



IDT INTERNATIONAL LIMITED 萬威國際有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock code 股份代號: 167)

# *Annual* 年報 *Report* 2010



# Our Vision

Be a leading global company that consistently provides product innovation and creates values that enhance people's quality of life.

# Our Mission

- expanding global presence through strengthening distribution network and leveraging international partnership.
- creating innovative products and services by application of new technology and unique design with high quality, user-friendliness and cost-effectiveness.
- investing in Oregon Scientific brand through research & development, creative marketing and people development.
- driving business excellence to create the highest value to exceed the expectations of our customers, partners, employees and shareholders.

## 我們的理念

成為領導全球的企業，不斷推出有創新價值的產品，以提升人們的生活質素。

## 我們的使命

- 擴展分銷網絡及利用國際合作夥伴的實力，不斷拓展萬威的國際市場領域。
- 應用嶄新科技及獨特的設計，創造高效能、高質素及使用方便的产品與服務。
- 在产品研發，創新市場推廣及人才培育投入資源，以增強品牌知名度。
- 追求卓越業績及創造更高價值，以超越客戶，合作夥伴、員工及股東的期望。

# Contents

# 目錄

Corporate Profile	公司簡介	2
Group Financial Summary	集團財務概要	4
Corporate Information	公司資料	5
Corporate Structure	公司架構	7
Chairman's Statement	主席報告書	8
Operations Review	業務回顧	10
Employee Development and Social Responsibilities	員工發展與社會責任	18
Directors and Senior Management	董事及高級管理人員	21
Directors' Report	董事會報告書	25
Corporate Governance Report	企業管治報告書	33
Independent Auditor's Report	獨立核數師報告書	52
Consolidated Statement of Comprehensive Income	綜合全面收益表	54
Consolidated Statement of Financial Position	綜合財務狀況表	55
Consolidated Statement of Changes in Equity	綜合權益變動表	57
Consolidated Statement of Cash Flows	綜合現金流量表	58
Notes to the Consolidated Financial Statements	綜合財務報表附註	60
Offices and Facilities	辦事處及廠房	132

IDT, established in 1977, is a leader in the design, development, manufacturing, marketing and distribution of lifestyle consumer electronic products through the application of innovative LCD and microprocessor technology under three main categories: LCD consumer electronic products; electronic learning products and telecommunications products.

In the past 30 years, IDT's reputation and corporate image have been consistently developed in the international markets. IDT's own brand "Oregon Scientific" has been widely recognised globally. Its innovative consumer electronic products have gained high degree of recognition and consumer confidence for enhancing the people's quality of living.

IDT International Limited was listed on The Stock Exchange of Hong Kong Limited in 1988 (Stock Code: 167).

In 1997, as a spin-off from IDT International Limited, its LCD consumer electronic products division became a separate listed company on The Singapore Exchange Securities Trading Limited.

Portland, US  
美國波蘭特

Massachusetts, US  
美國麻薩諸塞

Brazil  
巴西

萬威，於一九七七年創立，為設計、開發、製造、市場推廣及分銷時尚生活電子消費產品之領導者。其產品應用先進的液晶體顯示(LCD)及微型處理器科技，主要可分為三個類別：液晶體顯示電子消費產品、電子教學產品及電訊產品。

過去三十載，萬威之聲譽和企業形象不斷邁向國際市場。萬威旗下品牌「Oregon Scientific」更成為世界聞名品牌，其創新電子消費產品已廣被認為能提升生活質素，更成為顧客信心保證。

萬威國際有限公司於一九八八年於香港聯合交易所有限公司上市(股份代號：167)。

於一九九七年，萬威國際有限公司分拆其液晶體電子消費產品部門，成為一間於新加坡交易所有限公司掛牌上市的獨立公司。

IDT operates 12 wholly owned marketing and distribution subsidiaries in 10 countries around the world. Our business presence has been established in over 35 countries through distributors.

萬威經由分佈於全球十個國家的十二間市場推廣及分銷全資附屬公司推廣業務。我們的業務領域遍佈至超過三十五個國家，由分銷商經營。



## RESULTS

## 業績

Year ended March 31,  
截至三月三十一日止年度

		2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元	2008 HK\$'M 港幣百萬元	2007 HK\$'M 港幣百萬元	2006 HK\$'M 港幣百萬元
Turnover	營業額	<b>1,394.9</b>	1,720.7	2,112.5	2,204.0	2,372.2
(Loss) profit before taxation	除稅前(虧損)溢利	<b>(91.7)</b>	38.5	62.7	(104.6)	(241.5)
Taxation	稅項	<b>(63.3)</b>	(7.2)	(41.5)	(30.6)	(5.8)
(Loss) profit for the year	本年度(虧損)溢利	<b>(155.0)</b>	31.3	21.2	(135.2)	(247.3)
Attributable to:	可分為:					
Owners of the Company	本公司擁有人	<b>(138.2)</b>	24.6	17.5	(151.1)	(263.4)
Minority interests	少數股東權益	<b>(16.8)</b>	6.7	3.7	15.9	16.1
		<b>(155.0)</b>	31.3	21.2	(135.2)	(247.3)
		<b>HK cents 港幣仙</b>	HK cents 港幣仙	HK cents 港幣仙	HK cents 港幣仙	HK cents 港幣仙
(Loss) earnings per share – Basic and diluted	每股(虧損)盈利 – 基本及攤薄	<b>(5.53)</b>	0.98	0.70	(6.29)	(12.11)

## ASSETS AND LIABILITIES

## 資產及負債

As at March 31,  
於三月三十一日

		2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元	2008 HK\$'M 港幣百萬元	2007 HK\$'M 港幣百萬元	2006 HK\$'M 港幣百萬元
Property, plant and equipment	物業、機器及設備	<b>171.1</b>	219.7	252.9	269.1	307.1
Intangible assets	無形資產	<b>60.0</b>	78.8	78.1	83.8	89.5
Goodwill	商譽	<b>33.9</b>	34.0	34.6	34.0	33.6
Long-term bank deposits	長期銀行存款	–	–	–	273.0	273.0
Deferred tax assets	遞延稅項資產	<b>38.1</b>	45.8	49.1	74.6	80.5
Current assets	流動資產	<b>1,175.6</b>	1,231.7	1,405.7	1,069.7	1,200.7
Current liabilities	流動負債	<b>(464.3)</b>	(592.6)	(665.1)	(736.1)	(890.9)
Total assets less current liabilities	總資產減流動負債	<b>1,014.4</b>	1,017.4	1,155.3	1,068.1	1,093.5
Obligations under finance leases due after one year	須於一年後償還之 財務租約債務	–	(1.4)	(4.3)	(0.9)	(0.1)
Bank borrowings due after one year	須於一年後償還之 銀行貸款	<b>(188.7)</b>	–	(78.5)	–	–
Deferred tax liabilities	遞延稅項負債	<b>(13.2)</b>	(17.7)	(17.9)	(18.9)	(21.5)
Total equity	權益總額	<b>812.5</b>	998.3	1,054.6	1,048.3	1,071.9
Minority interests	少數股東權益	<b>(187.0)</b>	(251.0)	(260.9)	(264.8)	(256.4)
Equity attributable to owners of the Company	本公司擁有人 應佔權益	<b>625.5</b>	747.3	793.7	783.5	815.5

**DIRECTORS****Executive:**

Raymond Chan, JP, *Chairman & Chief Executive Officer*  
Chan Pau Shiu Yeng, Shirley

**Independent Non-Executive:**

Lo Kai Yiu, Anthony  
Kao Ying Lun  
Jack Schmuckli  
Kenichi Ohmae

**EXECUTIVE COMMITTEE**

Raymond Chan, JP, *Chairman*  
Chan Pau Shiu Yeng, Shirley

**AUDIT COMMITTEE**

Lo Kai Yiu, Anthony, *Chairman*  
Kao Ying Lun  
Jack Schmuckli

**NOMINATION COMMITTEE**

Jack Schmuckli, *Chairman*  
Kao Ying Lun  
Chan Pau Shiu Yeng, Shirley

**REMUNERATION COMMITTEE**

Jack Schmuckli, *Chairman*  
Kao Ying Lun  
Chan Pau Shiu Yeng, Shirley

**COMPANY SECRETARY**

Fung Yee Man

**PRINCIPAL BANKERS**

The Hongkong and Shanghai Banking Corporation Limited  
BNP Paribas

**AUDITORS**

Deloitte Touche Tohmatsu

**董事****執行：**

陳煒文，太平紳士(主席兼行政總裁)  
陳鮑雪瑩

**獨立非執行：**

羅啟耀  
高英麟  
Jack Schmuckli  
大前研一

**執行委員會**

陳煒文，太平紳士(主席)  
陳鮑雪瑩

**審核委員會**

羅啟耀(主席)  
高英麟  
Jack Schmuckli

**提名委員會**

Jack Schmuckli(主席)  
高英麟  
陳鮑雪瑩

**薪酬委員會**

Jack Schmuckli(主席)  
高英麟  
陳鮑雪瑩

**公司秘書**

馮綺文

**主要往來銀行**

香港上海滙豐銀行有限公司  
法國巴黎銀行

**核數師**

德勤•關黃陳方會計師行

**SOLICITOR****Bermuda:**

Conyers Dill & Pearman

**SHARE REGISTRARS****Bermuda:**

The Bank of Bermuda Limited  
Bank of Bermuda Building  
6 Front Street  
Hamilton HM 11  
Bermuda

**Hong Kong:**

Union Registrars Limited  
18/F., Fook Lee Commercial Centre  
Town Place  
33 Lockhart Road, Wanchai  
Hong Kong

**BERMUDA REGISTERED OFFICE**

Clarendon House, 2 Church Street  
Hamilton HM 11  
Bermuda

**HONG KONG PRINCIPAL PLACE OF BUSINESS**

Block C, 9th Floor, Kaiser Estate  
41 Man Yue Street  
Hung Hom, Kowloon  
Hong Kong

**STOCK CODE**

167

**WEBSITES**

[www.idthk.com](http://www.idthk.com)  
[www.oregonscientific.com](http://www.oregonscientific.com)

**INVESTOR RELATIONS CONSULTANT**

Strategic Financial Relations Limited

**律師****百慕達：**

Conyers Dill & Pearman

**股份過戶登記處****百慕達：**

The Bank of Bermuda Limited  
Bank of Bermuda Building  
6 Front Street  
Hamilton HM 11  
Bermuda

**香港：**

聯合證券登記有限公司  
香港  
灣仔駱克道33號  
中央廣場  
福利商業中心十八樓

**百慕達註冊辦事處**

Clarendon House, 2 Church Street  
Hamilton HM 11  
Bermuda

**香港主要營業地點**

香港  
九龍紅磡  
民裕街41號  
凱旋工商中心9樓C座

**股份代號**

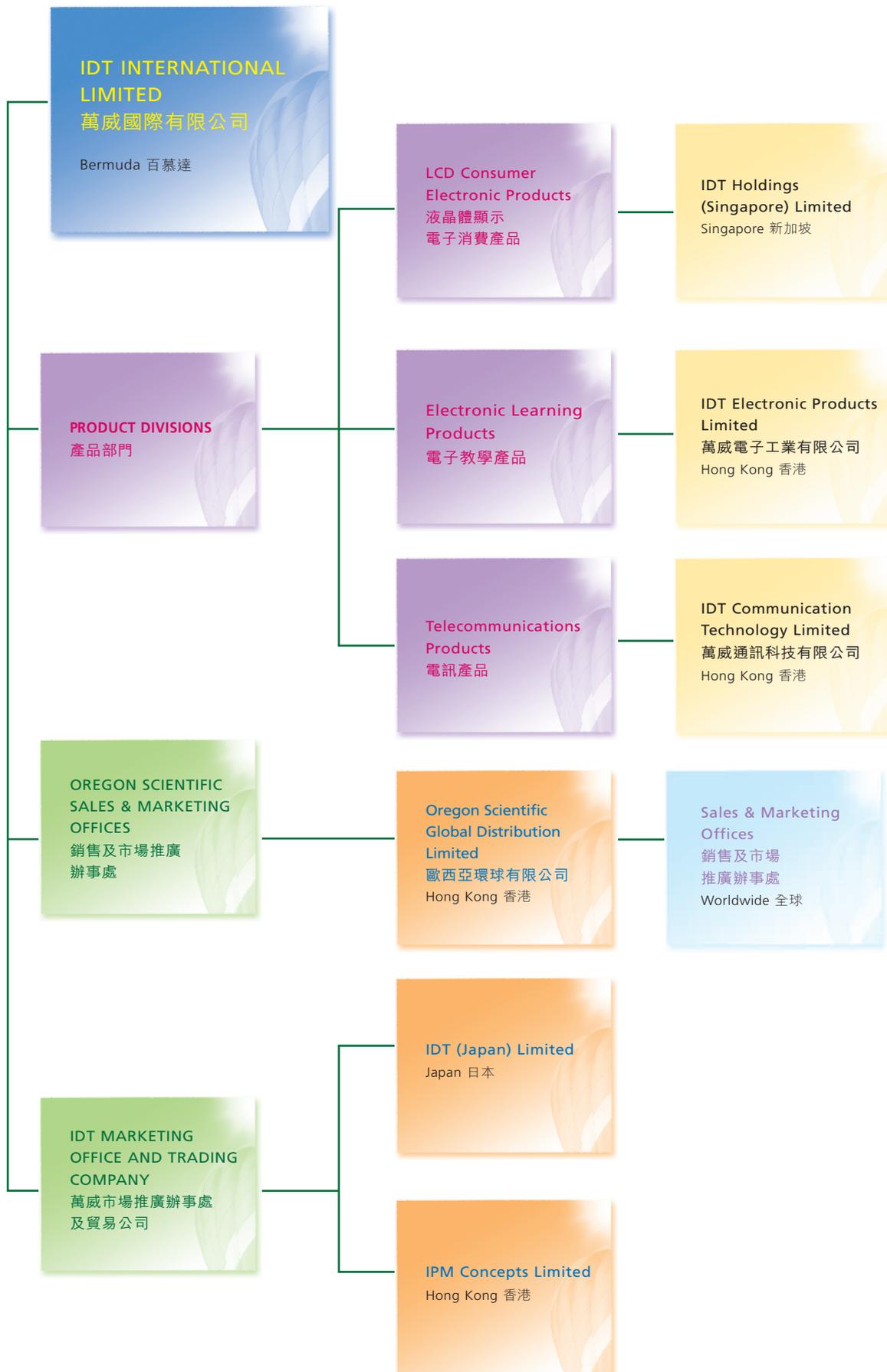
167

**網址**

[www.idthk.com](http://www.idthk.com)  
[www.oregonscientific.com](http://www.oregonscientific.com)

**投資者關係顧問**

縱橫財經公關顧問有限公司





Dear Shareholders,

On behalf of the Board of Directors, I am pleased to present the Group's annual report for the year ended March 31, 2010.

The financial year 2010 continued to be a challenging year. The financial turmoil that started in 2008 continued to impact consumer sentiment. As a result, the Group's sales decreased by 19% to HK\$1,394.9 million. The Group's financial result was also worsened by the recognition of a one time tax provision. Net loss attributable to owners of the Company amounted to HK\$138.2 million. Gross margin was reduced by 2% to 35% while total operating expenses declined 2% to HK\$606.5 million. Despite this, the Group maintained its prudent financial measures and managed to generate a positive liquidity position and its working capital continued to grow.

On the operational front, the Group believes that the measures taken have lessened the impact and will continue to benefit the Group's long term operating model. Highlights include recruiting new distributors to increase sales penetration in existing and new markets. We have also taken the opportunity to enhance our strength in overseas sales and distribution offices to allow flexibility to address changing market demand. Concerted effort was also made to develop new and innovative categories of products that align with the premium life-style image of Oregon Scientific and support our trading up strategy. All these developments have measured up well against our strategic objectives.

#### OUTLOOK

The global economy has started to revive in 2009 as the various economic stimulus measures gradually took effect. However, market conditions are expected to be volatile and will hinder demand in the US and the European markets. Faced with these difficulties, the Group continues to maintain a stable financial position and is confident that the business will remain sound and healthy. The Group continues to adopt initiatives and devise strategies to restructure its business model and re-engineer workflows with the aim to boost sales and improve its business and operational effectiveness and efficiency.

致各股東：

本人謹代表董事會提呈本集團截至二零一零年三月三十一日止年度之年報。

二零一零年財政年度仍然充滿挑戰。二零零八年發生的金融危機仍然影響著消費氣氛。因此，本集團之銷售額減少19%至港幣1,394.9百萬元。本集團之財務業績亦因確認一次性稅務撥備而受到影響。本公司擁有人應佔虧損淨額為港幣138.2百萬元。毛利率減少2%至35%，而總營運開支則減少2%至港幣606.5百萬元。儘管如此，本集團維持審慎的財務政策，致力產生正數流動資金水平，及營運資金持續增長。

在營運方面，本集團相信其所採取的措施有助紓緩影響，並持續對本集團之長遠營運模式有利。當中重點包括聘請新分銷商以增加於現有及新市場之銷售額。我們亦把握機會加強海外銷售及分銷辦事處之實力，以更靈活應付市場需求的轉變。本集團亦致力開發嶄新及先進之產品系列，體現Oregon Scientific之精優產品形象及支持精優產品之策略。所有重大發展實有賴本集團貫徹實現策略性目標的成果。

#### 展望

隨著多項刺激經濟措施陸續生效，全球經濟於二零零九年已開始復甦。然而，預期市況仍會波動，並將壓抑美國及歐洲市場之需求。面對艱難的環境，本集團繼續保持穩定之財務狀況，並深信將可維持良好及穩健的業務發展。本集團將繼續採取措施及制定策略，以重組業務模式及重整工作流程，從而提升銷售額，改善業務及加強營運效益及效能。

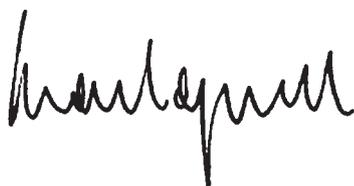
Despite the uncertain global economic outlook, our strategy is to stay focused to drive the implementation of our new business model, to streamline operating costs and to invest in high margin products. The Group intends to strive to increase production efficiency through factory rationalisation. The Group also plans to strengthen its position in existing markets and grow its business in emerging markets such as China, which has achieved impressive GDP growth in 2009. With the measures being taken by the management and our strong cash position, we are confident that we can overcome the challenges ahead.

The Group will focus resources on the following to drive continuous improvement:

- Innovation and development of a full line of new product categories such as "Wellness and Health" and "Sports & Fitness" to counter the decline in sales of mature products.
- Expansion in new markets and new channels, extending and strengthening its network and recruitment of distributors to broaden channel coverage and facilitate better market penetration.
- Strengthening "Oregon Scientific" as a global lifestyle smart living brand through integrated communication strategies.
- Striving for just-in-time manufacturing by ensuring a balanced in-house and outsourced production capable of putting out quality products and on-time delivery with minimum waste and at optimum cost, through the support of effective supply chain management.
- Strengthening technological competence for devising more advanced product solutions.
- Seeking strategic investment opportunities to maximise our returns.
- Revitalising the global website to enhance the consumer experience with Oregon Scientific.

#### APPRECIATION

On behalf of the Board of Directors, I wish to express my sincere gratitude to our shareholders and business associates for their continued support and extend our appreciation to our management team and staff members for their hard work and dedication during the past financial year.



**Raymond Chan, JP**  
Chairman & Chief Executive Officer

July 8, 2010  
Hong Kong

全球經濟前景充滿不明朗因素，本集團的策略是集中資源、致力實施新業務模式、精簡營運成本及投資高利潤產品。本集團將致力透過最優化之生產設施以提升生產效率。本集團亦計劃加強於現有市場之地位，並將業務發展至新興市場，例如中國，中國於二零零九年之國內生產總值錄得可觀增長。憑藉管理層所採取之措施及我們充裕之現金狀況，我們深信定必可應付未來之挑戰。

本集團將集中資源於下列方面以推動持續業務改善：

- 革新及開發全新產品系列，例如「健康及保健」以及「運動及健身」產品系列，以彌補發展成熟產品之銷售下跌。
- 將業務擴展至新市場及新渠道、開拓及加強網絡、聘請分銷商以壯大覆蓋範圍及增加市場滲透率。
- 透過整合品牌傳播策略加強「Oregon Scientific」作為全球精明生活時尚品牌。
- 藉著有效之供應鏈管理，致力透過集團內部及外判生產之配合，達至準時生產及提供優質產品，以及透過最少浪費及最佳成本達至及時付運。
- 提升技術能力以籌劃更多改良產品的方案。
- 尋求策略性投資機會以達至最高回報。
- 重整全球網頁以加強客戶對Oregon Scientific的體驗。

#### 致謝

本人謹代表董事會衷心感謝各股東及業務夥伴一直對本集團之支持，亦感謝管理團隊及全體員工於過去財政年度內努力不懈的工作及盡心效力。



**陳煒文，太平紳士**  
主席兼行政總裁

二零一零年七月八日  
香港

**FINANCIAL REVIEW**

Against the backdrop of the global financial turmoil and economic downturn, the resulting dampened consumer sentiment has affected the Group's business during the year. For the year ended March 31, 2010, the Group recorded a total turnover of HK\$1,394.9 million, a 19% decrease when compared to HK\$1,720.7 million last year. The drop is mainly attributable to a slack retail market and conservative consumer attitudes, in particular in the Americas and Europe. The revenue from the Oregon Scientific branded products declined by 26% to HK\$768.3 million whereas that from ODM/OEM sales was down by 9% to HK\$626.6 million.

Gross profit was HK\$491.0 million compared to HK\$632.4 million last year, a reduction of 22%. To cope with sluggish consumer demand, the Group initiated a "turn inventory into cash programme". It lowered the prices of specific slow moving items during the year, which led to a decrease in overall gross margin from 37% to 35%, but helped to clear some of the inventory. A change in product mix and an inventory provision also contributed to the decreased gross margin.

Other income noticeably decreased by 20%, from HK\$41.4 million last year to HK\$33.1 million for the year under review.

Research and development costs of new products amounted to HK\$84.6 million, 6% of the Group's revenue for the year against 5% in last year, a slight increase of 1%.

**財務回顧**

於年內，全球金融危機及經濟衰退導致消費氣氛疲弱，影響本集團之業務。截至二零一零年三月三十一日止年度，本集團營業額合共為港幣1,394.9百萬元，較去年之港幣1,720.7百萬元下跌19%，主要由於零售市場疲弱及客戶消費態度審慎所致，特別是美洲及歐洲。Oregon Scientific品牌產品之營業額下跌26%至港幣768.3百萬元，而原設計製造產品／原設備製造產品之銷售額則減少9%至港幣626.6百萬元。



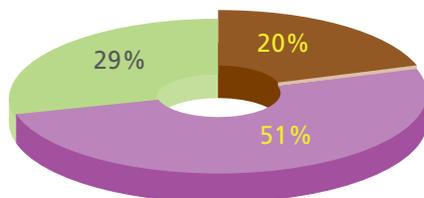
毛利為港幣491.0百萬元，較去年為港幣632.4百萬元減少22%。為應付消費者之需求放緩，本集團於年內實行「減價促銷」計劃，下調特定滯銷產品之售價，此舉令整體毛利率由37%減至35%，惟可有助清理部份存貨。此外，產品組合的變化，以及被劃入銷售成本的存貨撥備亦導致毛利率減少。

其他收入由去年之港幣41.4百萬元大幅減少20%至回顧年度之港幣33.1百萬元。

年內，有關新產品之研究及開發費用為港幣84.6百萬元，佔本集團本年度營業額之6%，較去年之5%輕微增加1%。

**Sales by Product Group**

2010

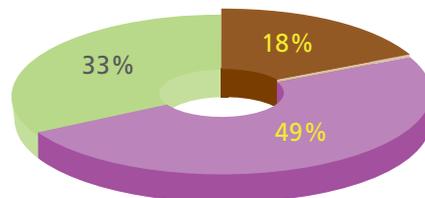


LCD Consumer Electronics Products  
液晶體顯示電子消費產品

Electronic Learning Products  
電子教學產品

**按產品類別劃分之銷售額**

2009



Telecommunication and other Products  
電訊及其他產品

For the year ended March 31, 2010, distribution and selling expenses decreased by 14% to HK\$286.5 million compared to HK\$332.9 million last year. The decrease was mainly attributable to reduced spending in response to the revenue reduction. As a percentage of Group turnover, distribution and selling expenses were 21% in the year under review, a slight increase of 2% compared to last year. However, general administrative expenses increased by 19% to HK\$235.4 million, which included an exchange loss of HK\$15.9 million. Excluding the effect of the exchange loss, such expenses would have increased by 20% to HK\$219.5 million compared to HK\$183.0 million in the previous year. The increase was mainly due to the provisions of doubtful accounts and the set up of specific provisions.

Total operating expenses of the Group included research and development costs, distribution and selling expenditures, and general administrative outlay for the year ended March 31, 2010 amounted to HK\$606.5 million, representing a slight decline of 2% against HK\$619.5 million for last year. Without the exchange loss, the total operating expenses would have been reduced by 2% to HK\$590.6 million.

Interest expenses for bank and other borrowings wholly repayable within five years for the year was HK\$9.3 million, down by 41% as compared to HK\$15.8 million last year, due to lower interest rates.

Taxation amounted to HK\$63.3 million compared to last year's HK\$7.2 million. The increase in taxation was mainly due to the one time non-recurring tax provision made in relation to the offshore profits claims for the years of assessment from 1997/98 to 2008/09.

截至二零一零年三月三十一日止年度，分銷及銷售開支由去年之港幣332.9百萬元減少14%至港幣286.5百萬元，主要由於營業額減少令開支減少。根據本集團營業額之百分比計算，於回顧年度之分銷及銷售開支為21%，較去年輕微增加2%。然而，一般行政開支增加19%至港幣235.4百萬元，當中包括匯兌虧損港幣15.9百萬元。若撇除匯兌虧損之影響，有關開支增加20%至港幣219.5百萬元，而去年則為港幣183.0百萬元。開支增加主要由於呆賬撥備及設立特定撥備所致。



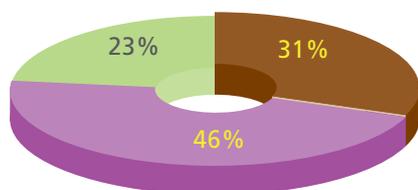
截至二零一零年三月三十一日止年度，本集團之總營運開支包括研究及開發費用、分銷及銷售開支以及一般行政開支，為港幣606.5百萬元，較去年之港幣619.5百萬元輕微減少2%。若撇除匯兌虧損，經營開支總額將減少2%至港幣590.6百萬元。

年內，須於五年內悉數償還之銀行及其他借貸之利息開支減少41%至港幣9.3百萬元，而去年則為港幣15.8百萬元，乃由於利率下調。

稅項為港幣63.3百萬元，而去年則為港幣7.2百萬元。稅項增加主要由於就一九九七／一九九八至二零零八／二零零九課稅年度繳付離岸利得稅作出之一次性非經常稅項撥備所致。

## Sales by Market

2010



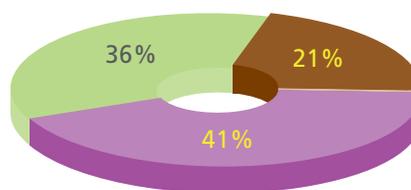
Americans  
美洲

Europe  
歐洲

Asia Pacific  
亞太區

## 按市場劃分之銷售額

2009



As a result, loss attributable to owners of the Company was HK\$138.2 million, compared with a profit of HK\$24.6 million last year.

## BUSINESS REVIEW

### Oregon Scientific

Sales revenues from the Oregon Scientific brand were HK\$768.3 million, a reduction of 26% compared to HK\$1,033.4 million last year. The amount represented 55% of the Group's total sales. The decrease was mainly due to a sluggish retail sector and a poor market environment, particularly in the toy segment, where the US and European markets were adversely impacted during the global economic downturn.

During the year, reduction in customer demand in the US and European markets was mainly driven by the impact of the financial tsunami. The US experienced the biggest setback while the European countries were also severely affected. The Electronic Learning Products suffered the most due to the conservative buying attitude of key customers and the reduction of retail space. While Time and Weather products are still the key product line of the Oregon Scientific brand, initial success has been achieved for the new product category of Health and Wellness in European markets such as France and Italy. The group has managed to maintain the business with its key distributors by the launch of key hero products.

In the coming year, Time and Weather, Sports and Outdoor, Health and Wellness and Energy Saving are expected to be the key product categories of Oregon Scientific. Oregon Scientific will continue to capture growth opportunities through developing new products within the "Health and Wellness" line and innovative weather station products. The initial response from the retail customers has been very positive. More new Time and Weather products with a sleek design and an attractive price point are to be launched before Christmas to capture the peak consumer purchase season. A full range of new products in the collection of massagers and aroma diffusers is to be introduced. Successful listing of these new products has been confirmed with prominent chain stores and TV shopping channels. In addition, a new range of Heart Rate Monitors and Pedometers with features and designs addressing the needs of female consumers will be pilot-launched.



因此，本公司持有人應佔虧損為港幣138.2百萬元，而去年則錄得溢利港幣24.6百萬元。

## 業務回顧

### Oregon Scientific

Oregon Scientific品牌之銷售收益為港幣768.3百萬元，較去年港幣1,033.4百萬元下跌26%，佔本集團總銷售額之55%，錄得跌幅主要由於美國及歐洲市場受到全球經濟衰退之嚴重打擊，令零售業務及市場疲弱所致，特別是玩具產品業務。

年內，美國及歐洲市場之消費需求顯著減少，主要由於受到金融海嘯之影響。美國經濟受到沉重打擊，而歐洲國家亦受到不利影響。電子教學產品受到最大影響，乃由於主要客戶之購買態度審慎及零售點減少所致。時間及天氣資訊產品仍然是Oregon Scientific品牌的主要產品系列，而健康及保健系列新產品已於法國及意大利等歐洲市場初步取得成功。集團保持與主要分銷商之業務關係，以推出主要的核心產品。

於未來一年，Oregon Scientific之主要產品系列預期分別為時間及天氣資訊產品、運動及戶外產品、健康及保健產品以及節能產品。Oregon Scientific將繼續透過開發「健康及保健產品」生產線之新產品以及創新之天氣資訊產品以掌握發展商機。而零售客戶之初步反應理想。本集團將於聖誕節之前推出更多設計時尚及價格吸引之新時間及天氣資訊產品，以把握消費購物旺季之商機。按摩及香薰噴霧器系列將會推出全線新產品。該等新產品已成功於著名連鎖店及電視購物頻道出售。此外，本集團將試點推出心律監測器以及迎合女性消費者需要特性及設計的計步器。

The US market has shown a healthy recovery with a stronger sales commitment. For Europe, the recovery is still proceeding under the shadow of the latest crisis in the Euro zone. In Asia Pacific, the performance is promising and more attention has been placed to speed up the development of our China market.

### LCD Consumer Electronic Products

Sales of this product segment fell by 16% to HK\$712.5 million, accounting for 51% of the Group's total sales. The decrease in sales was mainly the result of decreased sales of Oregon Scientific branded products.

Sales of Oregon Scientific branded products decreased 27% to HK\$344.4 million while ODM/OEM sales reported HK\$368.1 million, almost the same as last year. Persistent keen price competition and the weakened markets adversely affected the sales of weather station products. The uncertain economic environment has prompted consumers to trim spending or delay buying decisions.

To tackle such market challenges, the Group continues to develop and produce innovatively designed higher end products incorporating advanced technologies. Together with close collaboration with external technology partners, continuous investments in research and development are to be made to enhance the innovative features and competitiveness of new products. The Group is dedicated to ensuring that every product it creates fully satisfies the needs of its customers, who embrace active lifestyles and appreciate new technologies, and are environmentally and health conscious. We intend to explore new business opportunities. By leveraging the resources and capabilities of external subcontractors and partners in commodity product development, the Group has optimised manufacturing and enhanced product development.

