	**7,703**	4,994
	(7,028)	(9,604)

The amounts due from associates are unsecured, interest-free and are repayable in accordance with normal trading terms. The carrying amounts of these balances approximate to their fair values.

The table below lists the associates of the Group which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other associates would, in the opinion of the directors, result in particulars of excessive length.

Particulars of the Group's principal associates are as follows:

Name	Place of incorporation/ registration and operations	Nominal value of issued and paid-up share/ registered capital	Equity interest attributable to the Group	Principal activities
Success Mode Industries Limited ("Success Mode")*	Hong Kong	Ordinary HK$1,000,000	49%	Manufacture and trading of metallic parts
Full Summit Development Limited ("Full Summit")	Hong Kong	Ordinary HK$36,455,000	50%	Investment holding
Concord Modern International Technology Limited ("CMIT")	Hong Kong	Ordinary HK$10,000	50%	Distribution of recordable compact discs
Shixing Concord Modern Technology Limited	PRC	RMB50,000,000	50%	Manufacture and distribution of recordable compact discs

* *Not audited by Ernst & Young Hong Kong or other member firm of the Ernst & Young global network.*

18. INTERESTS IN ASSOCIATES *(continued)*

The following table illustrates the summarised financial information of the Group's associates extracted from their management accounts:

	2009	2008
	HK$'000	*HK$'000*
Assets	**61,667**	79,820
Liabilities	**(94,598)**	(101,597)
Revenues	**(49,763)**	(72,806)
Losses	**11,105**	1,948

19. DEFERRED DEVELOPMENT COSTS

	Group	
	2009	2008
	HK$'000	*HK$'000*
Cost:		
At 1 April	**21,790**	21,808
Additions	**7,298**	7,550
Retirements	**(7,811)**	(8,619)
Exchange realignment	**–**	1,051
At 31 March	**21,277**	21,790
Accumulated amortisation:		
At 1 April	**14,060**	15,120
Provided during the year	**7,599**	7,193
Retirements	**(7,811)**	(8,619)
Exchange realignment	**–**	366
At 31 March	**13,848**	14,060
Net book value:		
At 31 March	**7,429**	7,730

20. INVENTORIES

	Group 2009 HK$'000	2008 HK$'000
Raw materials	**90,630**	173,965
Work in progress	**24,967**	48,559
Finished goods	**39,245**	43,621
	154,842	266,145

21. ACCOUNTS RECEIVABLE

The Group's trading terms with its customers are mainly on credit, except for new customers, where cash on sale or payment in advance is normally required. The credit period is generally for a period of one month, extending up to two months for certain well-established customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's accounts receivable mainly relate to recognised and creditworthy customers, there is no significant credit risk. Accounts receivable are non-interest-bearing.

An aged analysis of the accounts receivable as at the balance sheet date, based on the invoice date, is as follows:

	Group 2009 HK$'000	2008 HK$'000
0 – 30 days	**84,606**	127,935
31 – 60 days	**27,232**	18,286
61 – 90 days	**7,519**	14,741
Over 90 days	**5,982**	18,863
	125,339	179,825
Less: Impairment allowance	**(4,473)**	(2,545)
	120,866	177,280

21. ACCOUNTS RECEIVABLE *(continued)*

The movements in provision for impairment of accounts receivable are as follows:

	Group	
	2009	2008
	HK$'000	*HK$'000*
At 1 April	**2,545**	1,449
Impairment losses recognised *(note 7)*	**2,652**	1,279
Amount written off as uncollectible	**(724)**	(183)
At 31 March	**4,473**	2,545

At 31 March 2009, accounts receivable of HK$4,473,000 (2008: HK$2,545,000) were individually determined to be impaired. The individually impaired accounts receivable relate to receivables which are expected not to be recoverable or only a portion of the receivables is expected to be recovered. The Group does not hold any collateral or other credit enhancements over these balances.

An aged analysis of the accounts receivable that are not considered to be impaired is as follows:

	Group	
	2009	2008
	HK$'000	*HK$'000*
Neither past due nor impaired	**89,680**	108,689
Less than 1 month past due	**22,518**	42,886
Over 1 month past due	**8,668**	25,705
	120,866	177,280

Accounts receivable that were neither past due nor impaired relate to a large number of diversified customers for whom there was no recent history of default.