### Electronic Learning Products

Sales of this segment amounted to HK\$401.4 million, down by 30% compared with last year, representing 29% of the Group's total sales. The decline was mainly attributable to the decreased sales from Oregon Scientific, which saw a shrinkage in orders from certain toy retailers in the US and Europe.

Sales of Oregon Scientific products fell considerably by 35% to HK\$302.0 million and ODM/OEM sales decreased 13% to HK\$99.4 million. This was largely attributable to the decline in customer demand and poor market sentiment.

美國的销售數據顯示市場正在穩健復甦。就歐洲而言，歐元區之經濟仍然受到金融危機的影響。至於亞太區的經濟表現明朗，本集團已集中資源加快於中國市場的發展速度。

### 液晶顯示電子消費產品

產品銷售額下跌16%至港幣712.5百萬元，佔本集團總銷售額之51%，銷售額下跌主要由於Oregon Scientific品牌產品之銷售額減少。



Oregon Scientific品牌產品之銷售額下跌27%至港幣344.4百萬元，而原設計製造產品／原設備製造產品之銷售額錄得港幣368.1百萬元，與去年相若。天氣資訊產品之銷售受持續激烈的價格競爭及疲弱市況所影響。經濟環境之不明朗因素促使客戶紛紛減少消費或審慎作出消費的決定。

為迎接市場挑戰，本集團不斷開發及生產設計新穎且融合先進技術之較高檔次產品。本集團將繼續與外界技術夥伴緊密合作，增加研發投資，以加強新產品之創新特色及競爭力。本集團致力確保所生產的每項產品，於崇尚活躍生活、追求新科技，並同時符合環保及健康需要方面，均能夠全面迎合客戶的要求。本集團擬開拓新業務商機。藉著承包商及夥伴於商品開發方面之資源及能力，本集團將可優化生產及加強產品開發。



### 電子教學產品

銷售額為港幣401.4百萬元，較去年減少30%，佔本集團總銷售額之29%。錄得跌幅主要由於美國及歐洲之若干玩具零售商減少訂單，致使Oregon Scientific之銷售額下跌。

Oregon Scientific產品之銷售額大幅下跌35%至港幣302.0百萬元，而原設計製造產品／原設備製造產品之銷售則減少13%至港幣99.4百萬元，主要由於客戶需求及市況疲弱。

To drive the business growth, the Group has continued to develop new product categories and a new line of children's learning products under a new toy licence is to be launched. The Group will also continuously identify suitable distributors in target regions to help it tap new business opportunities in emerging markets.

### Telecommunication and Other Products

Sales dropped 7% to HK\$281.0 million, accounting for 20% of the Group's total sales. The decrease mainly reflected the drop in sales of ODM/OEM though sales of Oregon Scientific branded products improved.

Sales of Oregon Scientific products in this segment increased 26% to HK\$121.9 million while ODM/OEM sales decreased 22% to HK\$159.1 million. The reduced sales were the result of intensive competition in cordless phone product prices and slack customer demand in the US and Europe.

With markets generally picking up, the Group has made promising sales commitments and to continuously launch new innovative products to support the drive. The response of the markets is expected to be positive and encouraging.

### WORKING CAPITAL

The inventory balance at March 31, 2010 was HK\$207.3 million, decreased by 17% compared to HK\$249.1 million at March 31, 2009. The considerable decrease in stock level was primarily due to the improvement in supply chain management. Inventory turnover days maintained at the same level as compared with last year's 84 days.

Trade debtor's balance at March 31, 2010 was HK\$219.9 million slightly dropped by 3% compared to HK\$225.7 million at March 31, 2009. Trade debtor's turnover was 58 days compared to last year of 48 days.

### LIQUIDITY AND TREASURY MANAGEMENT

As at March 31, 2010, the cash and bank balances of the Group including the short term bank deposits were HK\$682.6 million (2009: HK\$632.4 million).

During the year ended March 31, 2010, the Group generated its fund mainly from operating activities and bank borrowings. The net cash position (cash and bank balances less total borrowings and bills payables) as at March 31, 2010 amounted to HK\$301.3 million, increased by HK\$19.1 million compared with HK\$282.2

為推動業務增長，本集團不斷開發新產品系列，並將會推出與新玩具特許權有關之新系列兒童教學產品。本集團亦將繼續透過於目標地區物色合適之分銷商，務求於新興市場開拓新業務商機。

### 電訊產品及其他產品

銷售額減少7%至港幣281.0百萬元，佔本集團總銷售額之20%，銷售額下跌主要由於原設計製造產品／原設備製造產品之銷售額下跌所致，惟Oregon Scientific品牌產品之銷售額錄得改善。



於此項分類之Oregon Scientific品牌產品銷售額增加26%至港幣121.9百萬元，而原設計製造產品／原設備製造產品之銷售額減少22%至港幣159.1百萬元。由於無線電話產品之價格競爭激烈，加上美國及歐洲客戶之需求減少，令銷售額萎縮。

隨著市場逐漸復甦，本集團矢志提升銷售額，為達致目標，本集團不斷推出嶄新先進產品。預期市場反應將會正面及令人鼓舞。

### 營運資金

存貨金額於二零一零年三月三十一日為港幣207.3百萬元，與二零零九年三月三十一日為港幣249.1百萬元比較減少17%。存貨顯著減少是由於強化物流供應管理所致。存貨周轉日數為84天，維持與去年相若。

應收賬款於二零一零年三月三十一日為港幣219.9百萬元，較二零零九年三月三十一日為港幣225.7百萬元輕微減少3%。應收賬款周轉期為58天，去年則為48天。

### 流動資金及財務管理

於二零一零年三月三十一日，本集團之銀行結餘及現金包括短期銀行存款為港幣682.6百萬元（二零零九年三月三十一日：港幣632.4百萬元）。

於截至二零一零年三月三十一止之年度，本集團的主要資金來源包括經營活動及銀行貸款。於二零一零年三月三十一日，現金淨額（現金及銀行結餘減去總借貸及應付票據）達港幣301.3百萬元，較二零零九年三月三十一日之淨額為港幣282.2百萬元，增加

million at March 31, 2009. The Group maintained sufficient financial resources to meet working capital requirements and finance its commitments.

The Group's exposure to foreign currency stems mainly from the net cash flow and net working capital translation of its overseas subsidiaries. Hedging of foreign currency exposures is done through natural hedges and forward contracts. As at March 31, 2010, there was a forward contract in place to hedge against possible exchange risk from future net cash flows. Speculative currency transactions are strictly prohibited. Management of currency risk is the responsibility of the Group's headquarters in Hong Kong.

### DEBTS AND GEARING RATIO

The total borrowings and bills payables of the Group as at March 31, 2010 amounted to HK\$381.3 million (2009: HK\$350.2 million). The Group successfully arranged long term bank loans amounted to HK\$188.7 million during the year. The borrowings are mainly denominated in HK dollars and on floating rates basis.

The debts incurred by the Group will be used for general corporate purpose, including capital expenditure and working capital requirements.

Gearing ratio (total borrowings/shareholders' equity) as at March 31, 2010 and March 31, 2009 were approximately 47% and 35% respectively.

### CHARGES ON GROUP ASSETS

As at March 31, 2010, there was no financial charge on the Group's assets.

### CAPITAL EXPENDITURE

Capital expenditure on property, plant and equipment for the year ended March 31, 2010 was HK\$15.9 million (2009: HK\$30.8 million) which was primarily used for the business operation and development. Sources of funds were mainly financed by internal resources and borrowings.

There were no material acquisitions and disposals of subsidiaries and associated companies in the course of the year ended March 31, 2010.

### CONTINGENT LIABILITIES

As at March 31, 2010, the Group had no contingent liabilities (2009: nil).

港幣19.1百萬元。本集團具備充裕財務資源，足以應付營運資金所需及其承擔。

本集團之外幣風險主要來自兌換其海外附屬公司流動現金淨額及營運資金淨額。本集團運用自動對沖及遠期合約對沖外匯風險。於二零一零年三月三十一日，本集團已運用遠期合約對沖因兌換集團未來流動現金淨額而可能產生之外匯差額。本集團嚴禁任何投機性貨幣交易。外幣風險之管理工作由本集團香港總部進行。

### 債務及負債比率

於二零一零年三月三十一日，本集團的借款總額及應付票據為港幣381.3百萬元（二零零九年三月三十一日：港幣350.2百萬元），年內，本集團已安排金額為188.7百萬元之長期借貸。本集團的所有銀行和其它借款均以港幣計值及按浮動利率基制。

本集團所欠債務將會用於一般公司用途，以應付資本性支出及營運資金所需。

於二零一零年三月三十一日及二零零九年三月三十一日，本集團的負債比率（即借款總額除以股東權益）分別約為47%及35%。

### 本集團資產抵押

於二零一零年三月三十一日，本集團概無任何用作財務抵押之資產。

### 資本開支

截至二零一零年三月三十一日止之年度，物業、機器及設備之資本開支為港幣15.9百萬元（二零零九年：港幣30.8百萬元），主要用於業務運作及發展。資本投入的資金來源主要是內部資源撥付及借款。

截至二零一零年三月三十一日止之年度，本集團並沒有進行有關附屬公司及聯營公司的重大收購及出售。

### 或然負債

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

## HUMAN RESOURCES AND REMUNERATION POLICY

As at March 31, 2010, the Group had about 3,229 employees. The Group fully recognises the importance of its employees who contribute significantly to its success and continues to maintain and upgrade the capabilities of its workforce by providing them with adequate and regular training.

The Group's remuneration policy is to provide compensation packages at market rates which reward individual's performance and attract, retain and motivate high quality employees. The compensation packages offered by the Group are comparable with other organizations of similar size and business nature and are reviewed annually. The components of employee's remuneration package consists of base salary, double pay, fringe benefits including pension scheme, medical insurance, life and personal accident insurance, employee compensation and business travel insurance as well as incentives like discretionary cash bonus and the opportunities to participate in the Group's share option schemes.

Details of the schemes and the number of options granted to the Group's employees are set out in note 25 to the financial statements from page 108 to page 114. Details of pension schemes operated by the Group are set out in the note 31 to the financial statements on page 125. In Xixiang, Shenzhen, China where the Xixiang Facilities are located, staff welfare rates are set with reference to the prevailing labour laws in China. Accommodation and leisure facilities are also provided to local staff at Xixiang Facilities.

The Group's remuneration philosophy for executive directors and senior executives is based upon creating a strong link between performance and reward in accordance with the following principles:

1. Fixed salaries and benefits are set at median-market level against comparator groups of companies selected on the basis of similar size and business nature and benchmarked with the prevailing market conditions; and
2. Performance-related bonus is linked to the achievement of pre-defined performance targets including financial targets, performance index and pre-agreed management objectives.

The emolument of the directors are recommended by the remuneration committee with reference to companies of comparable business type or scale, and the nature and quantity of work at both Board and Board Committee levels (including

## 人力資源及薪酬政策

於二零一零年三月三十一日，本集團合共聘有3,229名僱員。本集團深明僱員對本集團取得今日成就實在功不可沒，並為員工提供充足及定期培訓，藉以保持及不斷提升員工之工作表現。

本集團之薪酬政策旨在提供符合市場水平的薪津組合，以回報僱員之個人表現，並且吸引、挽留並激勵能幹員工。本集團之薪津組合可與其他規模和業務性質相若之機構提供薪津組合媲美，而本集團亦會每年對此進行檢討。僱員之薪津組合包括以下各項：基本薪金、雙糧及額外福利（包括退休保障計劃、醫療保險、人壽及個人意外保險、僱員補償及公幹保險）。此外集團亦提供酌情現金花紅等獎勵，而僱員亦有機會參與本集團之購股權計劃。

有關計劃及其授予本集團員工之購股權數目詳情載於第108頁至第114頁之財務報表附註25。本集團提供之退休保障計劃之詳情載於第125頁之財務報表附註31。於西鄉設施之所在地，中國深圳西鄉，員工福利水平乃參考中國現行之勞工法而制定。駐西鄉設施之本地員工均獲提供住宿及消閒設施。

本集團釐定執行董事及高級行政人員之理念為使其表現與回報緊密掛鉤，箇中所根據之原則如下：

1. 本集團先選出一系列規模及業務性質相若之公司作比較指標，使固定薪金及福利定於市場水平的中位數，並以現行市況作基準；及
2. 績效花紅與能否達到既定表現目標（包括財務目標、表現指數及預先協定之管理目標）掛鉤。

董事酬金由薪酬委員會參考業務種類或規模相若之公司，以及董事會與董事委員會之工作性質和工作量（包括會議次數及議題性質）後提出建議，務求董事可就所付出之時間及貢獻得到合理報酬。董事酬金由

frequency of meetings and nature of agenda items) in order to compensate directors reasonably for their time and efforts spent. The directors' emolument is approved by the Board pursuant to the mandate granted by the shareholders at annual general meetings. It comprises of five components, namely base salary, benefits, annual performance-related bonus, share options and pension scheme. In addition, each director is paid a basic director's fee for his/her service as director of the Company. Additional fees are paid to a director for appointment as a member of a particular committee. Non-executive directors receive no base pay, benefits, bonus or pension except director's fee and reimbursement for expenses incurred in connection with their directorship of the Company. No individual director is allowed to participate in the procedures for deciding his/her individual remuneration package. Full details of the remuneration of and fees paid to the directors in the year ended March 31, 2010 are set out in note 7 to the financial statements from page 87 to page 88. All directors are entitled to participate in the share option schemes of the Company. Details of the schemes and the number of options granted to directors of the Company are set out in note 25 to the financial statements from page 108 to page 114.

**Raymond Chan, JP**

*Chairman & Chief Executive Officer*

July 8, 2010  
Hong Kong

董事會根據股東於股東週年大會上授予之授權而批准。董事酬金由五個項目組成，分別是基本薪金、福利、全年績效花紅、購股權及退休保障計劃。此外，各董事均可就其以本公司董事身份而提供的服務收取基本董事袍金。如董事獲委任為個別委員會之成員，其將獲發額外袍金。除董事袍金與及因出任本公司董事而獲得之可報銷開支外，非執行董事並不獲發基本薪金、福利、花紅或退休保障。各董事不得參與釐定本身薪酬福利之程序。截至二零一零年三月三十一日止年度支付予董事之薪酬及袍金的詳情載於第87頁至第88頁之財務報表附註7。各董事均享有參與本公司的購股權計劃的權益。有關計劃以及授予本公司董事之購股權數目的詳情載於第108頁至第114頁之財務報表附註25。

陳煒文，太平紳士  
主席兼行政總裁

二零一零年七月八日  
香港

## ORGANIZATIONAL DEVELOPMENT

To align our work culture with corporate strategies and core values, a series of programs related to business direction and vision were conducted. Performance management programs and team effectiveness workshops were conducted to ensure individual goals and team objectives are in sync.

To provide a common platform for all employees to share information, a monthly online corporate newsletter, *SmartNews*, is available. *SmartNews* covers a wide range of topics, ranging from market information, technology & innovation updates that has a direct impact on work, to more social articles about staff activities, smart-living lifestyles, and of course, our success stories.

To further enhance the work environment, positive & encouraging messages are sent via email to all staff on the first morning of each week to boost morale. Through our corporate culture, members of the IDT family “strive for excellence” in line with IDT ACT which stands for:

- Innovation
- Devotion & passion
- Teamwork
- Accountability & ownership
- Can do
- Trust & respect

## STAFF DEVELOPMENT

We were experiencing inevitable change with the economic volatility, competition and complexity of the business environment. The Group training programs had closely aligned to our corporate objectives and new business model, aiming at driving business and engaging workforce, building talents & leaders for TODAY and TOMORROW and developing a high performing learning culture that drive business result.

To enhance knowledge & understanding of their disciplines, a series of training programs have been conducted in the following areas:

- *Professional Programs*: to nurture and update professional knowledge through technical seminars & lean workshops.
- *Innovation & Creativity*: to expose staff to various tools for creativity, such as 6 thinking hats, mind map, blue ocean innovation & creativity algebra.

## 組織發展

為使工作表現與公司策略及核心價值一致，本集團推行了一系列的整合計劃及企業文化發展活動，包括績效管理項目及團隊效應工作坊等，落實個人目標與團隊目標是一致性。

每月發刊的網上企業新聞報 *SmartNews*，為所有員工提供共用溝通平台，分享市場動向、科技及創新資訊、員工活動、精明生活模式、及我們的成功故事等。

還有每周一早上透過電子郵件傳遞正面及鼓勵性信息到每位同事，成為大家每周工作的“動力”。此外，通過企業文化IDT ACT凝聚大家“敬業樂業”的做事態度。

- 熱誠創造
- 全情投入
- 群策群力
- 承擔負責
- 實踐求成
- 信任尊重

## 僱員發展

伴隨著經濟起伏不定、競爭激烈和經營環境複雜，我們正經歷著不可避免地變革。緊跟公司目標和新商業模式，集團培訓及發展部推出了許多有效的培訓，以推動公司發展和吸引更多人才，為公司現在及將來培養更多人才和領袖。同時，以公司目標為驅動，建立發展一個高效的學習文化。

為了提升職員的專業水準及工作知識，本集團開展了以下一系列的培訓課程：

- *專業技能*：學習及更新專業知識，例如：技術研討會及精益工作坊等專案；
- *創意思維*：介紹各種創意工具，例如：六頂思考帽、腦地圖、藍海創意等；

- *Compliance & Quality Discipline*: to update knowledge and awareness of compliance & quality issues, such as RoHS & WEEE, ISO 9000 and FMEA.
- *Personal Effectiveness Series*: to enhance overall productivity and effectiveness through courses such as time management, systematic problem solving and effective communication skills.

### LEADERSHIP DEVELOPMENT

The Leadership program was tailored to suit all leaders of different levels. Its aim is to strengthen participant's leadership competencies to meet business needs. Participants met regularly to share their work experience and management insights. Team effectiveness and coaching skills were emphasized to enhance their leadership.

### MULTIMEDIA & E-LEARNING

To cope with the increasing learning needs & optimizing training resources, we developed the *Web Academy*, an online self-learning platform to enable *Just-In-Time* learning. We also publish a bi-weekly newsletter called "*Knowledge Express*" which contains market & technology updates and is available to all staff via our intranet.

### WELLNESS PROGRAMS FOR EMPLOYEES

The Lunch and Learn Programs were held regularly to promote *Work-Life Balance*. Experts of various disciplines were invited to deliver sessions in various interests, ranging from book & movie appreciation, parenting, sleep quality improvement to yoga. Staff members were also sponsored to take part in runs and hikes to maintain their health & fitness level. Social and recreational programs such as New Hire Lunch Gathering, Annual Outing, Christmas Party and Annual Dinner were held to enhance internal communication and affirm a sense of belonging.

### SOCIAL RESPONSIBILITIES

As with previous years, the Group has actively promoted awareness of social responsibilities to our employees. The Group generously donated our products to organizations such as Youth Outreach, Baptist Oi Kwan Service, the Boys & Girls Clubs Association of Hong Kong, Hong Kong Lutheran Social Service & St James Settlement to support their charitable programs. We also supported a wide range of fund-raising programs such as the Hong Kong Federation of Youth Groups Raffles Campaign, the 2010 Community Chest BOCHK Charity Golf Day and donations for Yunnan Earthquake victims organized by the Red Cross.

- *品貨及條例必修訓練*：為了更新職員的條例資訊，及提升其品質意識，本集團舉辦了無鉛製造、電子廢料處理、品質管制體系課程及失效模式及效應分析等培訓。
- *個人發展系列*：為提高職員整體生產力及工作效率，本集團開設了時間管理、系統解決問題方法、及有效溝通技巧等課程。

### 領導發展

為針對不同級別管理人員的需要，本集團精心設計了「領導計劃」，目的是加強集團領導核心能力以滿足商業需要。參與者定期會面並分享各自的工作經驗、管理心得，我們還特別強調「團隊效應」及「有效教練技巧」的培訓，以輔助有效領導力的實踐。

### 多媒體及網上學習

為了滿足不斷增加的學習需求和優化培訓資源，我們開發了「網上學院」——一個網上自學平台，它使「及時學習」成為可能。我們還出版了名為「知識速遞」的雙週刊，通過內聯網使所有同事得到更新的市場及技術方面知識。

### 僱員身心健康計劃

定期舉行午餐學習活動，以提升僱員工作與生活之平衡。研討會及工作坊活動由不同範疇的專家主持，例如書籍及電影分享、親子關係、改善睡眠質素、與瑜伽等。此外，社交康樂活動亦定期舉行，以加強內部溝通及僱員的凝聚力，例如新員工聚餐、週年戶外活動、聖誕聯歡會及週年晚會。

### 社會責任

本集團支持各項慈善活動，以提高關心社會的意識，鼓勵僱員及公眾人士對社會作出貢獻。活動包括贊助公司產品支持協青社、浸信會愛群社會服務處、香港小童群益會、香港路德會、聖雅各福群會，籌款活動如香港青年協會慈善獎券售賣、公益金中銀香港慈善高爾夫球賽及香港紅十字會雲南地震賑災捐款等。

### CARE FOR THE COMMUNITY

Our volunteer team, formed by our employees and managers, has actively participated in various volunteer services organized by various charitable agencies such as the Hong Kong Council of Social Service, the Lions Clubs and Hong Kong Sheng Kung Hui Welfare Council. The team joined “Embracing Challenges Enriching Lives Campaign” to motivate the caring spirit of the community and to build a stronger and a more resilient society that can withstand and embrace challenges and “Harmony Family Carnival” to encourage more parent-children communication and promote family harmony and regular visits to serve elderly members who live alone, suffer from chronic diseases or physically handicapped. Since 2005, the Group has been bestowed the award of “Caring Company Logo” by the Hong Kong Council of Social Service in recognition of our care for the community.



### EDUCATION SPONSORSHIP

Every year, the Group sponsors the design seminars and workshops hosted by the Hong Kong Design Centre. To promote the awareness of design value and to enhance the expertise of the design professionals and students, we also offer sponsorships to support student projects, contests, and leadership programs. The “PolyU Innovation & Entrepreneurship Student Challenge” and the youth leadership programs organized by the Hong Kong Polytechnic University are two of the key annual sponsorship programs. These programs aim at encouraging the youths to contribute their learning to the society and equipping them with the right attitude, knowledge and skills to learn the working environment in the real business world.



This year, the Group expanded education sponsorship from Hong Kong to mainland China. We successfully raised fund for the 18 high school students, living in remote areas in Liannan, Guangdong of China, to further their studies. The Group not only offer donation but also fielded a CSR volunteer team of 20 people to teach them English and pay home visits.

### 關懷社區

本集團義工隊(成員包括各部門的員工及管理人員)曾參與多個社會服務機構之義工服務，例如香港社會服務聯會、獅子會及聖公會福利協會。義工服務包括透過「好好生活」社區運動啟動禮，協助鼓勵社區建立正向思考，促進家庭互相支持，建立平衡的生活方式、參與親子嘉年華協助宣傳親子溝通，促進家庭和諧、定期探訪獨居、長期病患或傷健長者、以示鼓勵關懷。自2005年起，本集團榮獲香港社會服務聯會頒發「商界展關懷」標誌的殊榮，以嘉許其關心社會。

### 贊助教育

每年集團均贊助香港設計中心舉辦設計研討會及工作坊，以提升設計專業在社會中的價值、業內人士及設計系學生的水平。集團提供獎學金予多項學生計劃、比賽及領袖訓練計劃，例如「理大國際學生創新挑戰賽」，贊助完成青年領袖訓練計劃的理大學生舉辦青年領袖訓練計劃，鼓勵青年人回饋社會。本集團亦為大專學生提供了暑期工作及實習的機會，讓學生有機會建立應有的態度、知識及技能，以便參與及投入真正的商業活動。

集團更在本年度將教育贊助從香港擴展到中國大陸，籌款贊助了十八名住在廣東省連南偏遠地區的高中生，繼續其學業。集團不僅提供捐款，還派出一行二十人的義工隊到當地教英語及做家訪。

## EXECUTIVE DIRECTORS 執行董事

**RAYMOND CHAN, JP**

Chairman and Chief Executive Officer, a member of the Executive Committee, aged 61. Dr. Chan founded the IDT business in 1977. He leads the management in setting the Group's mission and objectives, develops and formulates business strategies. He is also the Chairman and Chief Executive Officer of the Singapore listed subsidiary, IDT Holdings (Singapore) Limited. Dr. Chan was an electronic engineer and has been conferred for a degree of Doctor in Business Administration, honoris causa by The Hong Kong Polytechnic University in November 2003. Dr. Chan has over 40 years' experience in the consumer electronics industry. Before establishing the IDT business, he worked for multi-national semi-conductor companies in the US and Hong Kong. Dr. Chan is a member of Advisory Committee on School of Design of The Hong Kong Polytechnic University, a member of the CreateSmart Initiative (CSI) Vetting Committee under the Commerce and Economic Development, a member of the Council of Management Representative of the Hong Kong Productivity Council, the Honorary President of The Toys Manufacturers' Association of Hong Kong and Life Patron of The Professional Validation Council of Hong Kong Industries.

**陳煒文，太平紳士**

主席兼行政總裁及執行委員會成員，六十一歲。陳博士於一九七七年創辦萬威業務。彼領導管理層制訂本集團之使命及宗旨，發展及訂定業務策略。彼亦同時擔任新加坡上市附屬公司IDT Holdings (Singapore) Limited之主席兼行政總裁。陳博士曾為電子工程師並於二零零三年十一月獲香港理工大學頒授榮譽工商管理博士學位。陳博士擁有逾四十年從事電子消費產品行業之經驗。在創辦萬威業務前，彼曾任職於美國及香港之跨國半導體電子公司。陳博士為香港理工大學設計學院顧問委員會委員、香港商務及經濟發展局－創意智優計劃審核委員會成員、香港生產力促進局理事委員會資方代表委員、香港玩具廠商會名譽會長及香港工業專業評審局永遠名譽會長。

**CHAN PAU SHIU YENG, SHIRLEY**

Executive Director and a member of the Executive Committee, Nomination Committee and Remuneration Committee, aged 61. Mrs. Chan is the wife of Dr. Raymond Chan and as a co-founder of the Group, she has been involved in developing the IDT business since 1977. Mrs. Chan's main responsibilities are to advise the business and marketing activities, legal affairs and administrative functions of the Group. She is also an Executive Director of the Singapore listed subsidiary, IDT Holdings (Singapore) Limited. Mrs. Chan holds a MBA degree from the University of Hull, UK, a Master of Arts degree in Communication Management from the University of South Australia, and a Master of Arts degree in English for Professional Purposes from the University of Central Lancashire, UK.

**陳鮑雪瑩**

執行董事兼執行委員會、提名委員會及薪酬委員會成員，六十一歲。陳太乃陳煒文博士之妻子，並為集團共同創辦人，自一九七七年起已參與發展萬威業務。陳太主要負責就集團之業務及市場推廣事務提出建議，法律事務及行政管理工作。彼亦同時擔任新加坡上市附屬公司IDT Holdings (Singapore) Limited之執行董事。陳太持有英國University of Hull之工商管理碩士學位、University of South Australia傳播管理學文學碩士學位及英國University of Central Lancashire專業應用學文學碩士學位。

## INDEPENDENT NON-EXECUTIVE DIRECTORS 獨立非執行董事

**LO KAI YIU, ANTHONY**

Independent Non-Executive Director and Chairman of the Audit Committee, aged 61. Mr. Lo was appointed in July 1990. Mr. Lo is qualified as a chartered accountant with the Institute of Chartered Accountants of Ontario, Canada and is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Lo has over 28 years of experience in banking, finance and investments. He worked for a number of well known financial institutions including serving as a managing director of Indosuez Asia Limited, Suez Asia Investment Management Ltd., HG Asia Limited, ABN Amro Asia Limited and PrimeCredit Limited. He has the relevant experience in internal controls and in preparing and auditing comparable financial statements as well as experience in reviewing or analysing audited financial statements of public companies. Mr. Lo is currently the Chairman of Shanghai Century Capital Ltd.. Mr. Lo is an independent non-executive director and members of the audit and nomination committees of the Taiwan Fund Inc., which is listed on the New York Stock Exchange. He also serves as an independent non-executive director and the audit committee chairman of Tristate Holdings Limited and Playmates Holdings Limited and serves as an independent non-executive director and member of the audit committee of Convenience Retail Asia Limited, and an independent non-executive director of Lam Soon (Hong Kong) Limited, all are Hong Kong publicly listed companies. Mr. Lo was a member of the Listing Committee of The Stock Exchange of Hong Kong Limited from 1998 to May 2006.

**羅啟耀**

獨立非執行董事兼審核委員會主席，六十一歲。羅先生於一九九零年七月獲委任。羅先生為加拿大安大略省特許會計師公會之特許會計師並註冊為香港會計師公會之會員。羅先生在銀行、財務及投資業務方面擁有逾二十八年之經驗。彼曾於多間知名金融機構任職，其中包括Indosuez Asia Limited、Suez Asia Investment Management Ltd.、浩威亞洲證券有限公司、荷銀證券(亞洲)有限公司及安信信貸有限公司出任董事總經理。彼擁有內部監控與制訂及審核比較財務報表相關之經驗以及審閱或分析公眾公司經審核財務報表之經驗。羅先生現為Shanghai Century Capital Ltd.之主席。羅先生為紐約證券交易所上市公司Taiwan Fund Inc.之獨立非執行董事兼審核委員會及提名委員會成員。彼亦為Tristate Holdings Limited及Playmates Holdings Limited之獨立非執行董事兼審核委員會主席及Convenience Retail Asia Limited之獨立非執行董事及審核委員會成員，以及南順(香港)有限公司之獨立非執行董事，上述之公司皆為香港上市公司。羅先生由一九九八年至二零零六年五月曾出任香港聯合交易所有限公司上市委員會之委員。

**KAO YING LUN**

Independent Non-Executive Director and a member of the Audit Committee, Nomination Committee and Remuneration Committee, aged 57. Mr. Kao was appointed in June 1997. He has over 22 years of business and professional experience in investment banking and corporate finance. Mr. Kao holds an Honours Business Administration Degree from Richard Ivey School of Business, The University of Western Ontario and is a Chartered Accountant qualified in Canada.

**高英麟**

獨立非執行董事兼審核委員會、提名委員會及薪酬委員會成員，五十七歲。高先生於一九九七年六月獲委任。彼擁有逾二十二年於投資銀行及企業財務之業務及專業經驗。高先生持有西安大略大學Richard Ivey School of Business頒授之榮譽工商管理學位，並為加拿大之合資格執業會計師。

## JACK SCHMUCKLI

Independent Non-Executive Director, Chairman of the Nomination Committee and Remuneration Committee and a member of the Audit Committee, aged 70. Mr. Schmuckli was appointed in May 1999. He has over 36 years of professional executive product marketing experience in the photographic and electronics industries. He had been the Chairman and Chief Executive Officer of Sony Europe GmbH for 14 years and had also been an executive member of the board of Sony Corporation, Tokyo. Mr. Schmuckli now holds several non-executive board memberships, mainly in Switzerland.

## JACK SCHMUCKLI

獨立非執行董事，提名委員會及薪酬委員會主席兼審核委員會成員，七十歲。Schmuckli先生於一九九九年五月獲委任。彼在攝影及電子產品行業擁有逾三十六年之專業市場推廣及管理經驗。彼曾出任 Sony Europe GmbH之主席兼行政總裁達十四年，並曾為東京 Sony Corporation董事會之執行董事成員。Schmuckli先生現時主要為瑞士數間公司董事會之非執行成員。

## KENICHI OHMAE

Independent Non-Executive Director, aged 67. Dr. Ohmae was appointed in August 2001. He is a world renowned management consultant and was selected as one of the five management gurus in the world by The Economist in 1994. Dr. Ohmae received his Ph.D. in nuclear engineering from the Massachusetts Institute of Technology and an honorary doctorate from Notre Dame University. He is an expert in formulating creative strategies and developing organisational concepts for both the private and public sectors. He is the founder and President and Chief Executive Officer of Business Breakthrough, Inc. and before that, had been a partner of McKinsey & Company, Inc., an international management consulting firm, for 23 years.

## 大前研一

獨立非執行董事，六十七歲，大前博士於二零零一年八月獲委任。彼乃世界著名之管理顧問，曾於一九九四年獲經濟學人雜誌揀選為世界五位在管理方面的權威之一。大前博士獲麻省理工學院頒授原子力學博士學位，並獲巴黎聖母院大學頒授榮譽博士學位。彼專長為替私人及公共機構制訂創新策略及發展組織概念。彼乃Business Breakthrough, Inc. 之創辦人及主席兼行政總裁，及在此之前，曾擔任國際管理顧問公司麥肯錫公司之合夥人達二十三年。

## SENIOR MANAGEMENT 高級管理人員

### WONG RAUDRES LOURDES

Group Chief Financial Officer, aged 47. Ms. Wong joined the Group in October 2009. She is responsible for all corporate finance functions and corporate development matters of the Group and to ensure achievement of corporate objectives. Ms. Wong has a wealth of over 22 years of international experience in corporate finance, business management, and mergers and acquisitions. Prior to joining the Group, she was the Chief Financial Officer of the Asia Pacific Division of ASSA ABLOY Group. She had held different senior finance and strategic business planning positions in Nike International Ltd and Level 3 Communications. She had also worked for Nortel Group in its various offices in Canada, and in cities including Tokyo, Beijing and Shenzhen. Ms. Wong holds a Bachelor's Degree in Commerce and a Master's Degree in Business Administration from McMaster University of Hamilton, Canada. She is a Member of the Institute of Chartered Accountants of Ontario, Canada.

## 王路得

集團財務總裁，四十七歲。王女士於二零零九年十月加入本集團。彼負責本集團所有企業融資業務及企業發展事項，並確保能達到企業目標。王女士於企業融資、業務管理及收購合併方面積逾二十二年豐富國際經驗。彼於加入本集團前為亞薩合萊集團亞太部門的首席財務總監，並在耐克國際有限公司及Level 3 Communications擔任多個高級財務及策略業務計劃職位。她亦曾於北電集團位於加拿大、東京、北京及深圳等城市的辦事處出任要職。王女士持有加拿大安大略省哈密爾頓麥克馬斯特大學商業學士學位及工商管理碩士學位，並為加拿大安大略特許會計師公會會員。

**LEONG MUN HOONG, LEON**

President – LCD Consumer Electronic Products, aged 49. Mr. Leong joined the Group in June 1999. He is responsible for managing the day-to-day operations and strategic direction and planning of the LCD Consumer Electronic Products business of the Group operated separately under the Singapore listed subsidiary, IDT Holdings (Singapore) Limited, in which Mr. Leong is a director of its key operating subsidiary, IDT Technology Limited. Mr. Leong holds a Bachelor of Science degree in Industrial Engineering obtained from the University of Tennessee, US and a Master degree in Business Administration from the University of Warwick, UK. Prior to joining the Group, he was the Managing Director of Strombecker (HK) Ltd.

**梁文雄**

液晶顯示電子消費產品部總裁，四十九歲。梁先生於一九九九年六月加入本集團。彼負責管理本集團在新加坡上市附屬公司IDT Holdings (Singapore) Limited旗下經營之液晶顯示電子消費產品業務之日常運作與策略性方向及計劃，梁先生亦為其中一家主要營運附屬公司萬威科研有限公司之董事。梁先生持有美國University of Tennessee頒授之工業工程理學士學位及英國University of Warwick之工商管理碩士學位。在加入本集團前梁先生曾擔任 Strombecker (HK) Ltd.之董事總經理。

**LAI SIN CHING, CONNIE**

Executive Vice President – Oregon Scientific, aged 44. Ms. Lai joined the Group in January 2009. She is responsible for managing the global business of Oregon Scientific and the strategic marketing and brand development all over the world. Ms. Lai possesses over 20 years of business management and brand marketing experience. Prior to joining IDT, Ms. Lai worked for ECCO Asia Pacific Limited as Commercial Director, in which she was the director of ECCO HK, Taiwan and Singapore. Previously, she was the Group General Manager of Swire Resources Limited. Ms. Lai holds a degree of Bachelor of Social Sciences, Economics and Management Studies from the University of Hong Kong. She also attended senior executive programs in the renowned academic institutions including INSEAD, IMD and University of Beijing.

**賴倩貞**

環球市務、分銷及業務發展部行政副總裁，四十四歲。賴女士於二零零九年一月加盟本集團，主管歐西亞全球業務及市場發展。賴女士擁有逾二十年市場業務發展及品牌管理經驗。於加盟本集團前，賴女士為毅高亞太有限公司的商務總監，並獲委任為毅高皮鞋香港、台灣及星加坡有限公司的董事。此外，她亦曾出任太古資源有限公司的集團總經理。賴女士持有香港大學社會科學經濟及管理學學士學位，並於多間國際有名的研究學院包括INSEAD，IMD及北京大學等修讀高級管理人員的研修課程。

**STEFANIE MOORE**

General Manager - Electronic Learning Products Division, aged 36. Ms. Moore joined the Group in September 2009 and is responsible for managing the day-to-day operations, planning and sales, as well as the overall strategic direction of the Electronic Learning Products Division. She has extensive experience in international business management in global markets. Prior to joining the Group, Ms. Moore worked for MGA Entertainment as Vice-President International Sales, and Newell Rubbermaid where she delivered commercial success focusing specifically on sales of market leading brands. Ms. Moore holds a Bachelor degree in International and Management Studies from the University of Leeds, UK.

**STEFANIE MOORE**

電子教學產品部門總經理，三十六歲。Moore女士於二零零九年九月加盟本集團，負責電子教學產品部門之日常營運、策劃及銷售，以及整體策略性方向。彼於環球市場擁有豐富之國際業務管理經驗。在加入本集團前，Moore女士為MGA Entertainment之國際銷售副總裁，並曾於Newell Rubbermaid服務，專注於市場上具領導性品牌之銷售，並取得佳績。Moore女士持有英國University of Leeds頒授之International and Management Studies學士學位。

The directors are pleased to present to the shareholders their annual report and audited financial statements for the financial year ended March 31, 2010.

### PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. Its principal subsidiaries are engaged in the investment holdings, design, development, manufacture, sales and marketing of various consumer electronic products. Details of the principal activities of the Group's subsidiaries are set out in note 33 to the financial statements.

### SEGMENT INFORMATION

Details of segment information are set out in note 5 to the financial statements.

### RESULTS

The results of the Group for the year ended March 31, 2010 are set out in the consolidated statement of comprehensive income on page 54 and further analysis is given in the accompanying notes to the financial statements.

### DIVIDENDS

No interim dividend for the year ended March 31, 2010 was paid (2009: Nil) to the shareholders of the Company.

The directors of the Company have resolved not to recommend the payment of a final dividend to the shareholders of the Company (2009: Nil).

### GROUP FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 4.

### SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 24 to the financial statements.

### RESERVES

Details of movements in reserves of the Group and of the Company during the year are set out in the consolidated statement of changes in equity on page 57.

### PROPERTY, PLANT AND EQUIPMENT

During the year, the Group spent an aggregate amount of approximately HK\$15.9 million (2009: HK\$30.8 million) on the acquisition of property, plant and equipment for the purpose of business expansion.

Details of movements in property, plant and equipment of the Group during the year are set out in note 11 to the financial statements.

董事會欣然向各股東呈覽截至二零一零年三月三十一日止財政年度之報告書及經審核財務報表。

### 主要業務

本公司乃一間投資控股公司。各主要附屬公司從事投資控股、設計、開發、製造以及銷售及推廣多種電子消費產品。本集團附屬公司主要業務之詳情載於財務報表附註第33項。

### 分部資料

分部資料詳情載於財務報表附註第5項。

### 業績

本集團截至二零一零年三月三十一日止年度之業績載於第54頁之綜合全面收益表，進一步分析則載於隨附之財務報表附註。

### 股息

本公司並無派付截至二零一零年三月三十一日止年度之中期股息予本公司股東(二零零九年：無)。

本公司董事會議決不建議派發末期股息予本公司股東(二零零九年：無)。

### 集團財務概要

本集團過去五個財政年度之業績及資產與負債概要載於第4頁。

### 股本

本公司於本年度內股本之變動詳情載於財務報表附註第24項。

### 儲備

本集團及本公司於本年度內儲備之變動詳情分別載於第57頁之綜合權益變動表。

### 物業、機器及設備

本集團於本年度內就業務擴充購置物業、機器及設備之支出合共約港幣15.9百萬元(二零零九年：港幣30.8百萬元)。

本集團於本年度內物業、機器及設備之變動詳情載於財務報表附註第11項。

**DONATIONS**

During the year, the Group made charitable and other donations of HK\$185,400 (2009: HK\$35,000).

**MAJOR CUSTOMERS AND SUPPLIERS**

The aggregate percentage of purchases attributable to the Group's five largest suppliers in the year accounted for approximately 13% of the Group's purchases and the purchases attributable to the largest supplier accounted for approximately 4% of the Group's purchases.

The aggregate percentage of turnover attributable to the Group's five largest customers was approximately 20% of the Group's turnover and the percentage of turnover attributable to the Group's largest customer was approximately 5% of the Group's turnover for the year.

None of the directors, their associates or shareholders, who to the knowledge of the directors own more than 5% of the Company's share capital, had any interest in any of the five largest customers.

**DIRECTORS**

The directors of the Company who held office during the year and up to the date of this report are:

**Executive:**

Raymond Chan, JP, *Chairman & Chief Executive Officer*

Chan Pau Shiu Yeng, Shirley

Lam Yee Wah, Eva, *Group Chief Financial Officer*

(resigned on July 16, 2009)

**Independent Non-Executive:**

Lo Kai Yiu, Anthony

Kao Ying Lun

Jack Schmuckli

Kenichi Ohmae

In accordance with Bye-law 97 of the Company's Bye-Laws, Mr. Lo Kai Yiu, Anthony and Dr. Kenichi Ohmae will retire by rotation at the forthcoming annual general meeting of the Company. The retiring directors, being eligible, have offered themselves for re-election.

The Company has received annual confirmation of independence from each of the independent non-executive directors pursuant to Rule 3.13 of the Rules Governing the Listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong Limited ("Stock Exchange"). The Company considered all the independent non-executive directors as independent.

**捐款**

本集團於本年度內作出之慈善性質及其他捐款為港幣185,400元(二零零九年:港幣35,000元)。

**主要客戶及供應商**

於本年度內本集團五大供應商合共之購貨額佔本集團之購貨額少於13%，而最大供應商之採購額則佔本集團之採購額約4%。

於本年度內本集團五大客戶合共之營業額佔本集團之營業額約20%，而本集團最大客戶之營業額則佔本集團之營業額約5%。

各董事、彼等之聯繫人士或據董事所知擁有本公司5%以上股本之股東，概無在任何五大客戶中擁有任何權益。

**董事**

本年度內及截至本報告書日期止之本公司在任董事如下：

**執行：**

陳煒文，太平紳士，主席兼行政總裁

陳鮑雪瑩

林綺華，集團財務總監

(於二零零九年七月十六日辭任)

**獨立非執行：**

羅啟耀

高英麟

Jack Schmuckli

大前研一

根據本公司章程細則第97條，於本公司應屆股東週年大會上，羅啟耀先生及大前研一博士將輪值告退。所有退任董事均符合資格重選連任。

本公司已接獲各獨立非執行董事根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)第3.13條之規定每年作出之獨立確認書。本公司視所有獨立非執行董事屬獨立。

### DIRECTORS' SERVICE CONTRACTS

Each of the independent non-executive directors has entered into a service contract with the Company for a term of three years commencing from November 10, 2007 which can be terminated by either party giving a three month's written notice to the other party. Under such service contract, each of the independent non-executive directors is subject to retirement by rotation at the annual general meeting of the Company in accordance with the Company's Bye-Laws, and is entitled to a fee of HK\$200,000 per annum subject to such adjustments as the Board of the Company considers appropriate and the approval of the shareholders at respective annual general meetings of the Company.

Save as disclosed above, none of the directors of the Company offering for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

### DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

There were no contracts of significance (as defined in Appendix 16 to the Listing Rules) to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

### DIRECTORS' INTERESTS IN SECURITIES

As at March 31, 2010, the interests and short positions of the directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under the provisions of the SFO) or which were recorded in the register required to be kept by the Company under 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 Companies ("Model Code") were as follows:

### 董事服務合約

各獨立非執行董事均已與本公司訂立服務合約，任期由二零零七年十一月十日起計為期三年，而該服務合約可由其中一方給予另一方三個月之書面通知予以終止。根據該服務合約，各獨立非執行董事須遵照本公司章程細則於股東週年大會上輪值告退，及有權收取每年港幣200,000元之袍金，此袍金可由本公司董事會認為適當時予以調整，惟調整需於本公司股東週年大會上經股東批准作實。

除上文所披露者外，擬於應屆股東週年大會上膺選連任之本公司董事概無與本公司訂立任何於一年內若無賠償(法定賠償除外)則不可由本集團終止之服務合約。

### 董事於重要合約之權益

本公司或其任何附屬公司在年終或於本年度內任何時間概無訂立任何本公司董事於其中直接或間接擁有重大權益之重要合約(定義見上市規則附錄16)。

### 董事之證券權益

於二零一零年三月三十一日，本公司董事及行政總裁於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所(包括根據該等證券及期貨條例條文被當作或視作擁有之權益或淡倉)或本公司根據證券及期貨條例第352條須予備存之登記冊所記錄或根據上市公司董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所之權益及淡倉如下：

## DIRECTORS' INTERESTS IN SECURITIES (Continued)

## 董事之證券權益(續)

Name		No. of shares held 所持股份數目			Total	% of the issued capital	Number of underlying shares held under equity derivatives 以股本 衍生工具 持有之相關 股份數目 (note 3) (附註3)
		Personal interests	Family interests	Corporate interests			
姓名		個人權益	家族權益	公司權益	總數	佔已發行 股本百分比	
Raymond Chan	陳煒文	105,505,102	314,482,303 (note 1) (附註1)	1,010,730,270 (note 2) (附註2)	1,430,717,675	57.18%	3,120,000
Chan Pau Shiu Yeng, Shirley	陳鮑雪瑩	109,291,431	1,116,235,372 (note 1) (附註1)	205,190,872 (note 2) (附註2)	1,430,717,675	57.18%	2,080,000
Lo Kai Yiu, Anthony	羅啓耀	1,711,779	-	-	1,711,779	0.07%	1,040,000
Kao Ying Lun	高英麟	-	-	-	-	-	1,040,000
Jack Schmuckli	Jack Schmuckli	1,667,200	-	-	1,667,200	0.07%	1,040,000
Kenichi Ohmae	大前研一	-	-	-	-	-	1,040,000

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

上文所披露權益全部均為本公司股份／相關股份之好倉。

Notes:

附註：

- (1) Mrs. Chan Pau Shiu Yeng, Shirley is the wife of Dr. Raymond Chan. The personal and corporate interests of Mrs. Chan Pau Shiu Yeng, Shirley are disclosed as the family interests of Dr. Raymond Chan. The personal and corporate interests of Dr. Raymond Chan are disclosed as the family interests of Mrs. Chan Pau Shiu Yeng, Shirley.
- (2) 1,010,730,270 ordinary shares are held by Integrated Display Technology Limited, a company incorporated in the British Virgin Islands, which is wholly owned by Dr. Raymond Chan. 205,190,872 ordinary shares are held by Raymax Time Company Limited, a company incorporated in the British Virgin Islands, which is wholly owned by Mrs. Chan Pau Shiu Yeng, Shirley.
- (3) These represent the interests in underlying shares in respect of the share options granted by the Company, the details of which are set out in the sub-section entitled "Share Option Scheme" below.

- (1) 陳鮑雪瑩女士乃陳煒文博士之妻子，陳鮑雪瑩女士之個人及公司權益作為陳煒文博士之家族權益予以披露，而陳煒文博士之個人及公司權益亦作為陳鮑雪瑩女士之家族權益予以披露。
- (2) 1,010,730,270股普通股份乃透過於英屬處女群島註冊成立之Integrated Display Technology Limited持有，該公司由陳煒文博士全資擁有。205,190,872股普通股份乃透過於英屬處女群島註冊成立之Raymax Time Company Limited持有，該公司由陳鮑雪瑩女士全資擁有。
- (3) 此乃本公司授出之購股權涉及之相關股份權益，有關詳情載於下述名為「購股權計劃」分節。

Save as disclosed above, none of the directors or chief executives of the Company or any of their associates had, as at March 31, 2010, any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under the provisions of the SFO) or which were recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零一零年三月三十一日，本公司董事或行政總裁或彼等任何聯繫人士，概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所(包括根據該等證券及期貨條例條文被當作或視作擁有之權益或淡倉)或本公司根據證券及期貨條例第352條須予備存之登記冊所記錄或根據標準守則須知會本公司及聯交所之權益或淡倉。

## SUBSTANTIAL SHAREHOLDERS

As at March 31, 2010, the following persons (other than the directors or the chief executives of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO or as otherwise notified to the Company were as follows:

Name 名稱	No. of shares held 所持股份數目	% of the issued share capital 佔已發行股本 百分比
Integrated Display Technology Limited (note 1) (附註1)	1,010,730,270	40.39%
Raymax Time Company Limited (note 2) (附註2)	205,190,872	8.20%

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

Notes:

- (1) Integrated Display Technology Limited, a company incorporated in the British Virgin Islands, is wholly owned by Dr. Raymond Chan. Such corporate interests are also disclosed in the subsection entitled "Directors' Interests in Securities" above.
- (2) Raymax Time Company Limited, a company incorporated in the British Virgin Islands, is wholly owned by Mrs. Chan Pau Shiu Yeng, Shirley. Such corporate interests are also disclosed in the subsection entitled "Directors' Interests in Securities" above.

Save as disclosed above, the Company had not been notified by any person (other than the directors or chief executives of the Company) who had interests or short positions in the shares and underlying shares of the Company as at March 31, 2010 which were required to be disclosed to the Company under Part XV of the SFO or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

## SHARE OPTION SCHEME

Details of the share option scheme adopted by the Company on August 28, 2002 ("2002 IDT International Option Scheme") are set out in note 25 to the financial statements.

Particulars of the outstanding options under the 2002 IDT International Option Scheme held by the directors during the financial year ended March 31, 2010 were as follows:

## 主要股東

於二零一零年三月三十一日，除本公司董事或行政總裁外，下列人士於本公司之股份及相關股份中，擁有本公司根據證券及期貨條例第336條須予備存之登記冊所記錄或須知會本公司之權益或淡倉如下：

Name 名稱	No. of shares held 所持股份數目	% of the issued share capital 佔已發行股本 百分比
Integrated Display Technology Limited (note 1) (附註1)	1,010,730,270	40.39%
Raymax Time Company Limited (note 2) (附註2)	205,190,872	8.20%

上文所披露權益全部均為本公司股份之好倉。

附註：

- (1) Integrated Display Technology Limited乃於英屬處女群島註冊成立之公司，由陳煒文博士全資擁有。該等公司權益亦已於上列名為「董事之證券權益」分節披露。
- (2) Raymax Time Company Limited乃於英屬處女群島註冊成立之公司，由陳鮑雪瑩女士全資擁有。該等公司權益亦已於上列名為「董事之證券權益」分節披露。

除上文所披露者外，於二零一零年三月三十一日，本公司並無獲任何人士（本公司董事或行政總裁除外）知會，彼於本公司之股份及相關股份中，擁有根據證券及期貨條例第XV部須向本公司披露或本公司根據證券及期貨條例第336條須予備存之登記冊所記錄之權益或淡倉。

## 購股權計劃

本公司於二零零二年八月二十八日採納之購股權計劃（「二零零二年萬威國際購股權計劃」）之詳情載於財務報表附註第25項。

截至二零一零年三月三十一日止財政年度，董事根據二零零二年萬威國際購股權計劃持有之購股權之詳情如下：

## SHARE OPTION SCHEME (Continued)

Directors	Date of grant	Exercisable Period	Exercise price per share	Number of share options				
				Outstanding at 4.1.2009	Granted during the year	Exercised during the year	Lapsed/cancelled during the year	Outstanding at 3.31.2010
董事	授出日期 (M/D/Y) (月/日/年)	行使期間 (M/D/Y) (月/日/年)	每股行使價 (HK\$) 港幣	於二零零九年 四月一日 尚未行使	年內獲授出	年內獲行使	年內 失效/註銷	於二零一零年 三月三十一日 尚未行使
Raymond Chan	陳偉文	11.30.2005	0.529	3,120,000	-	-	-	3,120,000
Chan Pau Shiu Yeng, Shirley	陳鮑雪瑩	11.30.2005	0.529	2,080,000	-	-	-	2,080,000
Lo Kai Yiu, Anthony	羅啟耀	11.30.2005	0.529	1,040,000	-	-	-	1,040,000
Kao Ying Lun	高英麟	11.30.2005	0.529	1,040,000	-	-	-	1,040,000
Jack Schmuckli	Jack Schmuckli	11.30.2005	0.529	1,040,000	-	-	-	1,040,000
Kenichi Ohmae	大前研一	11.30.2005	0.529	1,040,000	-	-	-	1,040,000

## DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Details of share options granted to or exercised by the directors of the Company during the year and their outstanding balances at March 31, 2010 are set out in the sub-section entitled "Share Option Scheme" above and also in note 25 to the financial statements.

Save as disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company or their respective spouse or children under the age of 18 to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## CONVERTIBLE SECURITIES, OPTIONS, WARRANTS OR SIMILAR RIGHTS

Save for the share options set out in the sub-section entitled "Share Option Scheme" above and also in note 25 to the financial statements, the Company had no outstanding convertible securities, options, warrants or similar rights at March 31, 2010.

Other than the issue and exercise of share options pursuant to the share option scheme of the Company as explained above, there was no issue or exercise of any convertible securities, options, warrants or similar rights of the Company during the year.

## RETIREMENT BENEFITS SCHEMES

Details of the Group's retirement schemes are set out in note 31 to the financial statements.

## 購股權計劃(續)

Directors	Date of grant	Exercisable Period	Exercise price per share	Number of share options				
				Outstanding at 4.1.2009	Granted during the year	Exercised during the year	Lapsed/cancelled during the year	Outstanding at 3.31.2010
董事	授出日期 (M/D/Y) (月/日/年)	行使期間 (M/D/Y) (月/日/年)	每股行使價 (HK\$) 港幣	於二零零九年 四月一日 尚未行使	年內獲授出	年內獲行使	年內 失效/註銷	於二零一零年 三月三十一日 尚未行使
Raymond Chan	陳偉文	11.30.2005	0.529	3,120,000	-	-	-	3,120,000
Chan Pau Shiu Yeng, Shirley	陳鮑雪瑩	11.30.2005	0.529	2,080,000	-	-	-	2,080,000
Lo Kai Yiu, Anthony	羅啟耀	11.30.2005	0.529	1,040,000	-	-	-	1,040,000
Kao Ying Lun	高英麟	11.30.2005	0.529	1,040,000	-	-	-	1,040,000
Jack Schmuckli	Jack Schmuckli	11.30.2005	0.529	1,040,000	-	-	-	1,040,000
Kenichi Ohmae	大前研一	11.30.2005	0.529	1,040,000	-	-	-	1,040,000

## 董事購買股份或債權證之權利

於本年度內本公司董事獲授或予以行使之購股權及於二零一零年三月三十一日尚未行使之購股權詳情載於上文名為「購股權計劃」之分節及財務報表附註第25項內。

除上文所披露者外，於本年度內本公司或其任何附屬公司概無參與任何安排，使本公司董事或其個別之配偶或十八歲以下之子女可藉購買本公司或任何其他法人團體之股份或債權證而獲得利益。

## 可轉換證券、購股權、認股權證或類似權利

除上文名為「購股權計劃」分節及財務報表附註第25項內所載之購股權外，本公司於二零一零年三月三十一日概無任何尚未行使之可轉換證券、購股權、認股權證或類似權利。

除上文所披露按本公司之購股權計劃而發行及行使購股權外，本年度內本公司並無任何可轉換證券、購股權、認股權證或類似權利獲發行或行使。

## 退休福利計劃

本集團之退休福利計劃詳情載於財務報表附註第31項。

## REMUNERATION POLICY

Details of the Group's remuneration policy are set out in the section of "Operations Review" from page 10 to page 17 of this annual report.

## MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by officers of the Group (the "Code") on terms no less exacting than the Model Code contained in Appendix 10 to the Listing Rules. Having made specific enquiry of all directors, they have confirmed that they fully complied with the required standards set out in both the Model Code and the Code throughout the year ended March 31, 2010.

## CORPORATE GOVERNANCE

The Group is committed to achieving high standards of corporate governance. The Company has applied the principles and complied throughout the year ended March 31, 2010 with the requirements set out in the Code on Corporate Governance Practices ("CG Code") contained in Appendix 14 to the Listing Rules except for the deviation from CG Code provision A.2.1 in respect of the separation of roles of the chairman and chief executive officer. The Group's compliance with the provisions and recommended best practices of the CG Code together with the considered reasons for any deviations are set out in the Corporate Governance Report on pages 33 to 51 of this annual report.

## AUDIT COMMITTEE

The Audit Committee had reviewed with management the accounting principles and practices adopted by the Group and discussed, among other things, auditing, internal control and financial reporting matters including the review of the audited financial statements of the Group for the year ended March 31, 2010. The Audit Committee had also reviewed the annual results of the Group for the year ended March 31, 2010 in conjunction with the Company's external auditors.

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

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

## PRE-EMPTIVE RIGHTS

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

## 薪酬政策

本集團之薪酬政策載於本年報第10頁至第17頁之「業務回顧」一節內。

## 證券交易標準守則

本公司已就本集團高級職員進行證券交易採納一套行為守則(「守則」)，該守則之條款不寬鬆於經上市規則附錄十所載之上市公司董事進行證券交易的標準守則(「標準守則」)。經向全體董事作出具體查詢後，全體董事均確認，彼等於截至二零一零年三月三十一日止全年均已遵守標準守則及守則內所載之所需標準。

## 企業管治

於截至二零一零年三月三十一日止整個年度內，本公司一直依循並遵守交易所上市規則附錄十四所載之企業管治常規守則(「企管守則」)所有原則及規定，惟企管守則條文A.2.1條關於主席及行政總裁角色區分之偏離除外。有關本集團遵守企管守則條文及建議之最佳慣例，與及偏離企管守則之考慮理由已列載於本年報第33頁至第51頁之企業管治報告書內。

## 審核委員會

審核委員會已聯同管理人員檢討本集團所採納之會計政策及慣例，並商討(其中包括)審計、內部監控及財務申報事宜，當中包括審閱本集團截至二零一零年三月三十一日止年度之經審核財務報表。審核委員會亦已聯同本公司之外聘核數師審閱本集團截至二零一零年三月三十一日止年度之年度業績。

## 購買、出售或贖回本公司之上市證券

年內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

## 優先購買權

本公司章程細則或百慕達法例並無有關本公司須按比例向現有股東發售新股份之優先購買權之規定。

**SUFFICIENCY OF PUBLIC FLOAT**

Based on the information that is publicly available to the Company and within the knowledge of the directors of the Company as at the date of this report, the Company has maintained sufficient public float throughout the year ended March 31, 2010 as required under the Listing Rules.

**AUDITORS**

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

On behalf of the Board of Directors

**Raymond Chan, JP**  
Chairman &  
Chief Executive Officer

**Chan Pau Shiu Yeng, Shirley**  
Executive Director

July 8, 2010  
Hong Kong

**足夠公眾持股量**

於本報告書之日期，根據本公司獲得之公開資料及就本公司董事所知悉，本公司於截至二零一零年三月三十一日止年度內已維持上市規則所規定之公眾持股量。

**核數師**

一項有關續聘德勤•關黃陳方會計師行連任核數師之決議案將於本公司應屆股東週年大會上予以提呈。

代表董事會

**陳煒文，太平紳士**  
主席兼行政總裁

**陳鮑雪瑩**  
執行董事

二零一零年七月八日  
香港

The Group is committed to achieving high standards of corporate governance to safeguard the interests of all shareholders and to enhance corporate value and accountability. Throughout the year ended March 31, 2010, the Group has applied the principles and complied with most of the code provisions and recommended best practices prescribed in the Code on Corporate Governance Practices (“CG Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). This report describes its corporate governance practices, explains the applications of the principles of the CG Code and deviations during the year under review.

## 1 BOARD OF DIRECTORS

### 1.1 Board

1.1.1 The Board is responsible to the shareholders for leadership and control of the Company and is collectively responsible for promoting the success of the Company and its businesses by directing and supervising the Company’s affairs.

1.1.2 The Board focuses on overall strategies and policies with particular attention paid to the growth and financial performance of the Group. The principle functions of the Board are to:

- establish the strategic direction and development of the Group;
- determine the broad policies, strategic plans and performance objectives of the Group;
- monitor management performance;
- approve financial plans and annual budgets, major funding proposals, key funding and investment proposals;
- oversee the processes for evaluating the adequacy of internal controls, risk management, financial reporting and compliance;
- approve the nominations of directors and appointment of key personnel; and
- assume responsibility for corporate governance.