Accounts receivable that were past due but not impaired relate to a number of independent customers that have a good track record with the Group. Based on past experience, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral or other credit enhancements over these balances.

At 31 March 2008, the Group had accounts receivable of HK$25,170,000 which were factored to a bank on a with recourse basis for cash. The Group recognised the factored accounts receivables in the consolidated balance sheet because, in the opinion of the directors, the Group still retained the risks and rewards of ownership associated with the accounts receivable and the financial assets derecognition conditions as stipulated in HKAS 39 *Financial Instruments: Recognition and Measurement* have not been fulfilled. Accordingly, bank advances from the factoring of the Group's accounts receivable had been accounted for as liabilities in the consolidated balance sheet. The maturity date of the factored accounts receivable was approximately 45 days.

22. DERIVATIVE FINANCIAL INSTRUMENTS

	Group			
	2009		2008	
	Assets	**Liabilities**	Assets	Liabilities
	HK$'000	***HK$'000***	*HK$'000*	*HK$'000*
Forward currency contracts	**–**	**798**	4,784	–

The Group has entered into various forward currency contracts to manage its exchange rate exposures which did not meet the criteria for hedge accounting. Changes in the fair value of non-hedging currency derivatives amounting to HK$5,582,000 were debited to the income statement during the year (2008: HK$4,784,000 credited). The above transactions involving derivative financial instruments are carried out with creditworthy financial institutions.

23. ACCOUNTS AND BILLS PAYABLE, ACCRUED LIABILITIES AND OTHER PAYABLES

An ageing of the Group's accounts and bills payable as at the balance sheet date, based on invoice date, and the balance of accrued liabilities and other payables are as follow:

	Group	
	2009	2008
	HK$'000	*HK$'000*
0 – 30 days	**45,032**	85,806
31 – 60 days	**22,988**	52,446
61 – 90 days	**4,406**	35,703
Over 90 days	**1,716**	9,725
Accounts and bills payable	**74,142**	183,680
Accrued liabilities	**51,989**	46,400
Other payables	**20,454**	10,519
	146,585	240,599

The accounts and bills payable and other payables are non-interest-bearing and are normally settled within credit terms of two months, extending up to three months.

As at 31 March 2009, included in other payables, an amount of RMB3,700,000 (approximately HK$4,205,000) (2008: Nil) was received in respect of subsidies from the Department of Information Industry of Guangdong Province, the PRC, for the research and development costs incurred by the Group for its resource development project.

24. INTEREST-BEARING BANK BORROWINGS

Group

	Effective interest rate	Maturity	2009 HK$'000	2008 HK$'000
Current				
Bank loan – unsecured	HIBOR+1.5%	2010	**3,333**	–
Bank loan – unsecured	HIBOR+1%	2009-2010	**11,250**	–
RMB10,000,000 unsecured bank loan	HIBOR+2%	2008	**–**	11,363
Collateralised bank advances	SIBOR+1%	2008	**–**	25,170
			14,583	36,533
Non-current				
Bank loan – unsecured	HIBOR+1.5%	2010-2011	**3,611**	–
Bank loan – unsecured	HIBOR+1%	2010-2012	**68,750**	–
			72,361	–
			86,944	36,533

Company

	Effective interest rate	Maturity	2009 HK$'000	2008 HK$'000
Current				
Bank loan – unsecured	HIBOR+1%	2009-2010	**11,250**	–
Non-current				
Bank loan – unsecured	HIBOR+1%	2010-2012	**68,750**	–
			80,000	–

24. INTEREST-BEARING BANK BORROWINGS *(continued)*

	Group		Company	
	2009	2008	**2009**	2008
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
Analysed into:				
Bank loans repayable:				
Within one year or on demand	**14,583**	36,533	**11,250**	–
In the second year	**16,666**	–	**13,333**	–
In the third to fifth years, inclusive	**55,695**	–	**55,417**	–
	86,944	36,533	**80,000**	–

The Group's banking facilities are supported by corporate guarantees given by the Company and certain subsidiaries of the Company.

The carrying amounts of the Group's bank borrowings approximate to their fair values.

25. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities

Group

	Depreciation allowance in excess of related depreciation *HK$'000*	Revaluation of leasehold land and buildings *HK$'000*	Total *HK$'000*
At 1 April 2007	18,182	3,095	21,277
Deferred tax debited to equity during the year	–	2,253	2,253
Deferred tax debited/(credited) to the income statement during the year *(note 9)*	(1,752)	670	(1,082)
Exchange realignment	–	265	265
Gross deferred tax liabilities recognised in the consolidated balance sheet at 31 March 2008 and 1 April 2008	16,430	6,283	22,713
Deferred tax credited to equity during the year	–	(454)	(454)
Deferred tax debited/(credited) to the income statement during the year *(note 9)*	(9,573)	273	(9,300)
Gross deferred tax liabilities at 31 March 2009	6,857	6,102	12,959

25. DEFERRED TAX *(continued)*

Deferred tax assets

Group

	Losses available for offsetting against future taxable profit *HK$'000*
At 1 April 2007	(5,376)
Deferred tax debited to the income statement during the year *(note 9)*	262
Gross deferred tax assets recognised in the consolidated balance sheet at 31 March 2008 and at 1 April 2008	(5,114)
Deferred tax debited to the income statement during the year *(note 9)*	4,853
Gross deferred tax assets at 31 March 2009	(261)

For the purpose of the balance sheet presentation, certain deferred tax assets and liabilities have been offset. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

	2009 **HK$'000**	2008 *HK$'000*
Gross deferred tax liabilities	**12,959**	22,713
Gross deferred tax assets	**(261)**	(5,114)
Net deferred tax liabilities recognised in the consolidated balance sheet	**12,698**	17,599

The Group has unrecognised tax losses of HK$53,601,000 (2008: HK$12,531,000) that are arising in subsidiaries that have been loss-marking for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the PRC. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 5%. The Group is therefore liable to withholding taxes on dividends distributed by those subsidiaries established in the PRC in respect of earnings generated from 1 January 2008.

25. DEFERRED TAX *(continued)*

At 31 March 2009, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in the PRC. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately HK$4,192,000 at 31 March 2009.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

26. SHARE CAPITAL

	Company	
	2009	2008
	HK$'000	*HK$'000*
Authorised:		
1,000,000,000 ordinary shares of HK$0.10 each	**100,000**	100,000
Issued and fully paid:		
408,816,000 (2008: 408,816,000) ordinary shares of HK$0.10 each	**40,882**	40,882

A summary of the movements in the Company's issued ordinary share capital during the prior year is as follows:

	Number of shares in issue	**Issued share capital**	**Share premium account**	**Total**
		HK$'000	*HK$'000*	*HK$'000*
At 1 April 2007	407,400,000	40,740	105,619	146,359
Share options exercised	1,416,000	142	1,607	1,749
At 31 March 2008 and 31 March 2009	408,816,000	40,882	107,226	148,108

In the prior year, the subscription rights attaching to 516,000 and 900,000 share options were exercised at the subscription prices of HK$1.592 and HK$1.03 per share, respectively *(note 27)*, resulting in the issue of 1,416,000 shares of HK$0.10 each for a total cash consideration, before expenses, of approximately HK$1,749,000.

27. SHARE OPTION SCHEME

On 20 August 2002, the share option scheme of the Company adopted on 8 April 1997 ceased to operate and a new share option scheme (the "Scheme") was adopted on the same date to comply with the new requirements of Chapter 17 of the Listing Rules regarding share option scheme of a company.

The Company operates the Scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Scheme include the Company's directors, including independent non-executive directors, other employees of the Group, suppliers of goods or services to the Group, customers of the Group, any person or entity that provides research, development or other technological support to the Group, the Company's shareholders and any minority shareholder in the Company's subsidiaries. The Scheme became effective on 20 August 2002 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of grant) in excess of HK$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 28 days from the date of the offer, upon payment of a nominal consideration of HK$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of the offer of the share options.

The exercise price of the share options is determinable by the directors, but may not be less than the highest of (i) The Stock Exchange of Hong Kong Limited (the "Stock Exchange") closing price of the Company's shares on the date of the offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the Company's shares.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

27. SHARE OPTION SCHEME *(continued)*

The following share options were outstanding under the Scheme during the year:

	Date of share options granted	Number of share options: At 1 April 2008	Granted during the year	Exercised during the year	Lapsed during the year	At 31 March 2009	Exercise period	Exercise price per share HK$	Price of Company's shares at grant date of options** HK$
Directors									
Cheng Chor Kit	14/11/2003	2,000,000	–	–	–	2,000,000	14/11/2006-13/11/2013	1.592	1.60
	4/10/2006	2,500,000	–	–	–	2,500,000*	4/10/2009-3/10/2016	1.03	1.03
Fung Wah Cheong	4/10/2006	700,000	–	–	–	700,000	1/8/2007-3/10/2016	1.03	1.03
	8/10/2007	2,500,000	–	–	–	2,500,000	1/8/2008-7/10/2017	2.52	2.52
Wong Wai Ming	4/10/2006	296,000	–	–	–	296,000	4/10/2009-3/10/2016	1.03	1.03
Wong Weng Loong	4/10/2006	150,000	–	–	–	150,000	4/10/2009-3/10/2016	1.03	1.03
	14/3/2008	500,000	–	–	–	500,000	14/3/2009-13/3/2018	1.99	1.99
Other employees									
In aggregate	14/11/2003	502,000	–	–	–	502,000	14/11/2006-13/11/2013	1.592	1.60
	4/10/2006	2,462,000	–	–	–	2,462,000	4/10/2009-3/10/2016	1.03	1.03
		11,610,000	–	–	–	11,610,000			

* Among the 2,500,000 share options held by Cheng Chor Kit, 1,200,000 share options are held by his spouse.

** The price of the Company's shares disclosed as at the date of the grant of the share options is the Stock Exchange closing price on the trading day immediately prior to the date of the grant of the options.

27. SHARE OPTION SCHEME *(continued)*

For the year ended 31 March 2008, 3,000,000 share options were granted and the fair value of the share options was HK$3,328,000. The fair value of share options granted during the year ended 31 March 2008 was estimated as at the date of grant using a binomial option pricing model, taking into account the terms and conditions upon which the options granted. The Company recognised a share option expense of HK$2,226,000 (2008: HK$1,627,000) during the year. As at 31 March 2009, the Company had a total outstanding share option expense of HK$1,706,000 (2008: HK$3,932,000) which related to options granted in prior years.

For the year ended 31 March 2008, the 1,416,000 share options exercised and resulted in the issue of 1,416,000 ordinary shares of the Company and new share capital of HK$142,000 and share premium of HK$1,607,000 (before issue expenses), as further detailed in note 26 to the financial statements.

At the balance sheet date, the Company had 11,610,000 share options outstanding under the Scheme. The exercise in full of these share options would, under the present capital structure of the Company, result in the issue of 11,610,000 additional ordinary shares of the Company and additional share capital of HK$1,161,000 and share premium of approximately HK$16,408,000 (before issue expenses).

Subsequent to the balance sheet date and at the date of approval of these financial statements, the Company had 11,610,000 share options outstanding under the Scheme, which represented approximately 2.8% of the Company's shares in issue as at that date.

28. RESERVES

(a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity of the financial statements.

The contributed surplus of the Group represents the difference between the nominal value of the shares of the aggregate share capital of the subsidiaries acquired pursuant to the Group reorganisation on 7 April 1998, over the nominal value of the Company's shares issued in exchange therefor.

28. RESERVES *(continued)*

(b) Company

	Share premium account HK$'000 (Note 26)	Share option reserve HK$'000	Contributed surplus HK$'000	Retained profits HK$'000	Total HK$'000
At 1 April 2007	105,619	4,396	104,750	39,865	254,630
Profit for the year	–	–	–	17,574	17,574
Equity-settled share option expense	–	1,627	–	–	1,627
Issue of shares	1,607	–	–	–	1,607
Interim 2008 dividend *(note 11)*	–	–	–	(18,397)	(18,397)
Proposed 2008 final dividend *(note 11)*	–	–	–	(22,485)	(22,485)
At 31 March 2008 and 1 April 2008	107,226	6,023	104,750	16,557	234,556
Profit for the year	–	–	–	88,987	88,987
Equity-settled share option expense	–	2,226	–	–	2,226
Interim 2009 dividend *(note 11)*	–	–	–	(18,397)	(18,397)
Proposed 2009 final dividend *(note 11)*	–	–	–	(16,353)	(16,353)
At 31 March 2009	107,226	8,249	104,750	70,794	291,019

The contributed surplus of the Company represents the excess of the then combined net assets of the subsidiaries acquired pursuant to the same reorganisation, over the nominal value of the Company's shares issued in exchange therefor.