為保障全體股東權益及提升企業價值和問責性，本集團一向承諾恪守奉行高水平之企業管治。截止二零一零年三月三十一日止年度內，本集團已應用香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載企業管治常規守則（「企業管治守則」）所規定之原則及遵照其大部份條文及建議之最佳常規。本報告書詳述本集團於回顧年度內之企業管治常規，並闡釋企業管治守則之原則應用及偏離行為。

## 1 董事會

### 1.1 董事會

1.1.1 董事會就領導及監控本公司向股東負責，並且透過帶領及監管本公司之事務，共同負責促進本公司及其業務之成功。

1.1.2 董事會專注於整體策略及政策，尤其關注本集團之增長及財務表現。董事會之主要功能如下：

- 制訂本集團之策略性方向及發展；
- 決定本集團主要政策、策略計劃及績效目標；
- 監察管理層之表現；
- 批准財政計劃及年度預算、重大撥款建議、主要融資及投資建議；
- 監察評估內部監控、風險管理、財務匯報及守規之程序；
- 批准提名董事及委任主要人員；及
- 就企業管治承擔責任。

- 1.1.3 The Board delegates day-to-day operations of the Group to executive directors and senior management, while reserving certain key matters for its approval. Decisions of the Board are communicated to the management through executive directors who have attended at Board meetings and circulation of minutes of Board meetings to the management.
- 1.1.4 The Board has adopted a set of guidelines on matters that requires its approval to achieve a clear division of the responsibilities of the Board and the management. Matters requiring the Board's approval include, among others, all matters of strategic importance, corporate governance practices, legal and regulatory compliance, internal control and risk management, corporate strategy, operating and capital budgets, statutory financial reports, changes in Board members, major transactions and investment commitments and remuneration policy of directors and senior management, financial authorization and approval limits for operating and capital expenditure, the procurement of goods and services, and the acquisition and disposal of investments. Apart from matters that specifically require the Board's approval – such as the issue of shares, dividend distributions and other returns to shareholders – the Board approves transactions exceeding certain threshold limit, while delegating authority for transactions below those limits to Executive Committee so as to facilitate operational efficiency.
- 1.1.5 The Board meets regularly. In addition to at least 4 scheduled meetings each year, it meets as and when warranted by particular circumstances. Meetings via telephone or video-conference are permitted under the Bye-Laws of the Company. A record of the number of Board meetings and Board Committees meetings held during the financial year ended March 31, 2010 is set out in the table on page 46.
- 1.1.6 To maximize the effectiveness of the Board and to encourage active participation and contribution from Board members, the Board has established executive committee, audit committee, nomination committee and remuneration committee with specific and clear written terms of reference to assist in the execution of their duties. The terms of reference of each of the Board committees are reviewed from time to time, as are the committees' structure and memberships. A further description of each of these committees is set out below. Board committees report to the Board on their works and findings. They adopt as far as practicable, the principles, procedures and arrangements of the Board in relation to scheduling and conduct of meetings, notice of meetings and inclusion of agenda items, recording and availability of minutes.
- 1.1.3 董事會委派執行董事及高級管理人員處理日常營運事宜，惟保留批准若干重要事項之權利。董事會之決定透過出席董事會會議之執行董事，及給予管理層傳閱董事會會議之會議記錄而下達至管理層。
- 1.1.4 董事會對須獲其批准之事宜採納一系列指引，以明確界定董事會及管理層之職責。須獲董事會批准之事宜其中包括所有重大策略性事宜、企業管治常規、法例及規管的遵守、內部監控、風險管理、企業策略、營運及資金預算、法定財務報告、董事會成員變動、主要交易及投資承諾以及董事及高級管理人員之薪酬政策，營運及資本開支、貨物與服務之採用、及投資項目之收購與出售之財務授權與批准限額。除卻須獲董事會特別批准之事宜（譬如發行股份、派發股息及其他分配予股東），董事會批准超過若干制定限額之事項，同時下放限額以下之事項的處理權力予執行委員會，以加速營運效率。
- 1.1.5 董事會定期舉行會議。除了每年最少四個定期會議之外，董事會並於情況需要時召開會議。本公司組織細則批准透過電話或視像方式舉行會議。於截至二零一零年三月三十一日止財政年度，董事出席董事會及委員會會議次數之紀錄載列於第46頁概覽表。
- 1.1.6 為提高董事會效能以及鼓勵董事會成員積極參與及作出貢獻，董事會已成立執行委員會、審核委員會、提名委員會及薪酬委員會，並清楚文載及列明特定職權範圍以協助各委員會執行職務。董事會會就各董事委員會之職權範圍、委員會架構及成員不時作出檢討。下文載列各委員會之詳細說明。董事委員會向董事會報告其工作及調查結果。彼等按實際可行情況採納董事會有關擬定會議時間表及會議進行方式、會議通告及載入議程項目、保存及提供會議記錄等之原則、程序及安排。

- 1.1.7 The company secretary attends all Board/Board committees meetings. All Directors have access to the company secretary who is responsible for ensuring that Board/Board committees procedures are observed and advising the Board/Board committees on compliance matters.
- 1.1.8 To address the competing time commitments of directors who sit on multiple boards, Board/Board committees meetings dates are scheduled well in advance at the beginning of every calendar year. Notices of regular Board/Board committees meetings are given at least 14 days before the meeting date. For all other Board/Board committees meetings, reasonable notices are given.
- 1.1.9 All directors were given the opportunities to include matters to be discussed in the agenda of Board/Board committees meetings. The company secretary is delegated with the responsibility to prepare these agendas and, where appropriate, take into account any matters proposed by each director/committee member for inclusion in the agenda.
- 1.1.10 Other than in exceptional circumstances, an agenda accompanied by detailed board papers (prepared in such form and quality as will enable the Board to make an informed decision on matters placed before it, including but not limited to, background or explanatory information relating to matters to be brought before the Board and internal financial information such as quarterly management accounts, forecasts and budgets with material variance between projections and actual results explained) are circulated to all directors in a timely manner and at least three days before the date of scheduled meeting.
- 1.1.11 Minutes of Board/Board committees meetings are recorded in detail the matters considered by the participants of such meetings and decisions reached, including concerns raised by directors or dissenting views expressed. Draft minutes are circulated to relevant directors/committee members within a reasonable time after the meetings are held for comments and before being approved by the Board/Board committees and taken as the true records of the proceedings of such meetings at the immediate following meetings. They are kept by the company secretary and are open for inspection at any reasonable time on reasonable notice by any director.
- 1.1.7 公司秘書出席所有董事會／董事委員會會議。全體董事均可聯絡公司秘書。公司秘書負責確保遵守董事會／董事委員會程序並向董事會／董事委員會就守規事宜作出建議。
- 1.1.8 為確保身兼多個董事會職務之董事能抽空出席會議，董事會／董事委員會會議日期於每年年初先行擬定。定期董事會／董事委員會會議通告最少於會議日期前十四天發出。所有其他董事會／董事委員會會議均給予合理之通知時間。
- 1.1.9 全體董事均有機會提出將予商討事項，以供列入董事會／董事委員會會議之議程內。公司秘書有責任編製會議議程，並(如適合)考慮各董事／委員會成員建議之任何事項，以便載入議程內。
- 1.1.10 除特殊情況外，董事會議程連同隨附之文件(編製之形式及素質須能致使董事會就提呈事項作出知情決定，包括但不限於有關向董事會提呈之事項背景或說明資料以及內部財務資料，例如季度管理賬目、預測及預算(包括預期與實際業績分歧闡釋))將適時傳遞予全體董事傳閱，期限為擬舉行會議日期前最少三日。
- 1.1.11 董事會／董事委員會會議之會議記錄均詳盡記錄參加該等會議人士所考慮之事項及達成之決定，包括董事所關注之事宜或發表之反對意見。會議記錄草稿於會議後一段合理時間內(於下一個隨即召開會議內獲董事會／董事委員會同意成為該會議真確記錄前)傳遞予有關董事／委員會成員，以供彼等提出意見。該等記錄由公司秘書存置，並於任何董事發出合理通知後於任何合理時間內供查閱。

- 1.1.12 Directors are provided in a timely manner with complete, adequate explanation and information about the Company and its subsidiaries, its activities, performances and its projects particularly including any significant variances from a planned course of actions to enable them to make an informed decision or assessment of Group's performance, position and prospects and to discharge their duties and responsibilities. In the case when the directors have queries, they are provided with the names and contact details of the Group's senior management for separate and independent access to them and they are able to obtain more information than is volunteered by the management. Senior management are from time to time brought into formal and informal contact with the Board at Board meetings and other events.
- 1.1.13 The Board and Board committees are provided with sufficient resources to properly discharge their duties including access to independent professional advisers under agreed procedures, if necessary, at the expense of the Company.
- 1.1.14 If a substantial shareholder or a director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter will be dealt with by holding a Board meeting or a meeting of a Board committee set up for that purpose pursuant to a resolution passed in a Board meeting. Any directors or any of their associates who have material interests in a matter proposed by the Board, the directors concerned will not be counted in the quorum present at the Board meeting. The Board will take into account the exceptions to the general voting prohibition, as set out in the Listing Rules in considering whether a substantial shareholder or a director has a conflict of interest in a matter to be considered by the Board. If the relevant exceptions apply, such Board/Board committees meeting need not be held.
- 1.1.15 The Group has arranged appropriate directors' and officers' liability insurance cover to indemnify directors of the Group against all costs, charges, losses, expenses and liabilities incurred by the directors in the execution and discharge of his/her duties or in relation thereto.
- 1.1.12 董事適時獲提供有關公司及其附屬公司、其業務、績效及其項目(尤其包括與一系列已計劃之行動有重大差異者)之完整且足夠的闡釋及資料,以便彼等就本集團績效、狀況及前景作出知情決定或評估,並履行彼等之職務及責任。倘董事有任何疑問,彼等可獲取本集團高級管理層之姓名及聯絡資料,以分別獨立聯絡有關人士,並可要求管理層提供(主動提供以外)其他額外資料。高級管理層不時與董事會於董事會及其他活動作正式及非正式的接觸。
- 1.1.13 董事會及董事委員會獲得足夠之資源以妥善履行彼等之職責,其中包括於既定的程序下,如有需要時,諮詢獨立專業顧問,有關費用由本公司支付。
- 1.1.14 倘董事會認為主要股東或董事在董事會將予考慮的事項中存有董事會認為屬重大的利益衝突,該事項將以舉行董事會會議或根據董事會會議通過之決議案就此而成立之董事委員會會議處理。任何董事或其任何聯繫人士於董事會建議之事項上有重大利益者,有關之董事將不會計算在出席董事會會議之法定人數內。董事會在考慮主要股東或董事是否在董事會將予考慮的事項中存有利益衝突時將會考慮上市規則所載一般禁制表決例外情況。倘有關例外情況適用,則不需進行該董事會/董事委員會會議。
- 1.1.15 本集團已安排購買董事及高級職員責任保險,以向本集團董事作出彌償保證,範圍包括董事於執行及履行彼等之職責或與職責有關事宜時所引致之所有成本、開支、損失、費用及負債。

## 1.2 Board Composition

1.2.1 The Board composition is reviewed, considered and discussed by the Nomination Committee on an annual basis and the Nomination Committee will make recommendations to the Board after the review. The Nomination Committee has devised guidelines for ideal board size, optimum number of executive and non-executive directors and board membership criteria and those guidelines shall be reviewed and revised periodically to meet business needs of the Group.

1.2.2 The Board comprises six directors of whom two are executive directors, namely, Dr. Raymond Chan (Chairman & Chief Executive Officer) and Mrs. Chan Pau Shiu Yeng, Shirley; and four are independent non-executive directors, namely, Mr. Lo Kai Yiu, Anthony, Mr. Kao Ying Lun, Mr. Jack Schmuckli and Dr. Kenichi Ohmae. Mrs. Chan Pau Shiu Yeng, Shirley is the wife of Dr. Raymond Chan. The size of the Board is conducive to effective discussion and decision-making and has an appropriate balance of independent directors to exercise independent judgement.

1.2.3 The attributes, skills and expertise among the existing directors are considered appropriate to effectively lead and control the Group, taking into account the scope and nature of its operations. The directors have a mix of core competencies in areas such as accounting and finance, business and management, industry knowledge and marketing strategies. The experience and qualifications of directors and senior management are set out in the "Directors and Senior Management" section on page 21 to page 24 of this annual report.

1.2.4 Independent non-executive directors have the same duties of care and skill and fiduciary duties as executive directors. They are expressly identified as such in all corporate communications that disclose the names of the directors of the Company. The functions of independent non-executive directors include, but not limited to:

- participating in Board meetings to bring in independent judgment to bear on issues of corporate strategy, corporate performance, accountability, resources, key appointments and standard of conducts;
- taking the lead where potential conflicts of interests arise;

## 1.2 董事會組成

1.2.1 董事會之組成每年由提名委員會作出檢討、考慮及商討，提名委員會於檢討後會向董事會作出建議。提名委員會已就董事會之適當成員數目、適當之執行董事及非執行董事人數，以及擔任董事會成員之先決條件制定指引，該等指引將會定期予以檢討及修訂以合乎本集團的業務需要。

1.2.2 董事會由六位董事組成，包括兩名執行董事，即陳煒文博士（主席兼行政總裁）及陳鮑雪瑩女士，以及四名獨立非執行董事，即羅啟耀先生、高英麟先生、Jack Schmuckli先生及大前研一博士。陳鮑雪瑩女士乃陳煒文博士之妻子。董事會之人數促使有效之討論及決策，包含適當及均衡分配的獨立董事，以便作出獨立判斷。

1.2.3 就本集團之業務範疇及性質而言，現任董事所具備之特質、技能及專業知識足以令彼等能有效地引領及監控本集團。董事具有各方面如會計及財務、商業及管理、業界知識及市場策略等專才。有關董事及高級管理人員之經驗及資歷資料載於本年報第21頁至第24頁「董事及高級管理人員」一節。

1.2.4 獨立非執行董事與執行董事須同樣以嚴謹態度和技能行事及承擔受信責任，並在披露本公司董事姓名之所有企業通訊中明確識別。獨立非執行董事之職能包括，但不限於：

- 參加董事會會議，就公司策略、公司績效、問責性、資源、委任要員及操守準則作出獨立判斷；
- 在出現潛在利益衝突時引領董事會；

- serving on board committees, if invited; and
- scrutinizing the Group's performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance.

1.2.5 In assessing the independence of the directors, the Board has examined the different relationships identified under the Listing Rules that might impair the directors' independence and objectivity. The Board considers that all of the independent non-executive directors are independent and is satisfied of the directors' ability to act with independent judgement. Each of the independent directors has provided to the Company an annual confirmation of independence required by the Listing Rules.

1.2.6 Details of the membership of the Board (including the independent non-executive directors) and roles and functions of directors are posted on the Company's website and such information is updated whenever there are changes.

### 1.3 Appointment, Re-election and Removal

1.3.1 Appointment of new directors is a matter for consideration by the Nomination Committee. It reviews the profiles of the candidates and makes recommendations to the Board on the appointment, re-nomination and retirement of directors.

1.3.2 At each annual general meeting ("AGM"), one-third of the directors are required to retire from office. The directors to retire in every year shall be those who have been longest in office since their last election or re-election. New directors appointed by the Board after the last AGM shall retire and submit themselves for re-election at the AGM immediately following their appointments. The new directors shall not be taken into account in determining the number of directors who are to retire by rotation at that AGM. Mr. Lo Kai Yiu, Anthony and Dr. Kenichi Ohmae will retire by rotation at the forthcoming AGM. All retiring directors are eligible for re-election.

1.3.3 Independent non-executive directors are appointed for a fixed term of three years and are subject to retirement by rotation and re-election by shareholders at AGM in accordance with the Company's Bye-Laws.

- 應邀出任董事會屬下委員會(如獲邀請); 及
- 詳查集團績效是否達到既定的企業目標和目的, 並監察公司匯報表情況。

1.2.5 於評估董事之獨立性時, 董事會已檢查訂明於上市規則內有可能損害董事獨立性及客觀性的不同關係。董事會認為所有獨立非執行董事皆為獨立並滿意彼等之能力可作出獨立之判斷。每位獨立非執行董事均按上市規則之規定向本公司提供年度獨立確認書。

1.2.6 董事會成員(包括獨立非執行董事)之詳情及各董事之職責及功能載於本公司網站, 該等資料於有所改動時將予以更新。

### 1.3 委任、重選及罷免

1.3.1 提名委員會負責考慮委任新董事。該委員會審閱候選人之履歷及就董事委任、重新提名及退任之事宜向董事會作出建議。

1.3.2 於每屆股東週年大會(「股東週年大會」)上, 三分之一董事須退任。每年之退任董事須為彼等自上次獲選或重選以來任期為最長者。於上屆股東週年大會後獲董事會委任之新董事須於緊隨彼等獲委任後之股東週年大會上退任並膺選連任。於釐定股東週年大會上須輪值告退之董事人數時, 毋須計及新任董事。羅啟耀先生及大前研一博士將於應屆股東週年大會上輪值告退。所有退任董事均符合資格重選連任。

1.3.3 獨立非執行董事以三年固定任期委任, 並須根據本公司章程細則於股東週年大會上輪值告退並由股東重選連任。

1.3.4 The names and biographical details of the directors who will offer themselves for re-election at the forthcoming AGM are set out in the circular to shareholders to assist shareholders in making an informed decision on their elections.

1.3.5 Newly appointed directors of the Company will receive induction and reference materials to enable him/her to familiarize with Group's history, mission, business operations and board and company policies. Each director is briefed and updated from time to time to ensure that he/she has a proper understanding of the operations and business of the Group and that he/she is fully aware of his/her responsibilities under statute and common law, the Listing Rules, applicable legal and other regulatory requirements and the governance policies of the Company.

#### 1.4 Chairman and Chief Executive Officer

1.4.1 Dr. Raymond Chan assumes the role of both the chairman and the chief executive officer of the Company. While serving as the chairman responsible for the proceedings of the Board, Dr. Chan also bears executive responsibility for the Group's businesses. He ensures that:

- the Board functions effectively, and that all key and appropriate issues are properly briefed and discussed by the Board in a timely manner;
- good corporate governance practices and procedures are established and all directors are encouraged to make full and active participation to the affairs of the Group; and
- the Board acts in the best interests of the Group. He also attends to the formulation and successful implementation of group policies, the development of strategic operating plans to reflect the longer-term objectives and priorities established by the Board and is directly accountable to the Board for the operating performance of the Group. With the assistance of the management, Dr. Chan ensures that the funding requirements of the businesses are met and closely monitors the operating and financial results against plans and budgets, taking remedial actions when necessary and advising the Board of significant development and issues. He is also responsible for building and maintaining an effective executive team to support him in his role.

1.3.4 將於應屆股東週年大會上膺選連任董事之姓名及履歷載於致股東之通函內，以協助彼等於表決時作出知情決定。

1.3.5 本公司新委任董事將獲發指引及參考資料，以便其熟識本集團歷史、使命、業務運作與董事會及公司政策。各董事不時獲簡要提示最新資料，確保其妥為瞭解本集團運作及業務，並完全知悉其根據憲法及普通法、上市規則、適用法例及其他監管規定與本公司管治政策須承擔之各項責任。

#### 1.4 主席及行政總裁

1.4.1 陳煒文博士擔任本公司主席及行政總裁之職位。陳博士在擔任主席時除負責董事會程序外，亦承擔本集團業務的行政責任。彼確保：

- 董事會有效運作與及董事會均適當知悉及磋商一切重要及適當事宜；
- 制定良好企業管治常規及程序，並鼓勵全體董事全面積極參與本集團事務；及
- 董事會之任何行動符合本集團最佳利益。彼參與集團政策的制訂及成功推行、策略性營運計劃的發展以反映董事會確定的長期目標及重點，並為本集團的營運績效直接向董事會負責。加上管理層之輔助，陳博士確保業務之資金充裕並藉著對比營運及財政表現之計劃及預算案作出緊密監督營運、並於必須時採取修正行動及匯報重大發展和事宜予董事會。彼亦負責建立及維持一組有效率之行政人員隊伍以輔助他的職務。

1.4.2 The role of chairman and chief executive officer of the Group rests on the same individual which deviates from the code provision in the CG Code of not having a clear division of responsibilities. The Board is of the view that this has not compromised accountability and independent decision-making for the following reasons:

- the non-executive directors form the majority of the Board of which 4 out of a total of 6 are independent; and
- through discussions with the chairman and among themselves during board meetings and beyond on pertinent issues affecting the affairs and businesses of the Group, these independent directors challenge the proposals and directions of the management, thus enabling the Board to benefit from the objective judgment.

1.4.3 Dr. Chan is one of the founders and a substantial shareholder of the Group and has considerable industry experience. The Board is of the view that it is in the best interests of the Group to have an executive chairman so that the Board, and in particular the non-executive directors, can have the benefit of a chairman who is knowledgeable about the business of the Group and is most capable to guide discussions and brief the Board in a timely manner on pertinent issues and developments to facilitate open dialogue between the Board and the management. He is also motivated to contribute to the growth and profitability of the Group.

1.4.4 Other than regular board meetings, the chairman from time to time meets with individual independent non-executive directors without the executive directors or management present to discuss matters of particular interest.

## 1.5 Board Committee

### 1.5.1 Executive Committee (“EC”)

1.5.1.1 An EC of the Board comprises of all executive directors. The quorum necessary for transaction of business is two.

1.5.1.2 The EC meets as and when required to oversee the day to-day management of the Group and has all the general powers of the Board except those matters specifically reserved for the Board.

1.4.2 本集團主席及行政總裁之職位乃由同一個人擔任，因此並無明確劃分兩者職責，偏離企業管治守則之條文。董事會認為，這並無影響其問責行事及作出獨立決定，原因如下：

- 董事會主要由非執行董事組成，六位董事會成員當中有四位為獨立董事；及
- 獨立董事透過與主席及其他董事，於董事會會議與及以外時間磋商影響本集團事務及業務之相關事宜，積極質詢管理層作出之建議及方針，此舉能讓董事會從客觀判斷中獲益。

1.4.3 陳博士為本集團其中一位創辦人及主要股東，彼具有豐富之業內經驗。董事會認為，董事會內有一位執行主席熟悉本集團業務、最能帶領討論及適時向董事會簡報相關事宜及發展，以及促進董事會及管理層之間公開對話，乃符合本集團之最佳利益，並可令董事會（尤其是非執行董事）獲益。彼亦獲激勵為本集團之增長及盈利能力作出貢獻。

1.4.4 除卻董事會定期會議外，主席不時於執行董事及管理層並不在場情況下與個別獨立非執行董事會面以討論特別關注的事項。

## 1.5 董事委員會

### 1.5.1 執行委員會

1.5.1.1 董事會執行委員會由全體執行董事組成。處理事務之法定人數為兩人。

1.5.1.2 執行委員會於需要時舉行會議以便監察本集團日常管理事務，除需要董事會作出決定之特別事宜外，執行委員會擁有董事會所有一般權力。

### 1.5.1.3 The principal duties of EC include:

- to manage the business and investments by overseeing the Group's operations, projects, assets and liabilities, budgets, compliance obligations and financial performance in accordance with the policies and directives of the Board;
- to make recommendations to the Board as to the Group's overall policies, strategies and financial objectives in the development of its business and to ensure their implementation and execution; and
- to provide leadership to staff and management and to nominate key personnel and ensure appropriate levels of authority are delegated to them.

1.5.1.4 Twenty-one meetings of the EC were held during the year ended March 31, 2010. All resolutions resolved by the EC are reported to the Board at quarterly Board meetings.

### 1.5.2 Nomination Committee ("NC")

1.5.2.1 The NC comprises of a majority of independent non-executive directors, which meets at least once a year. It is chaired by Mr. Jack Schmuckli and comprises two other members, namely, Mr. Kao Ying Lun and Mrs. Chan Pau Shiu Yeng, Shirley. All NC members, with the exception of Mrs. Chan Pau Shiu Yeng, Shirley, are independent non-executive directors. The quorum necessary for the transaction of business is two.

1.5.2.2 The terms of reference of the NC are posted on the Company's website. The principal functions of the NC include:

- to make recommendations to the Board on all new appointments or re-appointments of directors, the establishment of a succession plan for directors, in particular the chairman and chief executive officer and the composition of the Board;
- to identify and nominate qualified individuals, subject to the approval of the Board, to be additional directors or to fill vacancy in the Board as and when they arise;
- to review on an annual basis the Board structure, size and composition and the independent element of the Board;

### 1.5.1.3 執行委員會之主要職責包括：

- 透過監察本集團之營運、項目、資產與負債、預算、守規責任及財務表現，依照董事會之政策及指示，管理業務及投資；
- 就本集團業務發展而制定之整體政策、策略及財務目標向董事會作出建議，以及確保該等建議得以實施及執行；及
- 領導員工及管理層、提名要員及確保授予彼等適當之權力。

1.5.1.4 截至二零一零年三月三十一日止年度內，執行委員會已舉行二十一次會議。獲執行委員會通過之所有決議案已於季度董事會會議上向董事會匯報。

### 1.5.2 提名委員會

1.5.2.1 提名委員會成員大多數為獨立非執行董事。提名委員會最少每年舉行一次會議，由Jack Schmuckli先生擔任主席，且包括兩位其他成員：高英麟先生及陳鮑雪瑩女士。除陳鮑雪瑩女士外，全體提名委員會成員均為獨立非執行董事。處理事務之法定人數為兩人。

1.5.2.2 提名委員會之職權範圍載於本公司網站。其主要職責包括：

- 就新委任或續聘董事、制定董事繼任計劃（尤其是主席及行政總裁）及董事會之組合向董事會作出建議；
- 物色及提名合資格之人選（須待董事會批准）為新增董事或於董事會出現空缺時填補人選；
- 每年審閱董事會架構、規模及組合以及董事會之獨立元素；

- to develop the criteria for selection of directors; and
- to assess the independence of independent non-executive directors.

1.5.2.3 The chairman of the NC will report to the Board on its proceedings and recommendations after each meeting.

1.5.2.4 One NC meeting was held during the year ended March 31, 2010.

### 1.5.3 Remuneration Committee ("RC")

1.5.3.1 The RC comprises a majority of independent non-executive directors, which meets at least once a year. It is chaired by Mr. Jack Schmuckli and comprises two other members, namely, Mr. Kao Ying Lun and Mrs. Chan Pau Shiu Yeng, Shirley. All RC members, with the exception of Mrs. Chan Pau Shiu Yeng, Shirley, are independent non-executive directors. The quorum necessary for the transaction of business shall be two.

1.5.3.2 The terms of reference of the RC are posted on the Company's website. The RC consults the chairman and chief executive officer about its proposals relating to the remuneration of other executive directors and have access to professional advice if considered necessary. The principal functions include:

- to recommend to the Board on the Company's policies and structure for the remuneration of the directors and senior management of the Group;
- to determine the remuneration packages of all executive directors and senior management; and
- to review and approve their performance-based remuneration.

1.5.3.3 The chairman of the RC will report to the Board on its proceedings and recommendations, where appropriate, to the Board for its consideration and/or approval.

1.5.3.4 The RC met once during the year ended March 31, 2010. In accordance with its terms of reference, the RC reviewed the directors' fees policy, the Group's executive remuneration policy and the grant of share options to the management of the Group during the year.

- 制定挑選董事之標準；及
- 評估獨立非執行董事之獨立性。

1.5.2.3 提名委員會之主席須於每次會議後向董事會匯報會議進程及向其作出建議。

1.5.2.4 於截至二零一零年三月三十一日止財政年度，提名委員會舉行了一次會議。

### 1.5.3 薪酬委員會

1.5.3.1 薪酬委員會成員大多數為獨立非執行董事。薪酬委員會最少每年舉行一次會議，由Jack Schmuckli先生擔任主席，並包括兩位其他成員：高英麟先生及陳鮑雪瑩女士。除陳鮑雪瑩女士外，全體薪酬委員會成員均為獨立非執行董事。處理事務之法定人數為兩人。

1.5.3.2 薪酬委員會之職權範圍載於本公司網站。薪酬委員會就其建議其他執行董事之薪酬事宜徵詢主席兼行政總裁之意見，並可於有需要時諮詢獨立顧問。其主要職能包括：

- 就本集團董事及高級管理層薪酬之公司政策及架構向董事會作出建議；
- 釐定所有執行董事及高級管理層之薪酬計劃；及
- 檢討及批准該等人士按表現而釐定之薪酬。

1.5.3.3 薪酬委員會之主席須向董事會匯報會議進程及，如適當，向董事會要求對其建議作出考慮及／或接納。

1.5.3.4 薪酬委員會於截至二零一零年三月三十一日止年度已舉行了一次會議。根據其職權範圍，薪酬委員會於年度內檢討董事酬金政策、本集團行政人員薪酬政策及授出購股權予管理層政策。

1.5.3.5 A general description of the Group's emolument policy and long-term incentive schemes as well as the basis of determining the emolument payable to the directors are disclosed in the section of "Operations Review" from page 10 to page 17 of this annual report.

#### 1.5.4 Audit Committee ("AC")

1.5.4.1 The AC consists of three members, namely, Mr. Lo Kai Yiu, Anthony (Chairman), Mr. Kao Ying Lun and Mr. Jack Schmuckli, all of whom are independent non-executive directors. The Board is of the opinion that the majority of the members of the AC possess accounting and financial management expertise or experience to discharge their duties.

1.5.4.2 The operations of the AC are regulated by its terms of reference which have been approved by the Board and is subject to review by the Board from time to time. The terms of reference of the AC are posted on the Company's website. The major duties of AC include:

- to consider and recommend the appointment, re-appointment and removal of external auditor;
- to approve the remuneration and terms of engagement of external auditor, any questions of resignation or dismissal of that auditor;
- to review and monitor external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
- to discuss with external auditor the nature and scope of the audit and reporting obligations before the audit commences;
- to develop and implement policy on the engagement of an external auditor to supply non-audit services and to make recommendation of any measures for improvements to be taken;

1.5.3.5 有關本集團之薪酬政策及長期獎勵計劃以及釐訂董事薪酬準則的概括說明載於本年報第10頁至第17頁「業務回顧」一節內。

#### 1.5.4 審核委員會

1.5.4.1 審核委員會由三位成員組成；包括羅啟耀先生（主席）、高英麟先生及Jack Schmuckli先生，全體成員均為獨立非執行董事。董事會認為，大部份審核委員會成員均擁有會計及財務管理專業知識或經驗，以履行彼等之職務。

1.5.4.2 審核委員會之運作受董事會批准的職權範圍規管，董事會會不時就其職權範圍作出審閱。審核委員會之職權範圍載於本公司網站，其主要職責包括：

- 考慮及建議委任、續聘及罷免外聘核數師；
- 批准外聘核數師之薪酬、聘用條款及該核數師辭任或辭退之任何問題；
- 根據適用標準審閱及監察外聘核數師之獨立性及客觀性，以及核數程序之有效性；
- 於開始進行核數前與外聘核數師討論有關核數之性質及範疇和申報責任；
- 就聘用外聘核數師提供非審核服務制定及落實政策，並就需要改善之事宜提出建議措施；

- to monitor integrity of financial statements, annual and interim reports and to review significant financial reporting judgement contained in them. In this regard, in reviewing the quarterly, interim and annual financial statements and the annual and the interim reports before submission to the Board, focusing particularly on:
    - (i) any changes in accounting policies and practices;
    - (ii) major judgmental areas;
    - (iii) significant adjustments resulting from audit;
    - (iv) the going concern assumptions and any qualifications;
    - (v) compliance with accounting standards;
    - (vi) compliance with the Listing Rules and other legal requirements in relation to financial reporting; and
    - (vii) any matters that have been raised by the Company's staff responsible for the accounting and financial reporting function or auditors;
  - to review the Group's financial controls, internal control and risk management systems;
  - to discuss with the management the system of internal control and ensure that the management has discharged its duty to have an effective internal control system including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget;
  - to consider any findings of major investigations of internal control matters as delegated by the Board or on its own initiative and management's response;
- 監察財務報表、年度及中期報告的完整性，並審閱其所載有關財務申報之重大判斷。因此，於遞交董事會前先行審閱季度、中期及年度財務報表與年度及中期報告時，尤其集中於以下各項：
    - (i) 任何會計政策及慣例變動；
    - (ii) 涉及重要判斷的地方；
    - (iii) 因核數所產生之重大調整；
    - (iv) 企業持續經營假設及任何保留意見；
    - (v) 是否遵守會計準則；
    - (vi) 是否遵照上市規則及其他有關財務申報之法例規定；及
    - (vii) 由本公司負責會計及財務申報工作之員工或核數師所提出之任何事宜；
  - 檢討本集團之財務監控、內部監控及風險管理制度；
  - 與管理層討論內部監控系統，並確保管理層履行其職責，以維持有效之內部監控制度包括提供足夠資源、聘請具備足夠資歷之員工負責本公司之會計及財務申報工作以及確保有足夠預算用作該等員工之培訓計劃；
  - 考慮有關內部監控事宜之重要調查結果（不論董事會委派或其自發進行）及管理層之回應；

- to review the internal audit programme, ensure co-ordination between the internal and external auditors, and ensure that the internal audit function is adequately resourced and has appropriate standing within the Company and to review and monitor the effectiveness of the internal audit function;
  - to review the external auditor's management letter, any material queries raised by the auditor to management in respect of the accounting records, financial accounts or systems of control and management's response and to ensure that the Board will provide a timely response to the issues raised;
  - to review the Group's financial and accounting policies and practices; and
  - to report to the Board on matters set out above and to consider other topics, as defined by the Board.
- 檢討內部審核規劃，確保內部審計部及外聘核數師通力合作，並確保內部審計功能有足夠資源運作，且於本公司內有適當的地位，以及檢討及監控內部審計職能之有效性；
  - 檢討外聘核數師呈交予管理層的《審核情況說明函件》，以及核數師就會計記錄、財務賬目或監控系統向管理層提出任何重大疑問及管理層之回應，以確保董事會對提出之事宜及時作出回應；
  - 檢討本集團之財務及會計政策與慣例；及
  - 就上述各項所載的事宜向董事會匯報，及研究其他由董事會界定的課題。

1.5.4.3 The AC has explicit authority to investigate into any matter under the scope of its duties and the authority to obtain independent professional advice. It is given full access to and cooperation of the management. It has been provided with reasonable resources to discharge its duties properly. In the course of reviewing the Group's financial information, the AC members liaise closely with the Board and the Group Chief Financial Officer to gather relevant information. At least once a year, the AC meets the external auditors.

1.5.4.3 審核委員會具有明確權力，按其職責範圍調查任何事宜及有權獲取獨立專業意見，並獲管理層提供全面的支援及通力合作。審核委員會並獲提供合理的資源，以妥為履行其職務。在審閱本集團之財務資料的過程中，審核委員會與董事會及集團財務總監緊密聯繫以取得有關資料。審核委員會最少每年一次與外聘核數師會面。

1.5.4.4 The AC had met four times to review the quarterly, interim and annual results of the Group during the year ended March 31, 2010.