Under the Companies Act 1981 of Bermuda, the Company's contributed surplus is available for cash distribution and/or distribution in specie under certain circumstances prescribed by Section 54 thereof.

29. BUSINESS COMBINATION

Acquisition of Junrui Group

On 24 September 2007, the Group acquired a 100% interest in Shaoguan City Junrui Mining Company Limited (''Shaoguan Junrui") and its 70% owned subsidiary, Xian Jinshi Mining Company Limited (collectively referred to "Junrui Group") from two connected persons, both being directors of a subsidiary of the Company. Junrui Group is engaged in the exploration of natural resources from a polymetallic ore mine containing primarily lead, zinc and gold deposits which situated in Lantian County, Xian City, Shaanxi Province, the PRC. The purchase consideration for the acquisition was HK$900,000 *(note (30)(d))*.

The fair values of the identifiable assets and liabilities of Junrui Group as at the date of acquisition and the corresponding carrying amounts immediately before the acquisition were as follows:

	Notes	Fair value recognised on acquisition HK$'000	Previous carrying amount HK$'000
Property, plant and equipment	*13*	209	209
Cash and bank balances		1,925	1,925
Prepayments, deposits and other receivables		78	78
Accounts and bills payable, accrued liabilities and other payables		(2,012)	(2,012)
Minority interest		(51)	(51)
		149	149
Goodwill on acquisition	*16*	751	
Satisfied by cash		900	

An analysis of the net outflow of cash and cash equivalents in respect of the acquisition of Junrui Group is as follows:

	HK$'000
Cash consideration	(900)
Cash and bank balances acquired	1,925
Net inflow of cash and cash equivalents in respect of the acquisition of Junrui Group	1,025

29. BUSINESS COMBINATION *(continued)*

Acquisition of Junrui Group *(continued)*

Since its acquisition, Junrui Group has not yet commenced to contribute revenue to the Group and loss of HK$1,525,000 was contributed to the consolidated profit for the year ended 31 March 2008.

Had the combination taken place at the beginning of the prior year, the revenue from continuing operations of the Group would have been the same while the profit of the Group for the year ended 31 March 2008 would have been HK$116,096,000.

30. RELATED PARTY AND CONNECTED TRANSACTIONS

In addition to the transactions and balances detailed elsewhere in these financial statements, the Group had the following material transactions with related and connected parties during the year:

(a) At the balance sheet date, a corporate guarantee of HK$14,500,000 (2008: HK$41,000,000) was given by the Group in respect of banking facilities granted to Full Summit and CMIT, two associates of the Group, in proportion to its shareholdings therein.

(b) During the year, the Group sold motors of HK$1,917,000 (2008: HK$2,063,000) to Gimelli Laboratories Company Limited, of which Chung Chi Ping, Roy, an independent non-executive director of the Company, is also a director.

The directors consider that these sales of motors were made according to prices and conditions similar to those offered to other non-related customers of the Group.

(c) During the year, the Group purchased raw materials of HK$702,000 (2008: HK$627,000) from Success Mode, an associate of the Group.

The directors consider that the purchases of raw materials from Success Mode were made according to prices and conditions similar to those offered by non-related suppliers of the Group.

(d) On 24 September 2007, Profitwealth Investment Limited ("Profitwealth"), an indirect wholly-owned subsidiary of the Company, entered into an agreement with two connected persons whereby each of them agreed to dispose of their respective 50% equity interests in Shaoguan Junrui to Profitwealth for a cash consideration of HK$450,000 each.

30. RELATED PARTY AND CONNECTED TRANSACTIONS *(continued)*

(e) Compensation of key management personnel of the Group:

	2009	2008
	HK$'000	*HK$'000*
Salaries, allowances and benefits in kind	**6,680**	6,790
Performance related bonuses	**5,597**	6,276
Equity-settled share option expense	**1,968**	1,296
Pension scheme contributions	**209**	206
Total compensation paid to key management personnel	**14,454**	14,568

Further details of directors' emoluments are included in note 8 to the financial statements.

Certain transactions included in notes (b) and (d) above constitute connected transactions as defined in the Listing Rules.