1.5.4.4 於截至二零一零年三月三十一日止年度審核委員會曾舉行四次會議，審閱季度、中期及全年業績。

1.5.4.5 Full minutes of the AC are kept by the company secretary of the Company. Draft and finalized minutes of the AC meetings are circulated to all members of the AC for their comment and records respectively, in both cases within reasonable time after the conclusion of the meetings.

1.5.4.5 審核委員會之詳盡會議記錄由本公司公司秘書存置，審核委員會會議記錄之草稿及最終稿，於會議結束後一段合理時間內傳遞予全體審核委員會成員，以供彼等提出意見及存檔。

1.6 The following table summarizes the attendance of individual directors and committee members in the financial year under review:

		No. of Meeting Attended / No. of Meeting held					2009 AGM 二零零九年 股東週年大會
		Board	Executive Committee	Audit Committee	Nominating Committee	Remuneration Committee	
		董事會	執行委員會	審核委員會	提名委員會	薪酬委員會 (note) (附註)	
<b>Executive Director</b>	<b>執行董事</b>						
Raymond Chan	陳煒文	4/4	21/21	-	-	-	1/1
Chan Pau Shiu Yeng, Shirley	陳鮑雪瑩	4/4	21/21	-	1/1	1/1	1/1
<b>Independent Non-Executive Director</b>	<b>獨立非執行董事</b>						
Lo Kai Yiu, Anthony	羅啟耀	4/4	-	4/4	-	-	1/1
Kao Ying Lun	高英麟	3/4	-	3/4	1/1	1/1	1/1
Jack Schmuckli	Jack Schmuckli	4/4	-	4/4	1/1	1/1	-/1
Kenichi Ohmae	大前研一	1/4	-	-	-	-	1/1

Note: Apart from the duly convened meeting of Remuneration Committee, resolutions in writing were circulated and passed by all committee members on two occasions during the financial year ended March 31, 2010.

附註：於截至二零一零年三月三十一日止財政年度內，薪酬委員會成員除出席適時召開之薪酬委員會會議外，亦曾兩次作出書面決議（經傳閱獲全體薪酬委員會成員通過）。

### 1.7 Securities Transactions by Officers

1.7.1 The Company has adopted a Code for Securities Transactions by Officers of the Group (the "Code") on terms no less exacting than the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") contained in Appendix 10 to the Listing Rules.

1.7.2 Having made specific enquiry of all directors, they have confirmed that they fully complied with the required standards set out in both the Model Code and the Code throughout the year ended March 31, 2010.

1.7.3 Officers as defined in the Code who is deemed to be in possession of unpublished price sensitive information in the relation to the Company or its shares are required to prohibit from dealing in shares of the Company during the black-out period.

1.6 個別董事及委員會會員於回顧財政年度內出席會議之紀錄如下：

### 1.7 高級職員進行證券交易

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

1.7.2 經向全體董事作出具體查詢後，彼等確認已於截至二零一零年三月三十一日止年度全面遵守標準守則及守則所載之標準規定。

1.7.3 被視為知悉有關本公司或其股份未經公佈價格敏感資料之高級職員（定義見守則）禁止於限制期間買賣本公司股份。

## 2 ACCOUNTABILITY AND AUDIT

### 2.1 Financial Reporting

2.1.1 The Board acknowledges its responsibility for preparing the financial statements which give a true and fair view of the state of affairs of the Company and of the Group on a going concern basis, with supporting assumptions or qualifications as necessary. In preparing the financial statements for the year ended March 31, 2010, the directors have selected suitable accounting policies and applied them consistently and made judgements and estimates that are prudent and reasonable.

2.1.2 Management recognises the importance of providing the Board with appropriate and relevant information on an accurate and timely basis. Quarterly business review and financial reports comparing the Group's actual performance with budget and highlighting major relevant issues are provided to the Board to enable it to make an informed assessment on the Group's performance, position and prospects.

2.1.3 The Board endeavours to ensure a balanced, clear and understandable assessment of the Group's position and prospects to extend to the Group's financial reporting including annual and interim reports, other price-sensitive announcements and other financial disclosures required under the Listing Rules, and reports to regulators as well as information required to be disclosed pursuant to statutory requirements.

2.1.4 The Company publishes its interim and annual financial results within 3 months after the end of six months of each financial year and 4 months after each financial year end date respectively.

### 2.2 Internal Controls

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

## 2 問責及審核

### 2.1 財務匯報

2.1.1 董事會知悉其責任乃編製反映本公司及本集團真實公平財政狀況之財務報表(按企業持續經營基準,並在有需要時以假設及保留意見作支持)。於編製截至二零一零年三月三十一日止年度之財務報表時,董事已挑選適合之會計政策及貫徹應用,並作出審慎合理之判斷及估計。

2.1.2 管理層認同在準確與及時的基準上向董事會提供適當及相關之資料的重要性。董事會獲提供季度業務檢閱及財務報表(載有本集團實際表現與預算案之比較及主要相關事項擇要),使其對本集團之續效、情況及前景能作出知情評估。

2.1.3 董事會致力確保對本集團之狀況及前景作出客觀、明確及可理解之評估,並將範圍擴大至本集團之年度及中期報告財務申報、其他涉及股價敏感資料的公佈、其他根據上市規則須予披露之財務資料、致監管機構之報告書以及法定須予披露之其他資料。

2.1.4 本公司於每個財政年度六個月期間結束後的三個月內及於每個財政年度結束後四個月內分別刊發中期及全年財務業績。

### 2.2 內部監控

2.2.1 董事會負責本集團之內部監控系統和致力管理業務風險,並維護健全及有效的內部監控制度,以保障股東之投資及本集團之資產。

2.2.2 The Group's internal control system encompasses its policies, processes, tasks, and other aspects of the Group that taken together:

- facilitate its effective and efficient operation by allowing it to respond appropriately to significant business, operational, financial, compliance and other risks with a view of achieving business objectives. This includes the safeguarding of assets from inappropriate use or from loss and fraud and ensuring that liabilities are identified and managed;
- help ensure maintenance of proper accounting records for the provision of reliable financial information for internal or external reporting; and
- help ensure compliance with relevant legislation and regulations, and also with internal policies with respect to the conduct of business.

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

2.2.4 The key procedures that the Board established to provide effective internal controls are as follows:

- A distinct organization structure exists with defined lines of authority and responsibilities. Division/Departments Heads are involved in preparing the strategic plan which laid down the corporate strategies to be pursued in the coming year for achieving the annual operating plan and the annual operational and financial targets. Both the strategic plan and the annual operating plan laid down the foundation for the preparation of the annual budget by which resources are allocated in accordance with identified and prioritized business opportunities. The strategic plan has been approved by the Executive Committee subject to annual review. The annual operating plan and annual budget are approved by the Board yearly;

2.2.2 本集團之內部監控系統包含其政策、程序、工作連同本集團其他範疇，旨在：

- 容許其適當地於重大業務、營運上、財務上、遵守上及其他風險作出的意見，以促進營運之效率及成效及達致業務目標。此包括保障投資，免受不適當的使用或損失及詐騙，並且保證責任得以確定及處理；
- 確保保存妥當的會計記錄以提供可靠之財務資料供內部使用或對外匯報；及
- 確保遵守相關法例及規定，以及有關工作方式遵守內部政策。

2.2.3 內部監控制度乃為合理而非絕對地確保防範重大錯誤陳述或損失，以及旨在管理而非消除營運制度失當之風險，以達致本集團之目標。

2.2.4 董事會為提供有效內部監控而制定之主要程序如下：

- 訂定一個權力範圍與責任界定清楚的企業架構。分部／部門主管參予準備策略性計劃，當中列出來年須跟隨之企業策略以達成年度營運計劃及年度營運與財務目標。策略性計劃及年度營運計劃均為準備年度預算案之基礎，並按既定及優先的商業契機分配資源。該策略性計劃已經由執行委員會批准並須每年進行檢討。年度營運計劃及年度預算案則由董事會每年批准；

- A comprehensive monthly management reporting system is in place providing financial and operational performance indicators to the management, and the relevant financial information for reporting and disclosure purpose. Variances against budgets are analyzed, and explained, and appropriate actions are taken, if necessary, to rectify deficiencies noted; and
- System and procedures are in place to identify, measure, manage and control risks including legal, credit, market, operational, environmental, behavioral and system risks that may have an impact on the Group.
- 訂立每月詳細的管理匯報制度，以向管理層提供財務及營運表現指標，並提供財務資料，供有關匯報及披露用途。對預算差異作出分析及闡釋，並於有需要時採取適當之行動以彌補所知之不足；及
- 訂立制度及程序以識別、衡量、管理及監控可能影響本集團之法律、信貸、市場、營運、環境、行為及制度等風險。

- 2.2.5 The Group's Internal Audit Department ("IA") performs regular audit reviews of the risks and key controls of the Group. IA plays an important role in monitoring the Group's internal governance, evaluating the quality of the internal control system and informing the Board on a quarterly basis whether a sound internal control system is maintained and operated by the management in compliance with agreed processes and standards. To preserve the independence of the internal audit function, the Head of IA reports directly to the AC on audit matters and to the chief executive officer on administrative matters.
- 2.2.5 本集團內部審計部（「內部審計部」）就本集團之風險及主要監控進行定期審核檢討。內部審計部於監察本集團內部管治上、評估內部監控系統質素、按季度向董事會匯報管理層是否已遵照協定之程序及標準及實施妥善之內部監控制度上擔當重要角色。為保留內部審計功能之獨立性，內部審計部主管直接向審核委員會匯報有關審核事宜及向行政總裁匯報行政事宜。
- 2.2.6 Using a risk management-based approach audit, IA plans its internal audit projects annually in consultation with, but independent of, management. The audit methodology and process adopted by IA include understanding and analyzing the business, determining risk areas within key processes, analyzing and evaluating the process control effectiveness and communicating results and follow up. Independent reviews of different financial, business and functional operations and activities will be conducted with audit resources being focused on higher risk areas. Ad-hoc reviews will also be conducted on areas of concern identified by the AC and the management.
- 2.2.6 內部審計部採用風險管理為本之審核方法，規劃其年度內部審核規劃（會諮詢但獨立於管理層），並將之提交予審核委員會批准。內部審計部所採納之一般方法及程序包括理解及分析業務、在主要程序上決定風險範圍、分析及評估程序監控之有效性及傳達結果與跟進。不同之財政、業務、功能運作及活動之獨立檢討將配合審核資源進行，並集中於高風險之範圍。倘審核委員會及管理層識別出值得關注之事宜，亦會以專責方式進行檢討。
- 2.2.7 Division/Department Heads will be notified of the control deficiencies noted for rectification, and IA will follow up with the implementation of audit recommendations on a quarterly basis. Significant internal control weaknesses are brought to the attention of the AC and if necessary to the Board, and to the senior management for remedial actions.
- 2.2.7 分部／部門主管將獲通知監控不足之處以進行修正，而內部審計部將每季跟進落實審核建議之事宜。重要之內部監控不足將提呈審核委員會請予注意（及如有需要提呈予董事會），及高級管理層以作出補救行動。

2.2.8 The Board, through the AC, has conducted reviews of the effectiveness of the Group's system of internal control covering all material controls, including financial, operational and compliance controls, and risk management functions. The Board, through the review of the AC, is satisfied that the Group has fully complied with the code provisions on internal controls during the year under review as set forth in the CG Code.

### 2.3 Auditors' remuneration

2.3.1 During the year, the fees paid to Deloitte Touche Tohmatsu, the Company's external auditor, for audit services of the Company and its subsidiaries amounted to HK\$4.8 million (2009: HK\$5.7 million) and for non-audit related services, representing mainly taxation services, amounted to HK\$0.3 million (2009: HK\$1.4 million).

## 3 COMMUNICATION WITH SHAREHOLDERS

3.1 The Company strives to convey to shareholders pertinent information in a clear, detailed, timely manner and on a regular basis and to take into consideration their views and inputs, and address shareholders' concerns. Their views are communicated to the Board as a whole.

3.2 The Company communicates with its shareholders through the publication of annual and interim reports, results announcement and press release. All shareholders' communications are also available on the Company's website at [www.idthk.com](http://www.idthk.com) ("Website").

3.3 The AGM provides a useful forum for shareholders to exchange views with the Board. The chairman of the Board as well as chairmen of AC, NC and/or RC, or in their absence, members of the Board committees are available to answer shareholders' questions.

3.4 Separate resolutions are proposed at general meetings on each substantially separate issue, including the election of individual directors. Votes cast on each resolution at the general meetings are properly counted and recorded.

3.5 Details of the poll voting procedures and rights of shareholders to demand a poll are included in the circular to shareholders dispatched together with this annual report.

2.2.8 董事會已通過審核委員會對本集團內部監控系統的有效性(涵蓋所有重大監控、包括財務、營運及於合規監控，以及風險管理程序)進行檢討。董事會通過審核委員會的檢討，滿意本集團於回顧年度內已全面遵守企業管治守則內所載有關內部監控的守則條文。

### 2.3 核數師酬金

2.3.1 年內，支付予本公司外聘核數師德勤•關黃陳方會計師行為本公司及其附屬公司提供核數服務之金額為港幣4.8百萬元(二零零九年：港幣5.7百萬元)，而非核數相關服務(主要為稅務服務)之金額為港幣0.3百萬元(二零零九年：港幣1.4百萬元)。

## 3 與股東之溝通

3.1 本公司致力向股東傳達明確、詳盡、適時及定期之相關資料，並考慮彼等之意見及建議以及處理股東關注之事宜。彼等之意見會整體向董事會傳達。

3.2 本公司透過刊發年報、中期報告、業績公佈及新聞稿與股東溝通。所有與股東之通訊亦載於本公司網站[www.idthk.com](http://www.idthk.com)(「網站」)。

3.3 股東週年大會為股東與董事會交換意見之有用論壇。董事會主席以及審核委員會、提名委員會及／或薪酬委員會之主席(如彼等缺席，則委員會成員)將出席回答股東之問題。

3.4 每一個實質上無關連之個別事項(包括選舉個別董事)，以獨立決議案提呈於股東大會上。所有股東大會上對每項決議案的票數均獲適當地點算及記錄在案。

3.5 投票表決程序及股東要求投票表決權力之詳情載於連同本年報寄發予股東之通函內。

3.6 At the commencement of the AGM, the shareholders are provided with an explanation of the detailed procedures for conducting a poll and answers on any questions from shareholders whenever voting by way of poll is required. The poll results are posted on the Stock Exchange's website and the Company's Website.

#### 4 INVESTOR RELATIONS

4.1 The Board recognized that effective communication to investors is the key to establish investor confidence and attracting new investors. Measures taken by the Group include:

##### 4.1.1 Annual & Interim reporting

Annual and interim reports are prepared and issued to all shareholders within the prescribed period stipulated by the Stock Exchange. All results announcement and reports are posted on the Stock Exchange's website and the Company's Website.

##### 4.1.2 Media and analysts briefings

Briefings for media and analysts are organized by the Company from time to time. During the briefings, the Group's management provides detailed explanations on the Group's business trends and drivers in respect of the relevant periods and ensures that the financial performance and accounts of the Group are well understood. There is also ample opportunity for the analysts and media to ask questions and interact with the executive directors and senior management. All presentation materials on the Group's financial results, announcements and news release are available on the Company's Website.

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

3.6 在股東週年大會開始時，股東獲提供在決議案以投票方式進行表決時之詳細程序。而就所需以投票方式表決決議案時，股東之任何提問將獲解答。以投票方式表決之結果於聯交所網站及本公司網站公佈。

#### 4 投資者關係

4.1 董事會深知與投資者之有效溝通，乃建立投資者信心及吸引新投資者之關鍵。有關舉措包括：

##### 4.1.1 全年及中期匯報

本集團於聯交所規定期間內編製年度及中期報告，並刊發予全體股東。所有業績公佈及報告均載於聯交所網站及本公司網站。

##### 4.1.2 新聞界及分析員簡報會

本公司不時舉行新聞界簡報會及分析員簡報會。於簡報會上，本集團管理層會提供本集團於有關期間業務動向與及推動力之詳盡解釋，並確保與會人士充分理解本集團財務表現及賬目。本集團亦提供足夠機會予分析員及新聞界提問及與執行董事和高級管理層溝通。所有本集團的財務業績、公佈及新聞稿等簡報均載於本公司網站。

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

# Deloitte.

## 德勤

**TO THE MEMBERS OF IDT International Limited**  
(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of IDT International Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 54 to 131, which comprise the consolidated statement of financial position as at March 31, 2010, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

### DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement.

致：萬威國際有限公司全體股東  
(於百慕達註冊成立之有限公司)

本核數師行已審核列載於第54頁至131頁萬威國際有限公司(「貴公司」)及其附屬公司(合稱「貴集團」)之綜合財務報表，此綜合財務報表包括於二零一零年三月三十一日之綜合財務狀況表及截至該日止年度的綜合全面收益表、綜合權益變動表和綜合現金流量表，以及主要會計政策概要及其他附註解釋。

### 董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例的披露規定，負責編製並真實公平地呈報該等綜合財務報表。這責任包括設計、實施及維護與編製及真實公平地呈報綜合財務報表相關之內部監控，以確保綜合財務報表並無存在由於欺詐或錯誤引起的重大錯誤陳述；選擇及應用適當的會計政策；及按情況作出合理的會計估算。

### 核數師的責任

本行的責任是根據本行的審核對該等綜合財務報表作出意見，並根據百慕達公司條例第九十條僅向全體股東報告而不可用作其他用途。本行概不就本報告的內容，對任何其他人士負責或承擔任何責任。本行已根據香港會計師公會頒佈的香港審計準則進行審核工作。該等準則要求本行遵守道德規範，並規劃及執行審核，以合理確定此等綜合財務報表是否不存有任何重大錯誤陳述。

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

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

#### OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at March 31, 2010 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

**Deloitte Touche Tohmatsu**  
Certified Public Accountants

Hong Kong  
July 8, 2010

審核涉及執程序以獲取有關綜合財務報表所載數額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該公司編製及真實而公平地列報綜合財務報表相關的內部監控，以設計適當的審核程序，但並非為對公司的內部監控的效能發表意見。審核亦包括評價董事所採用的會計政策的合適性及所作出的會計估算的合理性，以及評價綜合財務報表的整體呈報方式。

本行相信，本行所獲得的審核憑證充足和適當地為本行的審核意見提供基礎。

#### 意見

本行認為，綜合財務報表真實及公平反映 貴集團於二零一零年三月三十一日之財務狀況以及 貴集團截至該日止年度之虧損及現金流量，並已按照香港財務報告準則及香港公司條例的披露規定妥善編製。

**德勤•關黃陳方會計師行**  
執業會計師

香港  
二零一零年七月八日

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

		NOTES 附註	2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
Turnover	營業額	5	1,394.9	1,720.7
Cost of goods sold	銷售成本		(903.9)	(1,088.3)
Gross profit	毛利		491.0	632.4
Other income	其他收益		33.1	41.4
Research and development costs	研究及開發費用		(84.6)	(89.2)
Distribution and selling expenses	分銷及銷售開支		(286.5)	(332.9)
General administrative expenses	一般行政開支		(235.4)	(197.4)
Interest on bank and other borrowings wholly repayable within five years	須於五年內全數償還之 銀行借貸及其他借貸之利息		(9.3)	(15.8)
(Loss) profit before taxation	除稅前(虧損)溢利	6	(91.7)	38.5
Taxation	稅項	9	(63.3)	(7.2)
(Loss) profit for the year	本年度(虧損)溢利		(155.0)	31.3
Other comprehensive income (expense): Exchange differences arising on translation of foreign operations	其他全面收益(開支): 換算海外業務產生的 匯兌差額		16.3	(72.5)
Total comprehensive expenses for the year	本年度全面開支總額		(138.7)	(41.2)
(Loss) profit for the year attributable to:	以下人士應佔本年度(虧損) 溢利:			
Owners of the Company	本公司擁有人		(138.2)	24.6
Minority interests	少數股東權益		(16.8)	6.7
			(155.0)	31.3
Total comprehensive (expenses) income attributable to:	以下人士應佔全面(開支) 收益總額:			
Owners of the Company	本公司擁有人		(122.0)	(47.0)
Minority interests	少數股東權益		(16.7)	5.8
			(138.7)	(41.2)
(Loss) earnings per share – Basic and diluted	每股(虧損)盈利 –基本及攤薄	10	(5.53) HK cents港幣仙	0.98 HK cents港幣仙

# Consolidated Statement of Financial Position 綜合財務狀況表

At March 31, 2010 於二零一零年三月三十一日

		NOTES 附註	2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
Non-current assets	非流動資產			
Property, plant and equipment	物業、機器及設備	11	171.1	219.7
Intangible assets	無形資產	12	60.0	78.8
Goodwill	商譽	13	33.9	34.0
Deferred tax assets	遞延稅項資產	14	38.1	45.8
			<b>303.1</b>	378.3
Current assets	流動資產			
Inventories	存貨	15	207.3	249.1
Trade and other receivables	應收賬款及其他應收款項	16	274.8	306.3
Tax reserve certificate	儲稅券		–	43.5
Taxation recoverable	可收回稅項		0.9	0.4
Held for trading investments	持作買賣投資	17	9.9	–
Forward contract assets	遠期合約資產	22	0.1	–
Short-term bank deposits	短期銀行存款	18	158.6	–
Bank balances and cash	銀行結餘及現金	18	524.0	632.4
			<b>1,175.6</b>	1,231.7
Current liabilities	流動負債			
Trade and other payables and accruals	應付賬款及其他應付款項及預提費用	19	249.8	219.9
Bills payables	應付票據	20	0.8	1.0
Obligations under finance leases due within one year	須於一年內償還之財務租約債務	21	1.4	3.5
Forward contract liabilities	遠期合約負債	22	–	4.4
Taxation payable	應繳稅項		20.5	14.6
Bank loans due within one year	須於一年內償還之銀行貸款	23	185.1	330.6
Bank overdrafts	銀行透支	23	6.7	18.6
			<b>464.3</b>	592.6
Net current assets	流動資產淨值		<b>711.3</b>	639.1
Total assets less current liabilities	總資產減流動負債		<b>1,014.4</b>	1,017.4
Non-current liabilities	非流動負債			
Obligations under finance leases due after one year	須於一年後償還之財務租約債務	21	–	1.4
Bank loans due after one year	須於一年後償還之銀行貸款	23	188.7	–
Deferred tax liabilities	遞延稅項負債	14	13.2	17.7
			<b>201.9</b>	19.1
Net assets	資產淨值		<b>812.5</b>	998.3

At March 31, 2010 於二零一零年三月三十一日

		NOTES 附註	2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
Capital and reserves	股本及儲備			
Share capital	股本	24	250.2	250.2
Reserves	儲備		375.3	497.1
Equity attributable to owners of the Company	本公司擁有人應佔權益		625.5	747.3
Minority interests	少數股東權益		187.0	251.0
Total equity	權益總額		812.5	998.3

The consolidated financial statements on pages 54 to 131 were approved and authorised for issue by the Board of Directors on July 8, 2010 and are signed on its behalf by:

第54頁至第131頁之綜合財務報表已於二零一零年七月八日獲董事會批准及授權發行，並由下列人士代表簽署：

**Raymond Chan, JP**

陳煒文，太平紳士

Chairman & Chief Executive Officer

主席兼行政總裁

**Chan Pau Shiu Yeng, Shirley**

陳鮑雪瑩

Executive Director

執行董事

# Consolidated Statement of Changes in Equity 綜合權益變動表

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## Attributable to owners of the Company

本公司擁有人所佔

		Properties		Share		Translation reserve	Revenue reserve	Total	Minority interests	Total
		Share capital	Share premium	revaluation reserve	options reserve					
		股本	股份溢價	物業 重估儲備	購股權儲備	貨幣 換算儲備	利潤儲備	總額	股東權益 少數	總額
		HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M
		港幣百萬元	港幣百萬元	港幣百萬元	港幣百萬元	港幣百萬元	港幣百萬元	港幣百萬元	港幣百萬元	港幣百萬元
At April 1, 2008	於二零零八年四月一日	250.2	151.6	27.9	3.3	(13.6)	374.3	793.7	260.9	1,054.6
Exchange differences arising from translation of foreign operations	換算海外業務財務報表所產之匯兌差額	-	-	-	-	(71.6)	-	(71.6)	(0.9)	(72.5)
Profit for the year	本年度溢利	-	-	-	-	-	24.6	24.6	6.7	31.3
Total comprehensive (expenses) income for the year	本年度全面(開支)收益總額	-	-	-	-	(71.6)	24.6	(47.0)	5.8	(41.2)
Recognition of equity-settled share based payments	確認以權益支付並以股份為基準之付款	-	-	-	0.6	-	-	0.6	-	0.6
Lapse of share options	失效之購股權	-	-	-	(1.8)	-	1.8	-	-	-
Acquisition of additional interest in a subsidiary	增持附屬公司之股份	-	-	-	-	-	-	-	(13.9)	(13.9)
Dividends paid to minority interests	支付予少數股東權益之股息	-	-	-	-	-	-	-	(1.8)	(1.8)
At March 31, 2009	於二零零九年三月三十一日	250.2	151.6	27.9	2.1	(85.2)	400.7	747.3	251.0	998.3
Exchange differences arising from translation of foreign operations	換算海外業務財務報表所產之匯兌差額	-	-	-	-	16.2	-	16.2	0.1	16.3
Loss for the year	本年度虧損	-	-	-	-	-	(138.2)	(138.2)	(16.8)	(155.0)
Total comprehensive income (expenses) for the year	本年度全面收益(開支)總額	-	-	-	-	16.2	(138.2)	(122.0)	(16.7)	(138.7)
Recognition of equity-settled share based payments	確認以權益支付並以股份為基準之付款	-	-	-	0.2	-	-	0.2	-	0.2
Lapse of share options	失效之購股權	-	-	-	(0.6)	-	0.6	-	-	-
Acquisition of additional interest in a subsidiary	增持附屬公司之股份	-	-	-	-	-	-	-	(44.1)	(44.1)
Dividends paid to minority interests	支付予少數股東權益之股息	-	-	-	-	-	-	-	(3.2)	(3.2)
At March 31, 2010	於二零一零年三月三十一日	250.2	151.6	27.9	1.7	(69.0)	263.1	625.5	187.0	812.5

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

		2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
Cash flows from operating activities	經營活動產生之現金流量		
(Loss) profit before taxation	除稅前之(虧損)溢利	<b>(91.7)</b>	38.5
Adjustments for:	調整:		
Interest income	利息收入	<b>(1.1)</b>	(8.3)
Interest expenses	利息支出	<b>9.3</b>	15.8
Share-based payment expenses	以股份為基準之付款的開支	<b>0.2</b>	0.6
Depreciation and amortisation of property, plant and equipment	物業、機器及設備之折舊及攤銷	<b>62.0</b>	55.1
Discounts on acquisition of additional interest in a subsidiary	增持附屬公司股份之折扣	<b>(16.3)</b>	(9.9)
Amortisation of intangible assets	攤銷無形資產	<b>39.9</b>	33.4
Loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損	<b>2.9</b>	5.7
Impairment losses on trade receivables	應收賬款之減值虧損	<b>19.1</b>	1.0
Write down of inventories	撇減存貨	<b>25.3</b>	5.9
Effect of foreign exchange rate changes on inter-company balances	各公司間往來賬項結餘之匯率變動影響	<b>(12.6)</b>	11.3
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	<b>37.0</b>	149.1
Decrease in inventories	存貨減少	<b>26.8</b>	0.3
Decrease in trade and other receivables	應收賬款及其他應收款項減少	<b>29.0</b>	61.6
Increase in tax reserve certificate	儲稅券增加	-	(0.6)
Increase (decrease) in trade and other payables and accruals	應付賬款及其他應付款項及預提費用增加(減少)	<b>25.8</b>	(85.8)
Increase in held for trading investments	持作買賣投資增加	<b>(9.9)</b>	-
(Decrease) increase in forward contracts	遠期合約(減少)增加	<b>(4.5)</b>	4.2
Decrease in bills payables	應付票據減少	<b>(0.2)</b>	(6.2)
Cash from operations	經營活動所得現金	<b>104.0</b>	122.6
Taxation paid	已繳納稅項	<b>(11.1)</b>	(7.6)
Net cash from operating activities	經營活動所得現金淨額	<b>92.9</b>	115.0
Investing activities	投資活動		
Increase in short-term bank deposits	短期銀行存款增加	<b>(158.6)</b>	-
Acquisition of additional interest in a subsidiary	增持附屬公司之股份	<b>(27.8)</b>	(4.0)
Product development costs paid	已付產品開發成本	<b>(20.5)</b>	(33.4)
Purchase of property, plant and equipment	添置物業、機器及設備	<b>(15.9)</b>	(30.0)
Patents and trademarks paid	已付專利及商標	<b>(0.6)</b>	(0.7)
Interest received	已收利息	<b>1.1</b>	8.3
Proceeds from disposal of property, plant and equipment	出售物業、機器及設備所得款項	<b>0.8</b>	1.5
Decrease in long-term bank deposits	長期銀行存款減少	-	117.0
Net cash (used in) from investing activities	投資活動(所耗)所得現金淨額	<b>(221.5)</b>	58.7

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

		2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
Financing activities	融資活動		
Repayment of bank loans	償還銀行貸款	<b>(155.3)</b>	(508.3)
Interest paid	已付利息	<b>(7.5)</b>	(15.8)
Repayment of obligations under finance leases	償還財務租約債務	<b>(3.5)</b>	(3.3)
Dividends paid to minority shareholders of subsidiaries	向附屬公司少數股東派付股息	<b>(3.2)</b>	(1.8)
Bank loans raised	新籌得銀行貸款	<b>198.6</b>	470.1
Net cash from (used in) financing activities	融資活動所得(所耗)現金淨額	<b>29.1</b>	(59.1)
Net (decrease) increase in cash and cash equivalents	現金及等同現金項目之 (減少)增加淨額	<b>(99.5)</b>	114.6
Cash and cash equivalents at beginning of the year	年初之現金及等同現金項目	<b>613.8</b>	509.1
Effect of foreign exchange rate changes	匯率變動之影響	<b>3.0</b>	(9.9)
Cash and cash equivalents at end of the year	年終之現金及等同現金項目	<b>517.3</b>	613.8
Analysis of the balances of cash and cash equivalents	現金及等同現金項目 結餘分析		
Bank balances and cash	銀行結餘及現金	<b>524.0</b>	632.4
Bank overdrafts	銀行透支	<b>(6.7)</b>	(18.6)
		<b>517.3</b>	613.8

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 1. GENERAL

The Company is incorporated in Bermuda as an exempted company with limited liability. The shares of the Company are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The addresses of the registered office and principal place of business of the Company are disclosed in the Corporate Information to the annual report.

The Company acts as an investment holding company while its subsidiaries are engaged in the design, development, manufacture, sales and marketing of various consumer electronic products.

The consolidated financial statements are presented in Hong Kong dollars which is the same as the functional currency of the Company.

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

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

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

## 1. 一般事項

本公司乃於百慕達註冊成立之獲豁免有限公司，其股份在香港聯合交易所有限公司（「聯交所」）上市。本公司註冊辦事處及主要營業地點之地址於年報之公司資料內披露。

本公司乃一間投資控股公司。各附屬公司之主要業務為設計、開發、製造、銷售及推廣多種電子消費產品。

綜合財務報表以本公司之功能貨幣—港幣呈列。

## 2. 應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）

於本年度，本集團應用香港會計師公會（「香港會計師公會」）所頒佈下列新訂及經修訂之準則、修訂本及詮釋（「新訂及經修訂香港財務報告準則」）。

香港會計準則第1號 (二零零七年經修訂)	財務報表之呈列
香港會計準則第23號 (二零零七年經修訂)	借款成本
香港會計準則第32號及 第1號(修訂本)	清盤所產生的認沽金融 工具及責任
香港財務報告準則第1號及 香港會計準則第27號(修訂本)	投資附屬公司、共同控制 實體或聯營公司的成本
香港財務報告準則第2號(修訂本)	歸屬條款及註銷
香港財務報告準則第7號(修訂本)	有關財務工具披露之改進
香港財務報告準則第8號	營運分部
香港(國際財務報告詮釋委員會) — 詮釋9及香港會計準則第39號 (修訂本)	嵌入式衍生工具
香港(國際財務報告詮釋委員會)— 詮釋13	客戶忠誠度計劃
香港(國際財務報告詮釋委員會)— 詮釋15	房地產建造合同
香港(國際財務報告詮釋委員會)— 詮釋16	海外業務投資淨額的對沖
香港(國際財務報告詮釋委員會)— 詮釋18	來自客戶的資產轉讓

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

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

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

### New and revised HKFRSs affecting presentation and disclosure only

*HKAS 1 (Revised 2007) “Presentation of financial statements”*

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

*HKFRS 8 “Operating segments”*

HKFRS 8 is a disclosure standard that has changed the basis of measurement of segment profit or loss (see note 5). However, the adoption of HKFRS 8 has not resulted in a redesignation of the Group’s reportable segments as compared with the primary reportable segments determined in accordance with HKAS 14 (see note 5).

*Improving disclosures about financial instruments (Amendments to HKFRS 7 Financial instruments: disclosures)*

The amendments to HKFRS 7 expand the disclosures required in relation to fair value measurements in respect of financial instruments which are measured at fair value. The amendments also expand and amend the disclosures required in relation to liquidity risk. The Group has not provided comparative information for the expanded disclosures in accordance with the transitional provision set out in the amendments.

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

香港財務報告準則(修訂本)	二零零八年所頒佈香港財務報告準則之改進，惟香港財務報告準則第5號修訂本乃於二零零九年七月一日或之後開始之年度期間生效
香港財務報告準則(修訂本)	二零零九年所頒佈有關修訂香港會計準則第39號第80段之香港財務報告準則之改進

除如下文所述外，採納新訂及經修訂香港財務報告準則對本集團目前或過往會計期間綜合財務報表並無重大影響。

### 只影響呈列及披露之新訂及經修訂香港財務報告準則

*香港會計準則第1號(二零零七年經修訂)：財務報表之呈列*

香港會計準則第1號(二零零七年經修訂)引入多項詞彙變動(包括更改財務報表之標題)以及財務報表格式及內容變動。

*香港財務報告準則第8號：營運分部*

香港財務報告準則第8號為一披露準則，改變分部溢利或虧損之計量基礎(見附註5)。然而，採納香港財務報告準則第8號並無導致重新劃分本集團可報告分部(與根據香港會計準則第14號釐訂的主要報告分類比較)(見附註5)。

*財務工具披露之改進(香港財務報告準則第7號之修訂本財務工具：披露)*

香港財務報告準則第7號之修訂本擴大有關以公平值計量之財務工具按公平值計量之披露規定。此等修訂本亦擴大及修訂有關流動資金風險之披露規定。本集團並無根據該等修訂本所載之過渡條文就擴大披露規定提供比較資料。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

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

### New and revised HKFRSs in issue but not yet effective

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

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

<sup>1</sup> Effective for annual periods beginning on or after July 1, 2009.

<sup>2</sup> Amendments that are effective for annual periods beginning on or after July 1, 2009 and January 1, 2010, as appropriate.

<sup>3</sup> Effective for annual periods beginning on or after July 1, 2010 and January 1, 2011, as appropriate.

<sup>4</sup> Effective for annual periods beginning on or after January 1, 2010.

<sup>5</sup> Effective for annual periods beginning on or after February 1, 2010.

<sup>6</sup> Effective for annual periods beginning on or after July 1, 2010.

<sup>7</sup> Effective for annual periods beginning on or after January 1, 2011.

<sup>8</sup> Effective for annual periods beginning on or after January 1, 2013.

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

### 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並未提早採用下列已頒佈但尚未生效之新訂及經修訂之準則、修訂本或詮釋。

香港財務報告準則(修訂本)	香港財務報告準則第5號之修訂本(作為二零零八年香港財務報告準則改進之一部分) <sup>1</sup>
香港財務報告準則(修訂本)	二零零九年香港財務報告準則之改進 <sup>2</sup>
香港財務報告準則(修訂本)	二零一零年香港財務報告準則之改進 <sup>3</sup>
香港會計準則第24號(經修訂)	關連人士披露 <sup>7</sup>
香港會計準則第27號(經修訂)	綜合及獨立財務報表 <sup>1</sup>
香港會計準則第32號(修訂本)	供股分類 <sup>5</sup>
香港會計準則第39號(修訂本)	合資格對沖項目 <sup>1</sup>
香港財務報告準則第1號(修訂本)	首次採納者的額外豁免 <sup>4</sup>
香港財務報告準則第1號(修訂本)	首次採納者於香港財務報告準則第7號披露比較數字之有限豁免 <sup>6</sup>
香港財務報告準則第2號(修訂本)	集團以現金結算之以股份為基礎付款的交易 <sup>4</sup>
香港財務報告準則第3號(經修訂)	業務合併 <sup>1</sup>
香港財務報告準則第9號	金融工具 <sup>8</sup>
香港(國際財務報告詮釋委員會) – 詮釋第14號(修訂本)	最低資金要求的預付款 <sup>7</sup>
香港(國際財務報告詮釋委員會) – 詮釋第17號	向擁有人分派非現金資產 <sup>1</sup>
香港(國際財務報告詮釋委員會) – 詮釋第19號	以股權工具抵銷金融負債 <sup>6</sup>

<sup>1</sup> 於二零零九年七月一日或之後開始之年度期間生效

<sup>2</sup> 修訂本於二零零九年七月一日及二零一零年一月一日(視適用情況而定)之後開始之年度期間生效

<sup>3</sup> 於二零一零年七月一日及二零一一年一月一日(視適用情況而定)之後開始之年度期間生效

<sup>4</sup> 於二零一零年一月一日或之後開始之年度期間生效

<sup>5</sup> 於二零一零年二月一日或之後開始之年度期間生效

<sup>6</sup> 於二零一零年七月一日或之後開始之年度期間生效

<sup>7</sup> 於二零一一年一月一日或之後開始之年度期間生效

<sup>8</sup> 於二零一三年一月一日或之後開始之年度期間生效

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

### New and revised HKFRSs in issue but not yet effective (continued)

The application of HKFRS 3 (Revised) may affect the Group’s accounting for business combination for which the acquisition date is on or after April 1, 2010. HKAS 27 (Revised) will affect the accounting treatment for changes in the Group’s ownership interest in a subsidiary that do not result in a loss of control which will be accounted for as equity transactions.

HKFRS 9 Financial Instruments introduces new requirements for the classification and measurement of financial assets and will be effective from January 1, 2013, with earlier application permitted. The standard requires all recognised financial assets that are within the scope of HKAS 39 “Financial Instruments: Recognition and Measurement” to be measured at either amortised cost or fair value. Specifically, debt investments that (i) are held within a business model whose objective is to collect the contractual cash flows and (ii) have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost. All other debt investments and equity investments are measured at fair value. The application of HKFRS 9 might affect the classification and measurement of the Group’s financial assets.

In addition, as part of Improvements to HKFRSs issued in 2009, HKAS 17 “Leases” has been amended in relation to the classification of leasehold land. The amendments will be effective from January 1, 2010, with earlier application permitted. Before the amendments to HKAS 17, leasees were required to classify leasehold land as operating leases and presented as prepaid lease payments in the consolidated statement of financial position. The amendments have removed such a requirement. Instead, the amendments require the classification of leasehold land to be based on the general principles set out in HKAS 17, that are based on the extent to which risks and rewards incidental to ownership of a leased asset lie with the lessor or the lessee. The application of the amendments to HKAS 17 might affect the classification and measurement of the Group’s leasehold land.

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

### 已頒佈但尚未生效之新訂及經修訂香港財務報告準則（續）

應用香港財務報告準則第3號（經修訂）可能對收購日期為於二零一零年四月一日或之後之集團業務合併會計處理方法造成影響。香港會計準則第27號（經修訂）將影響集團於附屬公司並不會導致失去控制權之權益變動之會計處理，該等變動將入賬列為股權交易。

香港財務報告準則第9號金融工具引入金融資產分類及計量之新規定，於二零一三年一月一日起生效，並准許提早採納。該準則規定，所有屬於香港會計準則第39號金融工具：確認及計量範圍內之已確認金融資產，須按攤銷成本或公平值計量。特別是：(i)於目的為收回已訂約現金流量之業務模式中持有；及(ii)具有純粹用以支付本金及未償還本金利息之已訂約現金流量之債務投資，一般按攤銷成本計量。所有其他債務投資及股本投資乃按公平值計量。應用香港財務報告準則第9號或會對本集團金融資產之分類及計量造成影響。

此外，作為二零零九年頒佈之香港財務報告準則改進的一部分，對香港會計準則第17號「租賃」有關租賃土地的分類作出了修訂。該修訂本將於二零一零年一月一日起生效，並可提前應用。香港會計準則第17號修訂本前，承租人須將租賃土地分類為經營租賃，並在綜合財務狀況表內列為預付租賃付款。修訂本已經刪除有關要求。修訂本後，租賃土地將按照香港會計準則第17號的一般原則分類，即根據與租賃資產所有權相關的風險和報酬屬於出租人或承租人的程度釐定。應用香港會計準則第17號之修訂本或會影響到本集團租賃土地之分類和計量。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

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

### New and revised HKFRSs in issue but not yet effective (continued)

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

## 3. SIGNIFICANT ACCOUNTING POLICIES

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

The consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments, which are measured at revalued amount or fair values, as appropriate and explained in the accounting policies set out below.

### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company ("its subsidiaries") made up to March 31 each year. Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

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

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

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

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

### 已頒佈但尚未生效之新訂及經修訂香港財務報告準則(續)

本公司董事預期，應用其他新訂及經修訂之準則、修訂本或詮釋對本集團的綜合財務報表並無重大影響。

## 3. 主要會計政策

綜合財務報表乃根據香港會計師公會頒佈之香港財務報告準則編製。此外，綜合財務報表包括根據聯交所證券上市規則及香港公司條例規定披露之適用資料。

綜合財務報表乃按歷史成本基準編製，惟若干物業及財務工具按重估金額或公平價值(如適用)衡量，詳見下文所載之會計政策。

### 綜合賬目基準

綜合財務報表包括本公司及其控制之實體(「其附屬公司」)截至每年三月三十一日止之財務報表。倘本公司有權監管實體之財務及營運政策，藉此從其業務中得益，則對其取得控制權。

年內所收購或出售附屬公司之業績，已在適當情況下分別自收購生效日期起或至出售生效日期止計入綜合全面收益表。

附屬公司之財務報表會於有需要情況下作出調整，致使其會計政策與本集團其他成員公司所採用者一致。

所有本集團內各公司相互間之重要交易、結餘、收入及開支均於綜合賬目時對銷。

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Basis of consolidation (continued)

A discount on acquisition arising on an acquisition of additional interest in a subsidiary represents the excess of the Group's interest in the net fair value of an acquiree's identifiable assets and liabilities over the cost of the acquisition after reassessment. Discount on acquisition is recognised immediately in profit or loss.

Minority interests in the net assets of consolidated subsidiaries are presented separately from the Group's equity therein. Minority interests in the net assets consist of the amount of those interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination. Losses applicable to the minority in excess of the minority's interest in the subsidiary's equity are allocated against the interests of the Group except to the extent that the minority has a binding obligation and is able to make an additional investment to cover the losses.

#### Business combinations

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

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

The interest of minority shareholders in the acquiree is initially measured at the minority's proportion of the net fair value of the assets, liabilities and contingent liabilities recognised.

### 3. 主要會計政策(續)

#### 綜合基準(續)

增持附屬公司股份之折扣，乃指本集團應佔有關附屬公司之重新估值後可識別資產及負債淨額超逾收購成本之差額。增持附屬公司股份之折扣直接於溢利或虧損反映。

少數股東權益於綜合賬中附屬公司所佔之資產淨值，與本集團於當中之權益分開呈列。少數股東權益所佔之資產淨值包括該等權益於原業務合併日期之金額，以及由合併日期起計，少數股東應佔之權益變動。少數股東權益之虧損超出少數股東權益於附屬公司權益之差額，與本集團權益抵銷，惟具有約束責任且能夠作出額外投資以彌補虧損之少數股東權益除外。

#### 業務合併

收購業務採用收購法入賬。收購成本按於交換日期本集團就換取被收購公司控制權所付出之資產、所產生或承擔之負債以及所發行之股本工具的公平價值總額，加上業務合併任何直接應佔成本計算。被收購公司之可識別資產、負債及或然負債若能符合香港財務報告準則第3號「業務合併」之入賬條件，則會於收購日期按公平價值確認。

因收購而產生的商譽，指業務合併成本超逾本集團已確認可識別資產、負債及或然負債公平價值淨額之差額，乃確認為資產並於首次按成本計量。倘經重新評估後，本集團應佔被收購者的可識別資產、負債及或然負債的公平價值淨額的權益超逾業務合併成本，則超逾差額即時列入溢利或虧損。

被收購者的少數股東權益於最初時會按少數股東所佔的已確認資產、負債及或然負債的公平價值淨額比例計量。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Goodwill

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

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

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

#### Revenue recognition

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

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

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

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

### 3. 主要會計政策 (續)

#### 商譽

因收購業務產生之商譽按成本減除任何累積減值虧損，並於綜合財務狀況表中另行列賬。

就減值測試而言，收購所產生之商譽乃被分配到預期可受惠於收購協同效應之各有關創現單位或創現單位之組別。已獲配商譽之創現單位會每年及凡有跡象顯示單位可能出現減值時進行減值測試。就於某個財政年度之收購所產生的商譽而言，已獲配商譽之創現單位於該財政年度完結前進行減值測試。當創現單位之可收回金額少於該單位之賬面值，減值虧損會首先分配去削減該單位已被分配之任何商譽的賬面值，然後按該單位內其他資產賬面值比例削減其他資產的賬面值。商譽之任何減值虧損乃直接於溢利或虧損中確認。商譽之減值虧損於其後期間不予撥回。

其後出售相關創現單位時，則被資本化之商譽的應佔金額計入出售之溢利或虧損。

#### 收入確認

收入以日常業務過程中銷售貨品及提供服務之已收或應收代價之公平價值，並扣除折扣及銷售有關稅項計算。

銷售貨品之收入在貨品送達目的地及擁有權移交後確認入賬。

銷售模具之收入在模具送達目的地及擁有權移交後確認入賬。

財務資產之利息收入乃按時間基準，並參照未償還本金額及按所適用之實際利率孳生，而實際利率是指將財務資產於預期可用年期內可取得之估計日後現金收益，準確貼現至該資產賬面淨值之利率。

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Property, plant and equipment

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

Advantage has been taken of the transitional relief provided by paragraph 80A of HKAS 16 "Property, plant and equipment" from the requirement to make regular revaluations of the Group's land and buildings which had been carried at revalued amounts prior to September 30, 1995, and accordingly no further revaluation of land and buildings is carried out. Prior to September 30, 1995, the revaluation increase arising on the revaluation of these assets was credited to the properties revaluation reserve. Any future decreases in value of these assets will be dealt with as an expense to the extent that they exceed the balance, if any, on the properties revaluation reserve relating to a previous revaluation of the same asset. On the subsequent sale or retirement of a revalued asset, the corresponding revaluation surplus is transferred to revenue reserve.

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

Construction in progress is stated at cost less accumulated impairment losses which includes all development expenditure and other direct costs attributable to such projects. It is not depreciated until completion of construction and the asset is in the manner of intended use. Costs of completed construction works are transferred to the appropriate categories of property, plant and equipment. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, the term of the relevant lease.

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

### 3. 主要會計政策(續)

#### 物業、機器及設備

除在建工程外，物業、機器及設備乃按成本值或公平價值減除其後累積折舊以及累積減值虧損列賬。

根據香港會計準則第16號「物業、機器及設備」內第80A段所提供之過渡期安排，本集團之土地及樓宇可免除須進行定期重估之規定，故此本集團並無對土地及樓宇作進一步重估。有關土地及樓宇乃按於一九九五年九月三十日前重估數額列賬。在一九九五年九月三十日前，因重估該等資產而產生之重估盈餘均撥入物業重估儲備。此等資產於日後之價值如有減少，而減幅超出該項資產以往重估時撥入物業重估儲備之結餘(如有)，則列作支出處理。在其後出售或棄用重估資產時，應佔重估盈餘將會撥入利潤儲備。

除在建工程外，物業、機器及設備均以直線法，按估計可用年期及估計剩餘值計提折舊撥備，以攤銷成本。

在建工程以成本值減累計減值虧損列賬，包括所有開發費用及該項目相關之其他直接成本。在建工程於建築竣工及資產可作擬定用途前不予折舊。建築竣工後之工程成本將轉撥至適當之物業、機器及設備分類。如同其他物業資產，在建工程之折舊將於該資產準備使用時開始。

根據財務租約所持資產於預計可用年期內按自置資產相同基準或租約年期(如屬較短)折舊。

物業、機器及設備之項目於出售時或當預期持續使用該資產不再帶來未來經濟利益時取消確認。因資產取消確認產生之任何收益或虧損(按出售所得款項淨額與項目賬面值之差額計算)乃於項目取消確認之年度內列入溢利或虧損。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Borrowing costs

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

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### Product development costs

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

### 3. 主要會計政策(續)

#### 借貸成本

直接用作收購、建造或生產合資格資產(指需要一段長時間才可達致擬訂用途或出售的資產)的借貸成本,會增加到該資產的成本中,直至當資產大致達致擬訂用途或可出售時止。於特定借貸未撥作合資格資產的開支前進行暫時投資所賺取的投資收入,會從符合資格撥充資本的借貸成本中扣除。

所有其他借貸成本於產生期間確認在溢利或虧損中。

#### 產品開發成本

研究活動費用乃於產生期間確認為開支。

當(且僅當)所有下列事項已獲證實,則由開發(或由內部項目之開發階段)產生之內部產生無形資產予以確認:

- 該無形資產在技術可行性上能完成,並可供使用或出售;
- 有意去完成無形資產及去使用或出售該無形資產;
- 使用或出售無形資產的能力;
- 無形資產日後產生經濟利益的方式;
- 有足夠可動用的適當技術、財務及其他資源完成開發及使用或出售無形資產;及
- 在開發期間能可靠計算無形資產應佔開支的能力。

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Product development costs (continued)

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, product development cost is charged to profit or loss in the period in which it is incurred.

Subsequent to initial recognition, internally-generated intangible asset is measured at cost less accumulated amortisation and accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives.

#### Patents and trademarks

Patents and trademarks are stated at cost less subsequent accumulated amortisation and any accumulated impairment loss. Amortisation is calculated on a straight line basis over its estimated useful economic life.

#### Impairment (other than goodwill)

At the end of the reporting period, the Group reviews the carrying amounts of its assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. In addition, intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, and whenever there is an indication that they may be impaired. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another standard, in which case the impairment loss is treated as a revaluation decrease under that standard.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another standard, in which case the reversal of the impairment loss is treated as a revaluation increase under that other standard.

### 3. 主要會計政策(續)

#### 產品開發成本(續)

內部產生之無形資產初步確認之金額為自該無形資產首次達到上列確認標準當日起產生之支出金額總和。如並無可予確認的內部產生無形資產，產品開發成本於產生當期記入溢利或虧損。

於初次確認後，內部產生的無形資產按成本減累計攤銷及累計減值虧損列賬。有限使用年期之無形資產以直線法，按估計可用年期攤銷。

#### 專利及商標

專利及商標乃按成本值減其後累積攤銷及任何累積減值虧損列值。攤銷乃按估計可使用經濟年期以直線法計算。

#### 減值(不包括商譽)

於報告期間結算日，本集團審閱其資產之賬面值，以便確定是否有任何跡象顯示該等資產蒙受減值虧損。如出現任何有關跡象，則會估計資產之可收回金額，以決定減值虧損(如有)之程度。此外，無限定使用年期之無形資產及尚未可供使用之無形資產會每年以及每當有跡象顯示資產可能減值時進行減值檢測。倘一項資產之可收回款額估計少於其賬面值，則該項資產之賬面值將撇減至其可收回款額。減值虧損即時確認為開支，除非相關資產按另一準則之重估金額列賬，在這種情況下，減值虧損作為重估減值處理。

倘某項減值虧損其後撥回，則該項資產之賬面值須增至其可回收金額之經修訂估計數額，惟增加後之賬面值不得超過以往年度資產若無減值虧損確認而原應釐定之賬面值。減值虧損撥回即時確認為收入，惟若有關資產乃根據另一項準則按重估數額入賬，則有關減值虧損撥回將根據該項準則以重估增值處理。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method.

#### Retirement benefit costs

Payments to defined contribution retirement benefit plans are charged as expenses when employees have rendered service entitling them to the contributions.

#### Taxation

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

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

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

Deferred tax liabilities are recognised for taxable temporary difference associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

### 3. 主要會計政策(續) 存貨

存貨乃根據成本值或可變現淨值兩者之較低者入賬。成本值採用加權平均法計算。

#### 退休保障費用

向界定供款退休金計劃之供款乃當僱員提供相關可獲得該供款之服務時確認為支出。

#### 稅項

入息稅開支指現行應繳稅項及遞延稅項之總和。

現行應繳稅項乃按本年度應課稅溢利計算。應課稅溢利與綜合全面收益表中所報溢利不同，乃由於前者不包括其他年度之應課稅或可扣稅的收入或開支，並且不包括毋須課稅或不能扣稅之全面收益表項目。本集團之即期稅項負債乃採用於報告期間結算日已實施或實際上已實施之稅率計算。

遞延稅項乃按綜合財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基之差額而確認。遞延稅項負債一般會就所有應課稅暫時差額確認，而遞延稅項資產一般會就所有可扣稅暫時差額在可能出現應課稅溢利而可用以抵銷可扣減暫時差額時確認。倘暫時差額因商譽，或自不影響應課稅溢利或會計溢利之交易的其他資產及負債之初步確認(業務合併除外)而產生，則不會確認該等資產及負債。

遞延稅項負債就附屬公司之權益投資所產生之應課稅暫時差額確認入賬，惟本集團可控制暫時差額之撥回而暫時差額不大可能於可預見將來撥回則除外。與該等投資及權益相關之可扣稅暫時差額所產生之遞延稅項資產僅於可能有足夠應課稅溢利可以使用暫時差額之利益且預計於可見將來可予撥回時確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Taxation (continued)

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

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

#### Leases

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

##### *The Group as lessee*

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to profit or loss.

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

Contingent rents are recognised and charged as expense in the period in which they are incurred.

### 3. 主要會計政策(續)

#### 稅項(續)

遞延稅項資產之賬面值於各個結算日檢討，並於可能不再有足夠應課稅溢利去扣減該項資產之全部或部分之情況作出調減。

遞延稅項指就綜合財務報表資產及負債賬面值與計算應課稅溢利所用相應稅基間之差額而確認。遞延稅項負債通常會就所有應課稅臨時差額確認，而遞延稅項資產則於可能出現應課稅溢利以抵銷可扣稅之臨時差額時提撥。若於一項交易中，因商譽或因業務合併以外原因開始確認其他資產及負債而引致既不影響應課稅溢利亦不影響會計溢利之臨時差額，則不會確認該等資產及負債。

#### 租約

凡租約條款規定將資產擁有權之絕大部份風險及利益轉移至承租人之租約，均列為財務租約。所有其他租約均列為經營租約。

##### *本集團作為承租人*

按財務租約持有之資產按租約開始時之公平價值或(倘為較低者)按最低租約付款之現值確認為本集團資產。對出租人之相應負債於綜合財務狀況表列作財務租約債務。租約付款按比例分攤為融資費用及租約債務減少，從而得出負債應付餘額之固定息率。融資費用直接於溢利或虧損扣除。

經營租約之應付租金乃按相關租約年期以直線法確認為開支。作為訂立經營租約之優惠的已收及應收收益乃以直線法按租約年期確認作租金支出減少。

或然租金於產生期間確認及支銷。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued) Leases (continued)

#### *Leasehold land and building*

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

#### Financial instruments

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

#### Financial assets

The Group's financial assets comprise of financial assets at fair value through profit or loss ("FVTPL") and loans and receivables. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

### 3. 主要會計政策(續) 租約(續)

#### *租約土地及樓宇*

租約土地及樓宇之土地及樓宇部份於租約分類分開處理，除非租賃付款不能可靠地分開兩部份。在這情況下，整個租賃會當作財務租約並以物業、機器及設備處理。如租賃付款可以可靠地分開，則土地租賃利益部份則以經營租約處理並按租期直線攤銷。

#### 財務工具

財務資產及財務負債乃當某集團實體成為工具合同條文的訂約方時，在綜合財務狀況表上確認。財務資產及財務負債按公平價值初步衡量。收購或發行財務資產及財務負債(透過損益按公平價值計值之財務資產及財務負債除外)直接應佔之交易成本乃於初步確認時加入財務資產或財務負債之公平價值或自其中扣除(如適用)。收購透過損益按公平價值計值之財務資產或財務負債時，其直接應佔交易成本即時於收益或虧損確認。

#### 財務資產

本集團之財務資產包括按公平價值計值計入損益(按公平價值入損益)以及貸款及應收款項。所有日常購買或銷售之金融資產，按交易日之基準確認及不予確認。日常購買或銷售是指按照市場規定或慣例須在一段期限內進行資產交付之財務資產交易。

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Financial assets (continued)

##### *Effective interest method*

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

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at fair value through profit or loss, of which interest income is excluded from net gains or losses.

A financial asset is classified as held for trading if:

- It has been acquired principally for the purpose of selling in the near future; or
- it is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial asset other than a financial asset held for trading may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial asset forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKAS 39 permits the entire combined contract (asset or liability) to be designated as at FVTPL.

### 3. 主要會計政策 (續)

#### 財務工具 (續)

##### 財務資產 (續)

##### *實際利率法*

實際利率法乃計算財務資產之攤銷成本及按有關期間攤分利息收入之方法。實際利率乃將估計日後現金收入(包括所有支付或收取構成整體實際利率之費用、交易成本及其他溢價或折價)按財務資產之預期使用年期,或較短期間(倘適用)實際折現之利率。

債務工具之收入乃按實際利率基準確認,惟分類為按公平值計入損益之金融資產除外,其利息收入不會計入淨損益內。

下列情況下財務資產乃歸類為持作買賣:

- 所收購之財務資產主要用於在不久的將來銷售;或
- 屬於本集團整體管理之可識別財務工具組合之一部份,且近期事實上有出售以賺取短期溢利之模式;或
- 屬於衍生工具(除指定及具有有效對沖作用之工具之外)。

於以下情況下,除持作買賣投資之財務資產外之財務資產可於初步確認時指定為按公平值計入損益:

- 有關指定撇除或大幅減低計量或確認時出現不一致之情況;或
- 該財務資產組成財務資產或負債之部分或兩者,並根據集團既定風險管理或投資策略及分類,按公平值基準管理及評估其表現;或
- 該財務資產為嵌入式衍生工具之合約其中部分,並按香港會計準則第39號允許整份合併合約(資產或負債)指定按公平值計入損益。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

#### Financial assets (continued)

#### Effective interest method (continued)

At the end of the reporting period, financial assets at FVTPL are measured at fair value, with changes in fair value arising from remeasurement recognised directly in profit or loss in the period in which they arise. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial assets.

#### Loans and receivables

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

#### Impairment of financial assets

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

Objective evidence of impairment could include:

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

For trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of 90 days, observable changes in national or local economic conditions that correlate with default on receivables.

### 3. 主要會計政策 (續)

#### 財務工具 (續)

#### 金融資產 (續)

#### 實際利率法 (續)

於結算日，按公平值計入損益之金融資產乃按公平值計量，而重新計量時所產生之公平值變動於產生期間直接於損益中確認。於損益中確認之溢利或虧損淨額不包括財務資產產生之任何股息或利息。

#### 貸款及應收款項

貸款及應收款項乃具備固定或可釐定款項，並無活躍市場報價之非衍生財務資產。於初步確認後，貸款及應收款項（包括長期銀行存款、銀行結餘及現金以及應收賬款及其他應收款項）均按採用實際利率法計算其已攤銷之成本及扣除任何已識別減值虧損列賬。

#### 財務資產之減值

除按公平值計入損益之財務資產外，其他財務資產會於每個結算日評定是否有減值跡象。初步確認後當有客觀證據顯示貸款及應收款項之預期未來現金流量將受一項或多項事件影響時，即被立即確認。

減值之客觀證據包括：

- 發行人或對手出現重大財政困難；或
- 未能繳付或延遲償還利息或本金；或
- 借款人有可能面臨破產或財務重組。

就應收款而言，不會單獨作出減值之資產會於其後滙集資評估減值。應收賬款組合之客觀減值證據可包括本集團之過往收款經驗、組合內延遲還款至超逾平均信貸期（90天）之次數增加，以及與應收賬款逾期有關之全國或地方經濟狀況明顯改變。

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### Impairment of financial assets (continued)

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

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

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

##### Financial liabilities and equity

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

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The Group's financial liabilities are generally classified into other financial liabilities.

##### Effective interest method

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

Interest expense is recognised on an effective interest basis.

### 3. 主要會計政策(續)

#### 財務工具(續)

##### 貸款及應收款項之減值(續)

倘有客觀證據證明資產減值，則於損益確認減值虧損，並按資產之賬面值及估計未來現金流量按初始實際利率折讓之現值之差額計量。

所有財務資產之減值虧損會直接於貸款及應收款項之賬面值中作出扣減除應收賬款外，應收賬之賬面值會透過撥備賬作出扣減。撥備賬之賬面值變動會於損益中確認。當應收賬款被視為不可收回時，其將於撥備賬內撇銷。之前已撇銷之款項如其後收回，將撥回損益內。

倘減值虧損額於後續期間有所減少，而有關減少在客觀上與確認減值虧損後發生之事件有關，則先前已確認之減值虧損將透過損益予以撥回，惟該資產於減值被撥回當日之賬面值不得超過未確認減值時之已攤銷成本。

##### 財務負債及權益

集團實體發行之財務負債及股本工具乃根據所訂立之合同安排的內容，以及財務負債及股本工具之定義分類。

股本工具乃證明本集團於扣減所有負債後之資產中擁有剩餘權益的任何合同。本集團之財務負債一般分類為其他財務負債。

##### 實際利率法

實際利率法乃計算財務負債之攤銷成本及按有關期間攤分利息支出之方法。實際利率乃將估計日後現金付款按財務負債之預期年限，或較短期間(倘合適)實際折現之利率。

利息支出按實際利率基準確認。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

#### Financial liabilities and equity (continued)

#### Effective interest method (continued)

##### Financial liabilities

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

Derivatives that do not qualify for hedge accounting are deemed as financial liabilities held for trading. Changes in fair values of such derivatives are recognised directly in profit or loss.

##### Equity instruments

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

#### Derecognition

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

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid or payable is recognised in profit or loss.

### 3. 主要會計政策 (續)

#### 財務工具 (續)

#### 財務負債及權益 (續)

#### 實際利率法 (續)

##### 財務負債

財務負債(包括銀行貸款、應付賬款及其他應付款項、應付票據及銀行透支)乃隨後採用實際利率法按已攤銷成本衡量。

不符合進行對沖會計資格之衍生工具乃視為持作買賣之財務負債。有關衍生工具之公平價值變動直接於損益確認。

##### 股本工具

本公司發行之股本工具乃按已收所得款項扣除直接發行成本記賬。

#### 取消確認

當從資產收取現金流量之權利屆滿，或財務資產被轉讓而本集團已轉讓該項財務資產擁有權之絕大部分風險及回報時，有關財務資產會取消確認。於取消確認財務資產時，該項資產賬面值，與已收及應收代價及於權益直接確認之累積盈虧之總數間的差額會直接於損益確認。

當有關合約所訂明責任獲解除、註銷或屆滿時，財務負債會取消確認。取消確認之財務負債的賬面值與已付或應付代價之間的差額於損益確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued)

#### Foreign currencies

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

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period.