31. OPERATING LEASE ARRANGEMENTS

(a) As lessor

At 31 March 2009, the Group had total future minimum lease receivables under non-cancellable operating leases with its tenants falling due as follows:

	2009	2008
	HK$'000	*HK$'000*
Within one year	**1,251**	1,549
In the second to fifth years, inclusive	**4,642**	4,924
After five years	**–**	969
	5,893	7,442

The Group leases its investment properties (note 14 to the financial statements) under operating lease arrangements, with leases negotiated for terms ranging from five to ten years. The terms of the leases generally also require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions.

31. OPERATING LEASE ARRANGEMENTS *(continued)*

(b) As lessee

At 31 March 2009, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	2009	2008
	HK$'000	HK$'000
Within one year	**3,612**	745
In the second to fifth years, inclusive	**8,864**	1,424
After five years	**1,780**	2,135
	14,256	4,304

The Group leases certain of its office properties and warehouses under operating lease arrangements. Leases for properties are negotiated for terms ranging from two to twelve years.

The Company did not have any operating lease arrangements at the balance sheet date (2008: Nil).

32. COMMITMENTS

(i) At the balance sheet date, the Group had contracted for capital commitments in respect of wholly-owned enterprises in the PRC amounting to HK$79,059,000 (2008: HK$60,826,000).

(ii) At the balance sheet date, the Group had contracted for capital commitments in respect of acquisition of property, plant and equipment of HK$9,521,000 (2008: HK$20,724,000).

(iii) At 31 March 2008, the Group had authorised, but not contracted for, capital commitments in respect of acquisition of property, plant and equipment of HK3,583,000.

The Company did not have any other significant commitments at the balance sheet date (2008: Nil).

33. CONTINGENT LIABILITIES

At the balance sheet date, the Company had provided guarantees of HK$141,600,000 (2008: HK$167,600,000) and HK$14,500,000 (2008: HK$41,000,000) in respect of banking facilities granted to certain of its subsidiaries and associates, of which HK$6,944,000 (2008: HK$36,533,000) and HK$11,859,000 (2008: HK$17,516,000) had been utilised as at the balance sheet date, respectively.

34. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the balance sheet date are as follows:

	Group			
Financial assets	**2009**		2008	
	Financial assets at fair value through profit or loss	**Loans and receivables**	Financial assets at fair value through profit or loss	Loans and receivables
	HK$'000	***HK$'000***	*HK$'000*	*HK$'000*
Due from associates	**–**	**7,703**	–	4,994
Accounts receivable	**–**	**120,866**	–	177,280
Derivative financial instruments	**–**	**–**	4,784	–
Deposits with non-bank financial institutions	**–**	**–**	–	8,546
Time deposits	**–**	**50,131**	–	30,720
Cash and bank balances	**–**	**129,032**	–	57,499
	–	**307,732**	4,784	279,039

	Group			
Financial liabilities	**2009**		2008	
	Financial liabilities at fair value through profit or loss	**Financial liabilities at amortised cost**	Financial liabilities at fair value through profit or loss	Financial liabilities at amortised cost
	HK$'000	***HK$'000***	*HK$'000*	*HK$'000*
Accounts and bills payables	**–**	**74,142**	–	183,680
Derivative financial instruments	**798**	**–**	–	–
Financial liabilities included in other payables	**–**	**20,454**	–	10,519
Interest-bearing bank borrowings	**–**	**86,944**	–	36,533
	798	**181,540**	–	230,732

34. FINANCIAL INSTRUMENTS BY CATEGORY *(continued)*

	Company	
Financial assets	**2009**	2008
	HK$'000	*HK$'000*
Loans and receivables		
Due from subsidiaries	**247,204**	224,642
Bank balances	**976**	52
	248,180	224,694

	Company	
Financial liabilities	**2009**	2008
	HK$'000	*HK$'000*
Financial liabilities at amortised cost		
Due to a subsidiary	**13,273**	50,614
Other payables	**1,605**	1,112
Interest-bearing bank borrowings	**80,000**	–
	94,878	51,726

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments, comprise bank loans and cash and short term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as accounts receivable and accounts payable, which arise directly from its operations.

The Group also enters into derivative transactions, including principally forward currency contracts. The purpose is to manage the currency risk arising from the Group's operations. It is, and has been, throughout the year under review, the Group's policy that no trading in financial instruments shall be undertaken.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board reviews and agrees policies for managing each of these risks and they are summarised below.