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

Goodwill and fair value adjustments on identifiable assets and liabilities acquired arising on an acquisition of a foreign operation on or after April 1, 2005 are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of the reporting period. Exchange differences arising are recognised in the translation reserve.

### 3. 主要會計政策(續)

#### 外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行的交易均按交易日期所適用匯率換算為功能貨幣(即該實體經營所在主要經濟地區的貨幣)記賬。於各結算日，以外幣定值之貨幣項目均按結算日所適用匯率重新換算。按公平價值及以外幣定值之非貨幣項目乃按於公平價值釐定當日所適用匯率重新換算。按外幣過往成本衡量之非貨幣項目毋須重新換算。

於結算及換算貨幣項目時產生之匯兌差額均於產生期間在損益確認。以公平價值列值之非貨幣項目經重新換算後產生之匯兌差額於該期間列作損益。

就呈列綜合財務報表而言，本集團海外經營業務之資產及負債乃按於結算日所適用匯率換算為本公司之列賬貨幣(即港幣)，其收支項目乃按該年度之平均匯率換算，除非匯率於該期間內出現大幅波動則作別論；在此情況下，則採用於交易當日所適用匯率。所產生之匯兌差額(如有)乃確認作權益之獨立部分(貨幣換算儲備)。該等匯兌差額乃於海外業務被出售期間於損益確認。

因二零零五年四月一日或之後收購海外業務產生的所收購可識別資產及負債之商譽及公平價值調整，乃視作該海外業務之資產及負債，並按結算日之通行匯率換算。該等匯兌差額乃於貨幣換算儲備確認。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

### 3. SIGNIFICANT ACCOUNTING POLICIES (continued) Share-based payments

#### Share options granted to employees of the Group

*Share options granted before November 7, 2002 or granted after November 7, 2002 and vested before April 1, 2005*

The financial impact of share options granted is not recorded in the consolidated financial statements until such time as the options are exercised, and no charge is recognised in the consolidated statement of comprehensive income in respect of the value of options granted. Upon the exercise of the share options, the resulting shares issued are recorded as additional share capital at the nominal value of the shares, and the excess of the exercise price per share over the nominal value of the shares is recorded as share premium. Option which lapse or are cancelled prior to their exercise date are deleted from the register of outstanding options.

*Share options granted after November 7, 2002 and vested after April 1, 2005*

The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight line basis over the vesting period, with a corresponding increase in equity (share options reserve).

At the end of the reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the estimates during the vesting period, if any, is recognised in profit or loss with corresponding adjustment to share options reserve.

At the time when the share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to revenue reserve.

### 3. 主要會計政策(續) 以股份為基準之付款

#### 授予本集團僱員之購股權

*購股權於二零零二年十一月七日前授出或於二零零二年十一月七日後授出及於二零零五年四月一日前歸屬*

授出購股權之財務影響不會記錄入綜合財務狀況表內，直至該等購股權獲行使時方才作出記錄。年內授出購股權價值未有於綜合全面收益表內扣除。按股份面值將因購股權獲行使而導致須發行之股份記錄為額外股本，並於股份溢價賬記錄每股行使價超出股份面值之數額。於行使日期前已失效或註銷之購股權將自未行使購股權之登記冊內刪除。

*購股權於二零零二年十一月七日後授出及於二零零五年四月一日後歸屬*

已接獲服務之公平價值乃參考所授出購股權於授出日期之公平價值而釐定，以直線法於歸屬期間內支銷，於權益(購股權儲備)內將會錄得相應增加。

於每個結算日，本集團為預期最終可歸屬之購股權數目之估算作出修訂。歸屬期內該估算之修訂影響(如有)，乃於損益確認，並會在購股權儲備中作出相應調整。

於行使購股權時，以往於購股權儲備確認之款項將撥入股份溢價。當購股權儲備於歸屬日期後失效或於屆滿時仍未行使，則先前於購股權儲備確認之金額將轉入利潤儲備。

#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

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

##### Useful lives of property, plant and equipment

The management determines the estimated useful lives and related depreciation charges for its property, plant and equipment. At March 31, 2010, the carrying amount of property, plant and equipment was HK\$171.1 million (2009: HK\$219.7 million).

This estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions. It may also change significantly as a result of technical innovations and competitor actions in response to industry cycles. Management will increase the depreciation charges where useful lives are less than previously estimated lives, or it will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold.

##### Recoverability of intangible asset

During the year, management reconsidered the recoverability of its intangible asset arising from the Group's product development, which is included in its consolidated statement of financial position at March 31, 2010 at HK\$60.0 million (2009: HK\$78.8 million). The project continues to progress in a satisfactory manner, and customer reaction has reconfirmed management's previous estimates of anticipated revenues from the project. However, increased competitor activity has caused management to reconsider its assumptions regarding future market share and anticipated margins on these products. Detailed sensitivity analysis has been carried out and management is confident that the carrying amount of the asset will be recovered in full, even if returns are reduced. This situation will be closely monitored, and adjustments made in future periods, if future market activity indicates that such adjustments are appropriate.

#### 4. 估計涉及不確定性的主要來源

有關將來的主要假設與及其他於結算日不確定性的估計的主要來源，可能導致下一個財政年度有重大風險，造成資產及負債賬面值需作出重大調整的估計及假設闡述如下：

##### 物業、機器及設備之可用年期

管理層釐定本集團之物業、機器及設備的估計可用年期及相關折舊開支。於二零一零年三月三十一日，物業、機器及設備之帳面金額為港幣171.1百萬元（二零零九年：港幣219.7百萬元）。

是項估算乃根據類似性質及功能的物業、機器及設備的實際可用年期的過往經驗作出。有關估算亦可能會因創新技術及競爭者因應行業週期之行動而變更。當可用年期少於先前估算的年期時，管理層將調升折舊開支或將已棄用或出售在技術上過時或屬非戰略性的資產作註銷或撇減。

##### 收回無形資產之成數

年內，管理層重新考慮能夠收回本集團產品開發之無形資產的成數。有關無形資產於二零一零年三月三十一日在綜合財務狀況表之金額為港幣60.0百萬元（二零零九年：港幣78.8百萬元）。該項目之進展依然非常理想，客戶反應再一次肯定了管理層先前對該項目預期收益之估計。然而，競爭對手之活動加劇致使管理層對有關產品之未來市場佔有率及預期利潤再作評估。本公司已進行詳細之敏銳度分析，管理層亦相信縱使回報可能減少，但資產之賬面值仍可全數收回。本公司將密切注視形勢，當未來市場活動顯示需要作出適當調整時，本公司將於往後期間作出調整。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

##### 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 units and a suitable discount rate in order to calculate the present value. At March 31, 2010, the carrying amount of goodwill was HK\$33.9 million (2009: HK\$34.0 million). Details of the recoverable amount calculated are disclosed in note 13. Changes in estimation of the value in use would materially affect the carrying amounts of goodwill in the consolidated statement of financial position and might give rise to impairment loss recognised in respect of goodwill in the consolidated statement of comprehensive income.

##### Income taxes

At March 31, 2010, deferred tax assets of HK\$38.1 million (2009: HK\$45.8 million) in relation to unutilised tax losses and unrealised profits on inventories has been recognised in the Group's statement of financial position. In addition, no deferred tax asset is recognised in the Group's consolidated statement of financial position in relation to the estimated unused tax losses of approximately HK\$654.1 million (2009: HK\$599.4 million) due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less or more than expected, a reversal or further recognition of deferred tax assets may arise, which would be recognised in profit and loss for the period in which such a reversal or recognition takes place.

#### 4. 估計涉及不確定性的主要來源 (續)

##### 商譽減值

釐定商譽是否減值須估計獲分配商譽之創現單位的使用價值。使用價值計算要求本集團估計預期創現單位可產生之未來現金流量及合適之貼現率以計算現值。於二零一零年三月三十一日，商譽之賬面值為港幣33.9百萬元(二零零九年：港幣34.0百萬元)。可收回金額計算方法之詳情於附註13披露。使用價值之估計若有變動，可對商譽於綜合財務狀況表之賬面值構成重大影響，並可能需要於綜合全面收益表內確認商譽之減值虧損。

##### 入息稅

於二零一零年三月三十一日，有關未動用稅項虧損及存貨之未變現溢利的遞延稅項資產為港幣38.1百萬元(二零零九年：港幣45.8百萬元)，已於本集團之綜合財務狀況表確認。此外，由於未能預期未來溢利流入情況，因此並無就估計未動用虧損約港幣654.1百萬元(二零零九年：599.4百萬元)於本集團之綜合財狀況表確認遞延稅項資產。變現遞延稅項資產主要視乎未來溢利充足與否或將來有否可供利用之應課稅暫時差額而定。倘未來產生之實際溢利乃遜於或多於預期，遞延稅項資產則會分別予以撥回或進一步確認，並於有關撥回或確認發生期間之損益確認。

## 5. SEGMENT INFORMATION

Turnover represents the net amounts received and receivable for goods sold by the Group to outside customers, net of discounts and sales related taxes.

### Application of HKFRS 8 “Operating segments”

The Group has adopted HKFRS 8 “Operating segments” with effect from April 1, 2009. HKFRS 8 is a disclosure standard that requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief executive officer, the Group’s chief operating decision maker, for the purpose of allocating resources to segments and assessing their performance. In contrast, the predecessor standard (HKAS 14 “Segment reporting”) required an entity to identify two sets of segments (business and geographical) using a risks and returns approach. In the past, the Group’s primary reporting format was business segments. The application of HKFRS 8 has not resulted in a redesignation of the Group’s reportable segments as compared with the primary reportable segments determined in accordance with HKAS 14. Nor has the adoption of HKFRS 8 changed the basis of measurement of segment profit or loss.

For management purposes, the business of the Group is currently organised under the following operating divisions which represent the major types of products manufactured by the Group.

LCD consumer electronic products	–	design, development, manufacture, and sales and marketing of LCD consumer electronic products
Electronic learning products	–	design, development, manufacture, and sales and marketing of electronic learning products
Telecommunication, digital media and other customer electronic products	–	design, development, manufacture, and sales and marketing of telecommunication, digital media and other consumer electronic products

## 5. 分部資料

營業額代表本集團向外界客戶出售產品而已收及應收之款項淨額，乃扣除折扣及相關銷售稅。

### 應用香港財務報告準則第8號：營運分部

本集團自二零零九年四月一日起採納香港財務報告準則第8號「營運分部」。香港財務報告準則第8號為一披露準則，規定按首席執行官（「集團主要營運決策人」）就分部資源分配及表現評估，定期審閱有關本集團組成部分之內部報告，確定營運分部。相反，以往之準則，香港會計準則第14號「分部報告」規定實體以風險及回報方針確定業務及地域兩組分部。過往，本集團按業務分部作出主要報告，相對根據香港會計準則第14號確定之主要可報告分部，應用香港財務報告準則第8號並無導致重新劃分本集團可報告分部。採納香港財務報告準則第8號亦未導致分部溢利或虧損之計量基準有變。

就管理而言，本集團業務現根據以下主要產品類別劃分營運：

液晶體顯示電子消費產品	–	設計、開發、製造，以及銷售及推廣液晶體顯示電子消費產品
電子教學產品	–	設計、開發、製造，以及銷售及推廣電子教學產品
電訊、數碼媒體及其他電子消費產品	–	設計、開發、製造，以及銷售及推廣電訊、數碼媒體及其他電子消費產品

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 5. SEGMENT INFORMATION (continued)

### Segment revenue and results

The following is an analysis of the Group's revenue and results by operating segments:

## 5. 分部資料(續)

### 分部收入及業績

本集團按營運分部之收入及業績分析如下：

		LCD consumer electronic products	Electronic learning products	Tele- communication, digital media and other consumer electronic products	Total
		液晶體顯示 電子消費產品 HK\$'M 港幣百萬元	電子 教學產品 HK\$'M 港幣百萬元	電訊、數碼 媒體及其他 電子消費產品 HK\$'M 港幣百萬元	總額 HK\$'M 港幣百萬元
<b>Year ended March 31, 2010</b>	<b>截至二零一零年 三月三十一日止年度</b>				
<b>Segment revenue</b>	<b>分部收入</b>				
Branded sales	品牌銷售	344.4	302.0	121.9	768.3
OEM/ODM sales	原設備製造／原設計製造銷售	368.1	99.4	159.1	626.6
<b>Total segment revenue</b>	<b>分部收入總額</b>	<b>712.5</b>	<b>401.4</b>	<b>281.0</b>	<b>1,394.9</b>
<b>Segment profit (loss)</b>	<b>分部溢利(虧損)</b>	<b>8.0</b>	<b>(50.6)</b>	<b>(35.8)</b>	<b>(78.4)</b>
Unallocated income	未經分配之收入				17.4
Unallocated expense	未經分配之支出				(21.4)
Finance costs	融資成本				(9.3)
<b>Loss before taxation</b>	<b>除稅前虧損</b>				<b>(91.7)</b>

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in the year (2009: nil).

上文所報告之分部收入代表向外部客戶銷售的收入。年內，分部間沒有內部往來銷售(二零零九年：沒有)。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

5. SEGMENT INFORMATION (continued)  
Segment revenue and results (continued)

5. 分部資料(續)  
分部收入及業績(續)

		LCD consumer electronic products 液晶體顯示 電子消費產品 HK\$'M 港幣百萬元	Electronic learning products 電子 教學產品 HK\$'M 港幣百萬元	Tele- communication, digital media and other consumer electronic products 電訊、數碼 媒體及其他 電子消費產品 HK\$'M 港幣百萬元	Total 總額 HK\$'M 港幣百萬元
<b>Year ended March 31, 2009</b>	<b>截至二零零九年 三月三十一日止年度</b>				
<b>Segment revenue</b>	<b>分部收入</b>				
Branded sales	品牌銷售	474.3	462.0	97.1	1,033.4
OEM/ODM sales	原設備製造／原設計製造銷售	369.3	113.8	204.2	687.3
<b>Total segment revenue</b>	<b>分部收入總額</b>	<b>843.6</b>	<b>575.8</b>	<b>301.3</b>	<b>1,720.7</b>
<b>Segment profit (loss)</b>	<b>分部溢利(虧損)</b>	<b>32.0</b>	<b>57.0</b>	<b>(45.0)</b>	<b>44.0</b>
Unallocated income	未經分配之收入				18.2
Unallocated expense	未經分配之支出				(7.9)
Finance costs	融資成本				(15.8)
<b>Profit before taxation</b>	<b>除稅前溢利</b>				<b>38.5</b>

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment profit (loss) represents the profit (loss) earned by each segment without allocation of discount on acquisition of additional interest in a subsidiary, interest income, unallocated expense such as central administrative cost and finance costs. This is the measure reported to the Group's chief operating decision maker, for the purposes of resource allocation and performance assessment.

No segment assets and segment liabilities and other segment information are presented as such amounts are not reviewed by the Group's chief operating decision maker for the purpose of resource allocation and performance assessment or otherwise regularly provided to the Group's chief operating decision maker.

經營分部之會計政策與附註3所載本集團之會計政策相同。分部溢利(虧損)即各分部所賺取之溢利(虧損)，但並無就增持附屬公司股份之折扣、利息收入、未經分配之開支如總部行政成本及融資成本作出分配。此為向集團主要營運決策人就資源分配及表現評估作報告之計量方式。

由於本集團之分部資產及負債以及其他分部資料並未由本集團之主要營運決策人審閱以分配資源及評估表現或以其他方式定期呈交本集團之主要營運決策人，故並無呈列分部資產及分部負債以及其他分部資料之分析。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 5. SEGMENT INFORMATION (continued)

## Other segment information

## 5. 分部資料(續)

## 其他分部資料

		LCD consumer electronic products 液晶體顯示 電子消費產品 HK\$'M 港幣百萬元	Electronic learning products 電子 教學產品 HK\$'M 港幣百萬元	Tele- communication, digital media and other consumer electronic products 電訊、數碼 媒體及其他 電子消費產品 HK\$'M 港幣百萬元	Segment total 分部總額 HK\$'M 港幣百萬元	Unallocated items 未經 分配之項目 HK\$'M 港幣百萬元	Total 總額 HK\$'M 港幣百萬元
<b>Year ended March 31, 2010</b>	<b>截至二零一零年 三月三十一日止年度</b>						
Amounts included in the measure of segment profit or loss:	分部溢利或虧損計入 下列款額：						
Depreciation and amortisation	折舊及攤銷						
– property, plant and equipment	– 物業、機器及設備	30.5	14.3	13.4	58.2	3.8	62.0
– intangible assets	– 無形資產	9.2	13.4	17.3	39.9	–	39.9
Impairment losses on trade receivables	應收賬款之減值虧損	1.1	15.0	3.0	19.1	–	19.1
Loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損	0.9	0.5	1.5	2.9	–	2.9
Write down of inventories	撇減存貨	11.3	10.0	4.0	25.3	–	25.3
<b>Year ended March 31, 2009</b>	<b>截至二零零九年 三月三十一日止年度</b>						
Amounts included in the measure of segment profit or loss:	分部溢利或虧損計入 下列款額：						
Depreciation and amortisation	折舊及攤銷						
– property, plant and equipment	– 物業、機器及設備	26.7	13.0	11.5	51.2	3.9	55.1
– intangible assets	– 無形資產	7.1	13.7	12.6	33.4	–	33.4
Impairment losses on trade receivables	應收賬款之減值虧損	–	1.0	–	1.0	–	1.0
Loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損	1.1	1.0	3.3	5.4	0.3	5.7
Write down of inventories	撇減存貨	2.7	2.6	0.6	5.9	–	5.9

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

**5. SEGMENT INFORMATION (continued)****Geographical information**

The Group's operations are located in Asia Pacific, Europe and Americas (representing the United States of America and Latin America). The Group carries out its manufacturing and trading operations in Hong Kong and other parts of the PRC. The Group also operates marketing offices in Europe, the United States of America, Latin America and other Asia Pacific countries.

The Group's revenue from external customers based on the location of customers are detailed below:

		<b>Revenue from external customers</b>	
		來自對外客戶之收益	
		<b>2010</b>	2009
		<b>HK\$'M</b>	HK\$'M
		港幣百萬元	港幣百萬元
Americas	美洲	<b>434.7</b>	621.0
Europe	歐洲	<b>638.8</b>	732.1
Asia Pacific	亞太區	<b>321.4</b>	367.6
		<b>1,394.9</b>	1,720.7

Non-current assets of the Group excluding deferred tax assets are substantially located in the PRC including Hong Kong.

**5. 分部資料(續)****地區分部**

本集團之業務位於亞太區、歐洲及美洲(指美國及拉丁美洲)。在香港及中國其他地區,本集團經營製造及進行貿易業務。本集團在歐洲、美國、拉丁美洲及其他亞太區國家亦設有市場推廣辦事處。

本集團來自外界客戶之收益乃根據客戶所在地劃分,詳情如下:

本集團之不包括遞延稅項資產之非流動資產絕大部份位於中國(包括香港)。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 5. SEGMENT INFORMATION (continued)

### Information about major customers

The Group has a very wide customer base, no single customer contributed over 10% of the total revenue of the Group for both years.

## 5. 分部資料(續)

### 主要客戶資料

本集團之客戶基礎廣闊，並無單一客戶在兩個年度佔本集團收入超過10%。

## 6. (LOSS) PROFIT BEFORE TAXATION

## 6. 除稅前(虧損)溢利

		2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
(Loss) profit before taxation has been arrived at after charging:	除稅前(虧損)溢利已扣除下列各項：		
Directors' remuneration (note 7)	董事酬金(附註7)	9.5	11.9
Retirement benefits scheme contributions for other staff, net of forfeited contributions of HK\$2.3 million (2009: HK\$1.9 million)	其他員工退休保障計劃供款，扣除港幣2.3百萬元之沒收供款(二零零九年：港幣1.9百萬元)	11.0	10.6
Share option benefits expenses for other staff	其他員工之購股權福利開支	0.2	0.4
Salaries for other staff	其他員工之工資	259.2	305.8
Other benefits for staff other than directors	員工之其他福利，不包括董事	7.2	34.7
<b>Other staff costs</b>	<b>其他員工成本</b>	<b>277.6</b>	351.5
<b>Total staff costs</b>	<b>員工成本總額</b>	<b>287.1</b>	363.4
Less: Staff costs capitalised in product development costs	減：撥充資本作產品開發成本之員工成本	(12.4)	(21.1)
Staff costs included in research and development costs	員工成本(列為研究及開發費用)	(3.1)	(6.4)
		<b>271.6</b>	335.9
Amortisation of product development costs included in research and development costs	產品開發成本之攤銷(列為研究及開發費用)	39.2	32.8
Amortisation of patents and trademarks included in research and development costs	專利及商標之攤銷(列為研究及開發費用)	0.7	0.6
Auditors' remuneration	核數師酬金	4.8	5.7
Cost of inventories recognised as expense	已確認為開支之存貨成本	878.6	1,082.4
Depreciation of property, plant and equipment – held under finance leases	物業、機器及設備之折舊 – 以財務租約持有之資產	2.5	0.1
– owned by the Group	– 本集團自置資產	59.5	55.0
Impairment loss recognised in respect of trade receivables included in general administrative expenses	應收賬款確認之減值虧損(列為一般行政開支)	19.1	1.0
Loss on disposal of property, plant and equipment	出售物業、機器及設備之虧損	2.9	5.7
Operating lease rentals in respect of – office equipment and motor vehicles	經營租約付款 – 辦公室設備及汽車	0.6	0.5
– rented premises	– 租賃物業	34.5	37.4
Write down of inventories included in cost of goods sold	撇減存貨(列為銷售成本)	25.3	5.9
Net exchange losses	滙兌虧損淨額	15.9	14.4
and after crediting to other income:	及已計入其他收入如下：		
Interest income	利息收入	1.1	8.3
Sales of moulds and scraps	銷售模具及廢金屬	13.5	9.1
Discount on acquisition of additional interest in a subsidiary	增持附屬公司股份之折扣	16.3	9.9
Change in fair value of financial assets classified as held for trading investments	分類為持作買賣投資之財務資產公平價值變動	0.1	–

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 6. (LOSS) PROFIT BEFORE TAXATION (continued)

The net exchange losses are arrived at after adding (2009: deducting) losses arising from changes in fair value of forward contracts of HK\$12.7 million (2009: gains of HK\$13.5 million).

## 7. DIRECTORS' REMUNERATION

The emoluments paid or payable to each of the 7 directors (2009: 9 directors) were as follows:

## 6. 除稅前(虧損)溢利(續)

有關滙兌虧損淨額，包括已增加(二零零九年：扣減)遠期合約公平價值變動而產生之虧損港幣12.7百萬元(二零零九年：收益港幣13.5百萬元)。

## 7. 董事酬金

已付或應付予7名(二零零九年：9名)董事各人之酬金如下：

		Fees	Retirement			Bonus	Total
			Basic salaries and allowances	benefits scheme contributions	Share option benefits expenses		
		袍金	基本薪金及津貼	退休保障計劃供款	購股權福利開支	花紅	總額
		HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M
		港幣百萬元	港幣百萬元	港幣百萬元	港幣百萬元	港幣百萬元	港幣百萬元
<b>Year ended March 31, 2010</b>	<b>截至二零一零年三月三十一日止年度</b>						
<i>Executive directors:</i>	<i>執行董事：</i>						
Dr. Raymond Chan	陳煒文博士	0.2	4.2	0.2	-	-	4.6
Mrs. Chan Pau Shiu Yeng, Shirley	陳鮑雪瑩女士	0.2	2.0	0.1	-	-	2.3
Dr. Eva Lam (note)	林綺華博士(附註)	-	1.0	-	-	0.5	1.5
<i>Independent non-executive directors:</i>	<i>獨立非執行董事：</i>						
Mr. Lo Kai Yiu, Anthony	羅啟耀先生	0.3	-	-	-	-	0.3
Mr. Kao Ying Lun	高英麟先生	0.3	-	-	-	-	0.3
Mr. Jack Schmuckli	Jack Schmuckli先生	0.3	-	-	-	-	0.3
Dr. Kenichi Ohmae	大前研一博士	0.2	-	-	-	-	0.2
		1.5	7.2	0.3	-	0.5	9.5

Note: Resigned on July 16, 2009.

附註：於二零零九年七月十六日辭任。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 7. DIRECTORS' REMUNERATION (continued)

## 7. 董事酬金(續)

		Fees	Basic salaries and allowances	Retirement benefits		Share option benefits	Bonus	Total
				contributions	scheme			
		袍金	基本薪金及津貼	退休保障計劃供款	購股權	福利開支	花紅	總額
		HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M
		港幣百萬元	港幣百萬元	港幣百萬元	港幣百萬元	港幣百萬元	港幣百萬元	港幣百萬元
<b>Year ended March 31, 2009</b>	<b>截至二零零九年三月三十一日止年度</b>							
<i>Executive directors:</i>	<i>執行董事:</i>							
Dr. Raymond Chan	陳煒文博士	0.2	4.2	0.2	-	-	-	4.6
Mrs. Chan Pau Shiu Yeng, Shirley	陳鮑雪瑩女士	0.2	2.0	0.1	-	-	-	2.3
Dr. Eva Lam	林綺華博士	0.1	3.2	0.1	0.2	-	-	3.6
<i>Non-executive director:</i>	<i>非執行董事:</i>							
Prof. Woo Chia Wei (note)	吳家璋教授(附註)	0.1	-	-	-	-	-	0.1
<i>Independent non-executive directors:</i>	<i>獨立非執行董事:</i>							
Mr. Lo Kai Yiu, Anthony	羅啟耀先生	0.3	-	-	-	-	-	0.3
Mr. Kao Ying Lun	高英麟先生	0.3	-	-	-	-	-	0.3
Mr. Jack Schmuckli	Jack Schmuckli先生	0.4	-	-	-	-	-	0.4
Dr. Kenichi Ohmae	大前研一博士	0.2	-	-	-	-	-	0.2
Prof. Yoram (Jerry) Wind (note)	Yoram (Jerry) Wind教授(附註)	0.1	-	-	-	-	-	0.1
		1.9	9.4	0.4	0.2	-	-	11.9

Note: Resigned on August 29, 2008.

附註：於二零零八年八月二十九日辭任。

Bonus is determined with reference to the individual performance during the year.

年內，依個人表現評定花紅。

None of the directors has waived any emoluments during the year (2009: nil).

概無董事於本年度放棄任何酬金(二零零九年：無)。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 8. EMPLOYEES' EMOLUMENTS

The aggregate emoluments of the five highest individuals included two (2009: three) executive directors of the Company, whose emoluments are included in note 7 above. The emoluments of the remaining highest paid individuals are as follows:

		2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
Basic salaries and allowances	基本薪金及津貼	6.7	4.7
Bonus	花紅	-	0.3
Retirement benefits scheme contributions	退休保障計劃供款	0.1	0.1
		<b>6.8</b>	5.1

The emoluments of the employees were within the following bands:

僱員之酬金幅度如下：

		Number of employees 僱員人數	
		2010	2009
HK\$1,500,001 to HK\$2,000,000	港幣1,500,001元至港幣2,000,000元	1	-
HK\$2,000,001 to HK\$2,500,000	港幣2,000,001元至港幣2,500,000元	1	1
HK\$2,500,001 to HK\$3,000,000	港幣2,500,001元至港幣3,000,000元	1	1

During both years, no emoluments were paid by the Group to the five highest paid individuals (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office.

在兩個年度內，本集團概無支付酬金予五名最高薪酬僱員（包括董事及僱員）作為彼等加入本集團或加入後之酬金或就離職而支付之補償金。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 9. TAXATION

## 9. 稅項

		2010 HK\$' M 港幣百萬元	2009 HK\$' M 港幣百萬元
The charge comprises:	支出包括：		
Taxation of the Company and its subsidiaries:	本公司及其附屬公司稅項：		
Hong Kong Profits Tax	香港利得稅		
– current year	– 本年度	(4.1)	(4.2)
– underprovision in prior years	– 往年度撥備不足	(46.1)	(0.5)
Taxation in other jurisdictions	其他司法權區之稅項		
– current year	– 本年度	(0.1)	(1.2)
– underprovision in prior years	– 往年度撥備不足	(9.7)	–
		(60.0)	(5.9)
Deferred taxation (note 14)	遞延稅項(附註14)		
Current year	本年度	(3.3)	(1.9)
Attributable to a change in tax rate	由於稅率之變動	–	0.6
		(3.3)	(1.3)
		(63.3)	(7.2)

The charge for the year is reconciled to the (loss) profit before taxation as follows:

本年度稅項支出與除稅前之(虧損)溢利對賬如下：

		2010 HK\$' M 港幣百萬元	2009 HK\$' M 港幣百萬元
(Loss) profit before taxation	除稅前(虧損)溢利	(91.7)	38.5
Tax credit (charge) at the domestic income tax rate of 16.5% (2009: 16.5%)	按本地所得稅率16.5% (二零零九年：16.5%) 計算之稅項抵免(支出)	15.1	(6.4)
Tax effect of expenses not deductible for tax purposes	不可扣稅開支之稅項影響	(15.1)	(5.8)
Tax effect of income not taxable for tax purposes	毋須課稅收入之稅項影響	2.1	2.9
Tax effect of tax losses not recognised	未獲確認稅項虧損之稅項影響	(19.4)	(6.7)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營附屬公司所採用稅率不同之影響	0.1	0.4
Income tax on concessionary rates	按減免稅率計算之入息稅	2.3	1.1
Utilisation of tax losses previously not recognised	動用早前未獲確認之稅項虧損	6.6	7.6
Underprovision in prior years	以往年度撥備不足	(55.8)	(0.5)
Decrease in opening deferred tax resulting from decrease in applicable tax rate	由於稅率之變動引致年初遞延稅項減少	–	0.6
Others	其他	0.8	(0.4)
Tax charge for the year	本年度稅項支出	(63.3)	(7.2)

## 9. TAXATION (continued)

- (a) On June 26, 2008, the Hong Kong Legislative Council passed the Revenue Bill 2008 which reduced corporate profit tax rate from 17.5% to 16.5% effective from year of assessment 2008/2009. Therefore, Hong Kong Profit Tax is calculated at 16.5% of estimated assessable profit for both years.
- (b) Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.
- (c) On March 16, 2007, the People's Republic of China promulgated the Law of the People's Republic of China of Enterprise Income Tax (the "New Law") by Order No. 63 of the President of the People's Republic of China. On December 6, 2007, the State Council of the PRC issued Implementation Regulations has changed the tax rate from 33% to 25% for certain subsidiaries from January 1, 2008.

Pursuant to the laws and regulations in the PRC, certain Group's PRC subsidiaries are entitled to exemption from PRC income tax for two years commencing from their first profit-making year of operation and thereafter, these PRC subsidiaries will be entitled to a 50% relief from PRC income tax for the following three years ("preferential tax treatment"). According to the Circular of the State Council on the Implementation of Transitional Preferential Policies for Enterprise Income Tax (Guofa 2009 No. 39), those entities that previously enjoyed preferential tax treatment would be granted a five-year transitional period. The tax exemption and deduction from FEIT for the foreign investment enterprises is still applicable until the end of the five-year transitional period under the New Law and will be expired in 2012.