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Interest rate risk

The interest rates of the interest-bearing bank borrowings of the Group are disclosed in note 24 to the financial statements. The Group believes that its exposure to cash flow interest rate risk is minimal.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit after tax through the impact on floating rate borrowings and the Group's equity.

	Increase/ (decrease) in interest rate	**Increase/ (decrease) in profit after tax and equity**
	%	*HK$'000*
2009		
Hong Kong dollar	**1**	**(869)**
Hong Kong dollar	**(1)**	**869**
2008		
Hong Kong dollar	1	(365)
Hong Kong dollar	(1)	365

Foreign currency risk

The Group's monetary assets, liabilities and transactions are principally denominated in Hong Kong dollars and Renminbi or United States dollars. Given that the Hong Kong dollar is pegged to the United States dollar, the Group does not have a foreign currency hedging policy on it. However, considering the appreciation of RMB, the Group has entered into foreign exchange derivative transactions to manage the foreign currency risk arising from the Group's operations. Moreover, the majority of the Group's operating assets are located in Mainland China and denominated in RMB. As the Group's net profit is reported in Hong Kong dollars, there will be a translation gain as a result of the RMB appreciation.

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Foreign currency risk *(continued)*

The following table demonstrates the sensitivity at the balance sheet date to a reasonably possible change in the RMB exchange rate, with all other variables held constant, of the Group's profit after tax and equity (due to changes in the fair value of monetary assets and liabilities).

	Increase/ (decrease) in RMB rate	Increase/ (decrease) in profit after tax and equity
	%	*HK$'000*
2009		
If Hong Kong dollar weakens against RMB	**5**	**11,751**
If Hong Kong dollar strengthens against RMB	**(5)**	**(11,751)**
2008		
If Hong Kong dollar weakens against RMB	5	13,340
If Hong Kong dollar strengthens against RMB	(5)	(13,340)

Credit risk

The Group trades only with recognised and creditworthy customers. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and on an individual basis. Each of the customers has been given a trading limit and any excess of the limit must be approved by the general manager of the operation unit. Under the tight control of credit terms and detailed assessment to the creditworthiness of individual customers, the Group's exposure to bad debts is maintained as minimal.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, other receivables and certain derivative instruments, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Further quantitative data in respect of the Group's exposure to credit risk arising from accounts receivable are disclosed in note 21 to the financial statements.

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans and other banking facilities.

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Liquidity risk *(continued)*

The maturity profile of the Group's financial liabilities as at the balance sheet date, based on the contractual undiscounted payments, was as follows:

Group

2009

	Less than one year	**More than one year**	**Total**
	HK$'000	***HK$'000***	***HK$'000***
Accounts and bills payable and other payables	**94,596**	**–**	**94,596**
Derivative financial instruments	**798**	**–**	**798**
Interest-bearing bank borrowings	**15,447**	**73,559**	**89,006**
	110,841	**73,559**	**184,400**

2008

	Less than one year	More than one year	Total
	HK$'000	*HK$'000*	*HK$'000*
Accounts and bills payable and other payables	194,199	–	194,199
Interest-bearing bank borrowings	36,533	–	36,533
	230,732	–	230,732

Company

2009

	Less than one year	**More than one year**	**Total**
	HK$'000	***HK$'000***	***HK$'000***
Due to a subsidiary	**–**	**13,273**	**13,273**
Other payables	**1,605**	**–**	**1,605**
Interest-bearing bank borrowings	**12,024**	**69,909**	**81,933**
	13,629	**83,182**	**96,811**

35. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Liquidity risk *(continued)*

Company *(continued)*

2008

	Less than one year *HK$'000*	More than one year *HK$'000*	Total *HK$'000*
Due to a subsidiary	–	50,614	50,614
Other payables	1,112	–	1,112
	1,112	50,614	51,726

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2009 and 31 March 2008.

The Group monitors capital using a gearing ratio, which is total interest-bearing bank borrowings divided by total equity. The gearing ratios as at the balance sheet dates were as follows:

	Group	
	2009 ***HK$'000***	2008 *HK$'000*
Total interest-bearing bank borrowings	**86,944**	36,533
Total equity	**828,670**	790,824
Gearing ratio	**10.5%**	4.6%

36. COMPARATIVE AMOUNTS

As further explained in note 2.2 to the financial statements, due to the early adoption of HKFRS 8 during the current year, certain comparative amounts have been revised to comply with the new requirements.

37. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 22 July 2009.