## 9. 稅項 (續)

- (a) 於二零零八年六月二十六日，香港立法會通過二零零八年稅務議案，將公司利得稅率由17.5%減至16.5%，於二零零八年／二零零九年課稅年度起生效。因此，香港利得稅率乃根據該等年度之估計應課稅溢利按16.5%計算。
- (b) 其他司法權區之稅項乃按照有關司法權區現行之稅率計算。
- (c) 於二零零七年三月十六日，中華人民共和國頒佈了中華人民共和國主席令第六十三號《中華人民共和國企業所得稅法》(「新稅法」)。於二零零七年十二月六日，中國國務院頒佈了新稅法的實施細則。新稅法及實施細則由二零零八年一月一日起將若干附屬公司之稅率由33%調整至25%。

根據中國法規，本集團若干中國附屬公司自其首個經營獲利年度起兩年可獲豁免繳納中國所得稅，並於其後三年獲減免50%中國所得稅(「稅務優惠」)。根據國務院關於實施企業所得稅過渡優惠政策的通知(國發【2009】39號)，過去享有稅務優惠的公司會有五年過渡期，外資企業的外資企業所得稅寬減仍然適用，直至新稅法規定的五年過渡期屆滿為止及將於二零一二年到期。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 9. TAXATION (continued)

- (d) As disclosed in previous financial statements, protective assessments (the "Protective Assessments") totalling approximately HK\$58.6 million relating to years of assessment from 1997/98 to 2004/05 have been raised by the Hong Kong Inland Revenue Department (the "HKIRD") on the Group's subsidiaries, challenging the subsidiaries on its position that its profits were earned offshore and not subjected to tax in Hong Kong. The subsidiaries lodged objections with the HKIRD against the Protective Assessments. The HKIRD agreed to hold over the tax claimed completely provided that the subsidiaries purchased tax reserve certificates or arranged a bank guarantee. As at March 31, 2009 the Group purchased tax reserve certificates of HK\$43.5 million in relation to years of assessment from 1997/98 to 2003/04 and arranged a bank guarantee of HK\$3.6 million in relation to year of assessment 2004/05. The directors had been advised by the Company's tax advisor that, based on the subsidiaries' current mode of operations, the offshore claim should represent a valid case to pursue since the subsidiaries' principal business was carried out outside of Hong Kong and most of its profits were derived outside Hong Kong. As at March 31, 2009, a tax provision of HK\$14.1 million had been made in the accounts accordingly.

For the best interest of the Group, the Group has sought further tax and legal advice, and based on evaluation of the applicable tax law, the Group has caused the subsidiaries via the tax advisor to submit a settlement proposal to the HKIRD, with a view to settle the tax assessment dispute. The proposal was accepted by the HKIRD in June 2010.

## 9. 稅項(續)

- (d) 如先前公佈，香港稅務局(「香港稅務局」)就本集團附屬公司所作的離岸利得稅稅務申報提出質疑，發出一九九七／一九九八至二零零四／二零零五課稅年度保障性利得稅評稅(「保障性評稅」)合共約港幣58.6百萬元。本集團已就香港稅務局之保障性評稅提出反對。香港稅務局同意緩繳所徵收之全數稅款，惟該附屬公司須購買儲稅券及安排銀行擔保。於二零零九年三月三十一日，本集團已就一九九七／一九九八至二零零三／二零零四課稅年度購買金額為港幣43.5百萬元(二零零八年：港幣42.9百萬元)之儲稅券並就二零零四／二零零五年課稅年度安排港幣3.6百萬元之銀行擔保。本公司董事已獲稅務顧問提供意見，根據有關附屬公司現時之業務模式，其主要業務於香港以外進行及其主要利潤於香港以外產生。於二零零九年三月三十一日，本集團已於賬目中作出相應稅項撥備為港幣14.1百萬元。

為了本集團之最佳利益起見，本集團已尋求進一步稅務及法律意見及根據適用稅務法例之評估後，本集團就該等附屬公司已透過稅務顧問代表向香港稅務局遞交和解建議，務求解決評稅糾紛。香港稅務局已於二零一零年六月接納建議。

## 9. TAXATION (continued)

### (d) (continued)

In the proposal, whilst the subsidiaries maintained that their profits were earned offshore and not subjected to tax in Hong Kong, for settlement purposes, 50% of their operation profits for the years of assessment 1997/98 to 2008/09 were treated as profits arising in/derived from Hong Kong and hence chargeable to profits tax in Hong Kong. Additional tax provision of HK\$47.3 million and tax penalty of HK\$12.8 million (included in general administrative expenses) had been made in the accounts accordingly and this amount has been charged to profit or loss for the year ended March 31, 2010. As a result, the tax reserve certificates of HK\$43.5 million purchased in prior years has been utilised during the current financial year.

- (e) During the year, a subsidiary of the Group received additional assessments totalling HK\$9.2 million relating to year of assessment 2003, 2005 and 2006 raised by the Inland Revenue Authority of Singapore ("IRAS") to this subsidiary in relation to its share buy-backs made in previous years. The Group has lodged an objection against the additional assessments on the grounds that in substance, the subsidiary does not meet the operations/business test of the income tax rules. The Group is awaiting a response from IRAS on the lodged objection. Notwithstanding the objection, the said tax of HK\$9.2 million was paid to IRAS in January 2010. The Group has provided adequate provision in the consolidated financial statements.

## 9. 稅項 (續)

### (d) (續)

於建議內，該等附屬公司堅持其利潤於海外產生而毋須於香港繳納稅項，惟就償付而言，彼等同意將一九九七／一九九八至二零零八／二零零九課稅年度之經營溢利之50%，視作於香港產生／來自香港之溢利，因此應繳納香港利得稅。本集團已於賬目中作出額外稅項撥備港幣47.3百萬元及稅務罰則港幣12.8百萬元(列為一般行政開支)，有關款項已計入截至二零一零年三月三十一日止年度之損益內。因此，過往年度所購買之儲稅券港幣43.5百萬元已於本財政年度動用。

- (e) 年內，本集團一間附屬公司接獲新加坡稅務局(Inland Revenue Authority of Singapore)(「新加坡稅務局」)就該附屬公司於過往年度購回股份，發出二零零三、二零零五及二零零六課稅年度之額外評稅合共港幣9.2百萬元。本集團已就有關額外評稅提出反對，理據為附屬公司並不符合所得稅條例之營運／業務測試。本集團正就提出反對等待新加坡稅務局之回覆。儘管提出反對，有關稅項港幣9.2百萬元已於二零一零年一月支付予新加坡稅務局。本集團已於綜合財務報表提供足夠撥備。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

### 10. (LOSS) EARNINGS PER SHARE

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

### 10. 每股(虧損)盈利

本年度本公司擁有人所佔每股基本及攤薄(虧損)盈利乃按下列數據計算：

		2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
(Loss) earnings:	(虧損)盈利：		
(Loss) profit for the year attributable to owners of the Company and (loss) earnings for the purposes of basic and diluted (loss) earnings per share	本公司擁有人所佔(虧損)溢利及用以計算每股基本及攤薄後(虧損)溢利之(虧損)盈利	<b>(138.2)</b>	24.6
		2010	2009
Number of ordinary shares:	普通股份數目：		
Number of ordinary shares for the purposes of basic and diluted (loss) earnings per share	用以計算每股基本及攤薄後(虧損)盈利之普通股股數	<b>2,502,271,088</b>	2,502,271,088

The computation of diluted (loss) earnings per share for the years ended March 31, 2010 and 2009 does not assume the exercise of the Company's outstanding share options as the exercise price of those options is higher than the average market price for shares for both of the years.

計算截至二零一零年三月三十一日止及二零零九年三月三十一日止兩個年度之每股攤薄後(虧損)盈利時，並無假設本公司之尚未行使購股權獲行使，概因於兩個年度該等購股權之行使價高於股份之平均市價。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 11. PROPERTY, PLANT AND EQUIPMENT

## 11. 物業、機器及設備

		Land and buildings	Furniture, fixtures and equipment	Motor vehicles	Plant and machinery	Construction in progress	Total
		土地及樓宇	傢俬、 裝置及設備	汽車	廠房設備 及機器	在建工程	總額
		HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M
		港幣百萬元	港幣百萬元	港幣百萬元	港幣百萬元	港幣百萬元	港幣百萬元
COST OR VALUATION	成本值或估值						
At April 1, 2008	於二零零八年四月一日	53.0	333.4	7.3	294.7	6.5	694.9
Currency realignment	匯兌調整	-	(9.5)	-	-	-	(9.5)
Additions	添置	-	17.3	0.7	12.2	0.6	30.8
Disposals	出售	-	(20.7)	(0.7)	(7.6)	-	(29.0)
Transfer	轉讓	-	7.1	-	-	(7.1)	-
At March 31, 2009	於二零零九年三月三十一日	53.0	327.6	7.3	299.3	-	687.2
Currency realignment	匯兌調整	-	3.0	0.1	-	-	3.1
Additions	添置	-	10.1	-	5.5	0.3	15.9
Disposals	出售	-	(18.1)	(0.3)	(10.2)	-	(28.6)
At March 31, 2010	於二零一零年三月三十一日	53.0	322.6	7.1	294.6	0.3	677.6
Comprising:	包括：						
At cost	按成本值	18.2	322.6	7.1	294.6	0.3	642.8
At valuation	按估值						
- 1993	一九九三年	26.7	-	-	-	-	26.7
- 1994	一九九四年	8.1	-	-	-	-	8.1
		53.0	322.6	7.1	294.6	0.3	677.6
DEPRECIATION	折舊						
At April 1, 2008	於二零零八年四月一日	20.6	208.3	5.1	208.0	-	442.0
Currency realignment	匯兌調整	-	(7.8)	-	-	-	(7.8)
Provided for the year	本年度撥備	1.7	30.2	0.6	22.6	-	55.1
Eliminated on disposals	出售時抵銷	-	(15.4)	(0.5)	(5.9)	-	(21.8)
At March 31, 2009	於二零零九年三月三十一日	22.3	215.3	5.2	224.7	-	467.5
Currency realignment	匯兌調整	-	1.9	-	-	-	1.9
Provided for the year	本年度撥備	1.8	39.4	0.6	20.2	-	62.0
Eliminated on disposals	出售時抵銷	-	(15.8)	(0.3)	(8.8)	-	(24.9)
At March 31, 2010	於二零一零年三月三十一日	24.1	240.8	5.5	236.1	-	506.5
CARRYING VALUES	賬面值						
At March 31, 2010	於二零一零年三月三十一日	28.9	81.8	1.6	58.5	0.3	171.1
At March 31, 2009	於二零零九年三月三十一日	30.7	112.3	2.1	74.6	-	219.7

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

### 11. PROPERTY, PLANT AND EQUIPMENT (continued)

Depreciation is provided to write off the cost of other property, plant and equipment, over their estimated useful lives, using the straight line method, at the following rates per annum:

Leasehold land and building	Over the shorter of the term the lease, or 25 years
Furniture, fixtures and equipment	10% – 25%
Motor vehicles	10% – 20%
Plant and machinery	10% – 50%

The estimated useful lives and depreciation method are reviewed at each year end, with the effect of any changes in estimate accounted for on a prospective basis.

Owner-occupied leasehold land is included in property, plant and equipment because the allocation between the land portion and building portion cannot be made reliably.

The carrying values of the Group's property interests comprise:

### 11. 物業、機器及設備(續)

其他物業、機器及設備均以直線法，按估計可用年期計提折舊撥備，以攤銷成本，每年之折舊率如下：

租賃土地及樓宇	租賃期或25年，以較短者為準
傢俬、裝置及設備	10% – 25%
汽車	10% – 20%
廠房設備及機器	10% – 50%

估計可用年期及折舊方法於每年年終時檢討，估計變動之影響按預先計提之基準入賬。

因無法將業主自用租賃土地可靠地分為土地部份及樓宇部份，故業主自用租賃土地乃包括在物業、機器及設備之內。

本集團之物業權益賬面值如下：

	2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
Properties held under medium-term leases in Hong Kong 按中期租約於香港持有之物業	27.6	29.3
Property held under a long-term lease in the PRC 按長期租約於中國持有之物業	1.3	1.4
	<b>28.9</b>	30.7

If the Group's land and buildings had not been revalued, the carrying value of land and buildings would have been HK\$10.6 million (2009: HK\$11.2 million).

At the end of the reporting period, the carrying value of property, plant and equipment held under finance leases was HK\$7.5 million (2009: HK\$10.0 million).

倘本集團之土地及樓宇未有重估，則賬面值為港幣10.6百萬元(二零零九年：港幣11.2百萬元)。

於結算日，以財務租約持有之物業、機器及設備之賬面值為港幣7.5百萬元(二零零九年：港幣10.0百萬元)。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 12. INTANGIBLE ASSETS

## 12. 無形資產

		<b>Product development costs</b>	<b>Patents and trademarks</b>	<b>Total</b>
		<b>產品開發成本</b>	<b>專利及商標</b>	<b>總額</b>
		HK\$'M	HK\$'M	HK\$'M
		港幣百萬元	港幣百萬元	港幣百萬元
<b>COST</b>	<b>成本值</b>			
At April 1, 2008	於二零零八年四月一日	350.0	7.5	357.5
Additions	添置	33.4	0.7	34.1
At March 31, 2009	於二零零九年三月三十一日	383.4	8.2	391.6
Additions	添置	20.5	0.6	21.1
At March 31, 2010	於二零一零年三月三十一日	403.9	8.8	412.7
<b>AMORTISATION</b>	<b>攤銷</b>			
At April 1, 2008	於二零零八年四月一日	276.2	3.2	279.4
Amortised for the year	本年度攤銷	32.8	0.6	33.4
At March 31, 2009	於二零零九年三月三十一日	309.0	3.8	312.8
Amortised for the year	本年度攤銷	39.2	0.7	39.9
At March 31, 2010	於二零一零年三月三十一日	348.2	4.5	352.7
<b>CARRYING VALUES</b>	<b>賬面值</b>			
At March 31, 2010	於二零一零年三月三十一日	55.7	4.3	60.0
At March 31, 2009	於二零零九年三月三十一日	74.4	4.4	78.8

The above intangible assets, which have finite useful lives, are amortised on a straight line basis over the following periods:

以上無形資產之可用年期有限，乃按以下期間以直線法攤銷：

Product development cost	2 years	產品開發成本	2年
Patents and trademarks	10 years	專利及商標	10年

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 13. GOODWILL

## 13. 商譽

		HK\$'M 港幣百萬元
At April 1, 2008	於二零零八年四月一日	34.6
Currency realignment	匯兌調整	(0.6)
At March 31, 2009	於二零零九年三月三十一日	34.0
Currency realignment	匯兌調整	(0.1)
At March 31, 2010	於二零一零年三月三十一日	33.9

For the purpose of impairment review, goodwill set out above is allocated to two individual cash generating units ("CGUs"): LCD consumer electronic products unit and telecommunications products, digital media products and other electronic products unit.

就減值檢討而言，上列商譽乃分配予兩個獨立之創現單位：液晶顯示電子消費產品單位及電訊產品、數碼媒體產品及其他電子消費產品單位。

The carrying amount of goodwill as at March 31, 2010 allocated to these units are as follows:

商譽於二零一零年三月三十一日之賬面值分配予該等單位之情況如下：

		HK\$'M 港幣百萬元
LCD consumer electronic products unit ("CGU A")	液晶顯示電子消費產品單位 (「創現單位甲」)	17.6
Telecommunications products, digital media products and other electronic products unit ("CGU B")	電訊、數碼媒體產品及 其他電子消費產品 (「創現單位乙」)	16.3
		33.9

During the year ended March 31, 2010, management of the Group determines that there are no impairments of any of its CGUs containing goodwill.

截至二零一零年三月三十一日止年度，本集團之管理層認定其包含商譽之創現單位概無出現減值。

The recoverable amounts of the CGU A and CGU B have been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by management for the next year and for the following four years based on a steady growth rate of 10% per annum. Cash flows beyond the five-year period are extrapolated using zero growth rate. Management estimates discount rate of 8% (2009: 7%) for both the CGUs using a risk-free-rate, the market return and company specific factors. The key assumptions are based on the estimation on the historical annual growth rates of respective CGU and relevant industry growth forecasts and does not exceed the average long-term growth rate for the relevant industry. Changes in the selling prices and direct costs are based on past practices and expectations of future changes in the market. Management believes that any reasonably possible change in any of these assumptions would not cause the aggregate carrying amount of both CGUs to exceed the aggregate recoverable amount of respective CGUs.

創現單位甲與創現單位乙之可收回金額已根據使用價值計算法而釐定。該計算法用上本集團根據管理層批核之來年及未來四年財務預算編製的現金流量預測，再根據一穩定增長率10%，未來五年後之現金流量則以零增長推算。管理層以無風險利率、市場回報及公司之具體因素來估計合適之貼現率為8%（二零零九年：7%），此乃根據有關創現單位歷來之年增長率及行業增長預測而估算，而並沒有超出行業內平均長遠增長率。售價與直接成本之變動乃根據以往之慣例及對未來市場變動之預期而得出。管理層相信任何於假設上之合理可能的改變，都不會造成兩個創現單位之帳面總值超出其創現單位之可收回總金額。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

**14. DEFERRED TAXATION**

The followings are the major deferred tax liabilities and assets recognised and movements thereon during the current and prior reporting periods:

**14. 遞延稅項**

下表載列於本期間及過往申報期間已確認之主要遞延稅項負債與資產及其變動：

		Accelerated tax depreciation 加速 稅項折舊 HK\$'M 港幣百萬元	Product development costs 產品 開發成本 HK\$'M 港幣百萬元	Revaluation of properties 物業重估 HK\$'M 港幣百萬元	Tax losses 稅項虧損 HK\$'M 港幣百萬元	Unrealised profits on inventories 存貨之 未變現溢利 HK\$'M 港幣百萬元	Total 總額 HK\$'M 港幣百萬元
At April 1, 2008	於二零零八年四月一日	(6.1)	(6.9)	(5.9)	35.9	14.2	31.2
Currency realignment	匯率調整	-	-	-	(1.8)	-	(1.8)
(Charge) credit to profit or loss for the year	本年度內(扣除)計入收益	(0.3)	(0.1)	-	(0.9)	(0.6)	(1.9)
Effect of change in tax rate	稅率改變之效應	0.5	0.5	0.3	(0.7)	-	0.6
At March 31, 2009	於二零零九年三月三十一日	(5.9)	(6.5)	(5.6)	32.5	13.6	28.1
Currency realignment	匯率調整	-	-	-	0.1	-	0.1
Credit (charge) to profit or loss for the year	本年度內計入(扣除)收益	3.4	1.4	-	(2.8)	(5.3)	(3.3)
At March 31, 2010	於二零一零年三月三十一日	(2.5)	(5.1)	(5.6)	29.8	8.3	24.9

The following is the analysis of the deferred tax balances for financial reporting purposes:

財務申報之遞延稅項金額分析如下：

		2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
Deferred tax assets	遞延稅項資產	38.1	45.8
Deferred tax liabilities	遞延稅項負債	(13.2)	(17.7)
		24.9	28.1

By reference to financial budgets, management believes that there will be sufficient future profits or taxable temporary differences available in the future for the realisation of the deferred tax assets.

管理層參考過財務預算後，相信將有足夠之未來溢利或未來將有應課稅暫時差異可使遞延稅項資產實現。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

#### 14. DEFERRED TAXATION (continued)

At the end of the reporting period, the Group has unutilised tax losses of HK\$834.7 million (2009: HK\$796.4 million) available for offset against future profits. A deferred tax asset has been recognised in respect of HK\$180.6 million (2009: HK\$197.0 million) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$654.1 million (2009: HK\$599.4 million) due to the unpredictability of future profit streams. Included in the unrecognised tax losses are losses of HK\$118.3 million (2009: HK\$128.3 million) that will expire in the years of 2010 to 2027. Other losses may be carried forward indefinitely.

#### 14. 遞延稅項 (續)

於結算日，本集團有尚未動用稅項虧損港幣834.7百萬元（二零零九年：港幣796.4百萬元）可供抵銷日後溢利，當中港幣180.6百萬元（二零零九年：港幣197.0百萬元）已確認為遞延稅項資產。由於未能確定未來溢利來源，故餘下港幣654.1百萬元（二零零九年：港幣599.4百萬元）並無確認為遞延稅項資產。未確認稅項虧損包括將於二零一零年至二零二七年期間到期之虧損港幣118.3百萬元（二零零九年：港幣128.3百萬元將於二零零九年至二零二七年期間到期）。其他虧損可無限期結轉。

#### 15. INVENTORIES

		2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
Raw materials	原料	71.8	65.9
Work in progress	在製品	12.3	4.2
Finished goods	製成品	123.2	179.0
		<b>207.3</b>	249.1

#### 15. 存貨

#### 16. TRADE AND OTHER RECEIVABLES

The following is an aged analysis of trade receivables (net of allowance for doubtful debts) presented based on the invoice date at the reporting date.

#### 16. 應收賬款及其他應收款項

於報告結算日扣除呆賬撥備之貿易應收賬款按發票日期呈列之賬齡分析如下：

		2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
0 to 30 days	0至30日	132.5	125.0
31 to 90 days	31日至90日	39.6	37.3
Over 90 days	90日以上	47.8	63.4
Trade receivables	貿易應收賬款	219.9	225.7
Other receivables	其他應收款項	54.9	80.6
Total trade and other receivables	貿易及其他應收賬款總額	<b>274.8</b>	306.3

The Group allows its trade customers a credit period normally ranging from letter of credit at sight to 90 days open account to customers with long business relationship and strong financial position.

本集團給予貿易客戶之信貸期一般由以信用狀即付至給予與本集團建立長久業務關係及財政狀況穩固之客戶賒賬期90日不等。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

**16. TRADE AND OTHER RECEIVABLES (continued)**

The Group's management closely monitors the credit quality of trade receivables and considers the trade receivables that are neither past due nor impaired to be of a good credit quality based on the good payment history of the related debtors from historical experience. Based on the payment pattern of the customers of the Group, trade receivables which are past due but not impaired are generally collectible. Included in the Group's trade receivable balance are debtors with aggregate carrying amount of HK\$60.3 million (2009: HK\$63.6 million) which are past due at the reporting date for which the Group has not provided for impairment loss as the directors assessed that the balances will be recovered based on their settlement records. The Group does not hold any collateral over these balances. The average age of these receivables is 79.7 days (2009: 47.9 days).

Ageing of trade receivables which are past due but not impaired:

		2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
Overdue less than 30 days	逾期30日內	17.0	28.7
Overdue 31 to 90 days	逾期31日至90日	10.8	12.6
Overdue more than 90 days	逾期90日以上	32.5	22.3
		<b>60.3</b>	63.6

The Group will normally provide fully for all receivables overdue 90 days because historical experiences is such that receivables that are past due 90 days are generally not recoverable, except for some major customers with longer credit terms at the discretion of senior management.

**16. 應收賬款及其他應收款項(續)**

本集團管理層密切監察應收賬款之信貸質素，並認為根據過往記錄有關債務人之良好還款記錄，因此認為並無逾期且未減值之應收賬款屬良好信貸質素。根據本集團客戶之付款模式，已逾期但未減值之應收賬款一般而言可以收回。根據過往收款紀錄，董事評定該等已逾期之應收賬款結餘可以收回，因此，計入本集團之貿易應收賬款結餘為報告結算日已逾期而本集團並無計提減值虧損撥備之應收賬款賬面值合共港幣60.3百萬元(二零零九年：63.6百萬元)。本集團並無就該等結餘持有任何抵押。該等應收賬款之平均賬齡為79.7日(二零零九年：47.9日)。

已逾期但未減值之貿易應收賬款之賬齡：

根據過往經驗，逾期90日之應收款項通常無法收回，故此本集團會悉數為所有逾期90日以上之應收款項作出撥備，惟若干信貸期較長之主要客戶則由高級管理層酌情決定。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

#### 16. TRADE AND OTHER RECEIVABLES (continued)

Movement in the allowance for doubtful debts on trade receivables:

		2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
Balance at beginning of the year	年初結餘	1.3	0.9
Impairment losses recognised in respect of trade receivables	應收賬款確認之減值虧損	19.1	1.0
Amount written off as uncollectible	撇銷為不可收回之款額	(1.4)	(0.6)
Balance at end of the year	年終結餘	19.0	1.3

The balance of the allowance for doubtful debts are individually impaired trade receivables which have been overdue 90 days and/or have no material transactions with the Group during the year. The Group does not hold any collateral over these balances.

The fair value of the Group's trade and other receivables at March 31, 2010 approximates the corresponding carrying amount.

Included in trade and other receivables are the following amounts denominated in currency other than the functional currency of the group entities to which they relate:

		2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
USD	美元	102.0	81.2
Renminbi	人民幣	2.4	1.5
Euro	歐羅	6.8	7.1
		111.2	89.8

#### 17. HELD FOR TRADING INVESTMENTS

At March 31, 2010, held for trading investments represent equity securities listed in Hong Kong. The fair values of these securities at March 31, 2010 are based on bid prices quoted on the Stock Exchange.

#### 16. 應收賬款及其他應收款項(續)

應收賬款呆賬撥備之變動:

		2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
Balance at beginning of the year	年初結餘	1.3	0.9
Impairment losses recognised in respect of trade receivables	應收賬款確認之減值虧損	19.1	1.0
Amount written off as uncollectible	撇銷為不可收回之款額	(1.4)	(0.6)
Balance at end of the year	年終結餘	19.0	1.3

呆賬撥備結餘為個別減值及已逾期90日或／及與本集團並無重大交易之應收賬款。本集團並無就該等結餘持有任何抵押品。

本集團於二零一零年三月三十一日之應收賬款及其他應收款項之公平價值與相應之賬面值相若。

應收賬款及其他應收款項包括下列以相關集團實體之功能貨幣以外之貨幣定值之款項:

#### 17. 持作買賣投資

於二零一零年三月三十一日，持作買賣投資指於香港上市之股本證券。於二零一零年三月三十一日，該等證券之公平值乃根據聯交所所報之買入價計算。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

**18. SHORT-TERM BANK DEPOSITS/BANK BALANCES AND CASH**

Short-term bank deposits bear an average effective interest rate of 0.49% per annum and with a maturity of four to five months and are denominated in United States dollars.

Bank balances and cash comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less and carried prevailing market interest rate for a range of 0.1% to 1.0% (2009: 0.1% to 4.0%) per annum.

The fair value of the Group's short-term bank deposits and bank balances and cash at March 31, 2010 approximates the corresponding carrying amount.

Included in short-term bank deposits and bank balances and cash are the following amounts denominated in currency other than the functional currency of the group entities to which they relate:

		2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
USD	美元	541.0	498.1
Renminbi	人民幣	15.4	9.5
Euro	歐羅	2.3	2.8
GBP	英鎊	17.8	0.1
		<b>576.5</b>	510.5

**19. TRADE AND OTHER PAYABLES AND ACCRUALS**

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

		2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
0 to 30 days	0至30日	37.2	34.2
31 to 90 days	31日至90日	42.9	32.9
Over 90 days	90日以上	12.6	22.3
Trade payables	貿易應付賬款	92.7	89.4
Other payables and accruals	其他應付款項及預提費用	157.1	130.5
Trade and other payables and accruals	貿易及其他應付賬款及預提費用總額	<b>249.8</b>	219.9

**18. 短期銀行存款／銀行結餘及現金**

短期銀行存款乃按平均實際年利率0.49厘計息，並於四至五個月到期及以美元計值。

銀行結餘及現金包括本集團持有之現金及短期銀行存款，有關存款之原到期日為三個月或以下，按通行市場利率計息，年利率介乎0.1厘至1.0厘（二零零九年：0.1厘至4.0厘）。

本集團於二零一零年三月三十一日之短期銀行存款以及銀行結餘及現金之公平價值與相應之賬面值相若。

短期銀行存款以及銀行結餘及現金包括下列以相關集團實體之功能貨幣以外之貨幣計值之款項：

**19. 應付賬款及其他應付款項及預提費用**

於報告期間結算日之貿易應付賬款按發票日期呈列之賬齡分析如下：

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

#### 19. TRADE AND OTHER PAYABLES AND ACCRUALS (continued)

Included in trade and other payables are the following amounts denominated in currency other than the functional currency of the group entities to which they relate:

		2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
USD	美元	38.4	24.4
Renminbi	人民幣	21.2	10.2
Euro	歐羅	2.0	-
GBP	英鎊	0.1	-
		<b>61.7</b>	<b>34.6</b>

#### 20. BILLS PAYABLE

The bills payables are aged within 3 months (2009: within 3 months). The fair values of the Group's bills payables at March 31, 2010 approximate their corresponding carrying amounts.

#### 21. OBLIGATIONS UNDER FINANCE LEASES

The Group leased certain of its fixtures and equipment under finance leases. The lease term is in the range of a period of 2 to 5 years. Interest rates underlying all obligations under finance leases are fixed at respective contract dates ranging from 7% to 8%. These leases have no terms of renewal or purchase options and escalation clauses. No arrangements have been entered into for contingent rental payments.

#### 19. 應付賬款及其他應付款項及預提費用(續)

應付賬款及其他應付款項包括下列以相關集團實體之功能貨幣以外之貨幣計值之款項：

#### 20. 應付票據

應付票據之賬齡在三個月以內(二零零九年：三個月以內)。於二零一零年三月三十一日，本集團應付票據之公平價值與相應之賬面值相若。

#### 21. 財務租約債務

本集團以財務租約租賃若干裝置及設備。租期介乎2至5年。所有財務租約債務之相關利率乃於有關訂約日期訂定為7厘至8厘不等。有關租約不設續租條款，亦無購入選擇權及調整租金之條款。並無就或然租約付款訂立任何安排。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 21. OBLIGATIONS UNDER FINANCE LEASES (continued)

## 21. 財務租約債務(續)

		Minimum lease payments 最低租約付款		Present value of minimum lease payments 最低租約付款之現值	
		2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元	2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
Amount payable under finance leases:	根據財務租約應付之數額：				
Within one year	一年之內	1.5	3.7	1.4	3.5
Between one to two years	一年與兩年之間	-	1.5	-	1.4
		1.5	5.2	1.4	4.9
Less: Future finance charges	減：未來財務費用	(0.1)	(0.3)	-	-
Present value of lease obligations	租約債務之現值	1.4	4.9	1.4	4.9
Less: Amount due within one year shown under current liabilities	減：須於一年內償還而列入流動負債之數額			(1.4)	(3.5)
Amount due after one year	須於一年後償還之數額			-	1.4

The fair value of the Group's finance lease obligations determined based on the present value of the estimated future cash flows discounted using the prevailing market rate at the end of the reporting period approximates to their carrying amount.

本集團財務租約債務之公平價值乃以結算日之通行市場利率，將估計未來現金流量貼現得出之現值而釐定。本集團財務租約債務之公平價值與相應之賬面值相若。

## 22. FORWARD CONTRACT ASSETS/LIABILITIES

## 22. 遠期合約資產／負債

		2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
Forward foreign exchange contracts	遠期外匯合約		
- Derivative financial assets	- 衍生財務資產	0.1	-
- Derivative financial liabilities	- 衍生財務負債	-	(4.4)
		0.1	(4.4)

In the current year, the Group has used currency derivatives to hedge significant future transactions and cash flows. The Group is a party to a variety of foreign currency forward contracts in the management of its foreign exchange rate exposures. The instruments purchased are primarily denominated in the currencies of the Group's principal markets.

於本年度，本集團以貨幣衍生工具來為主要之未來交易及現金流量進行對沖。本集團訂立不同之遠期外匯合約以管控匯率風險。所購入之工具主要以本集團主要市場的貨幣計值。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 22. FORWARD CONTRACT ASSETS/LIABILITIES (continued)

The ranges of the total nominal amounts of the outstanding forward foreign exchange contracts to which the Group is committed at the end of the reporting periods are as follows:

**At March 31, 2010**

於二零一零年三月三十一日

Notional amount 名義金額	Maturity 到期日	Exchange rates 匯率
Sell EURO 1,000,000 沽出1,000,000歐羅	September 30, 2010 二零一零年九月三十日	USD/EURO 1.3475 美元／歐羅1.3475

**At March 31, 2009**

於二零零九年三月三十一日

Notional amount 名義金額	Maturity 到期日	Exchange rates 匯率
Sell EURO 13,500,000 in aggregate 沽出合計13,500,000歐羅	April 22, 2009 to July 2, 2009 二零零九年四月二十二日至 二零零九年七月二日	USD/EURO 1.2729 to 1.4595 美元／歐羅1.2729至1.4595
Sell AUD 10,000,000 in aggregate 沽出合計10,000,000澳元	April 17, 2009 to April 20, 2009 二零零九年四月十七日至 二零零九年四月二十日	USD/AUD 0.6483 to 0.6625 美元／澳元0.6483至0.6625
Sell GBP 5,000,000 沽出5,000,000英鎊	June 19, 2009 二零零九年六月十九日	USD/GBP 1.4046 美元／英鎊1.4046

The above foreign exchange contracts will be settled in net amount on maturity date.

以上外匯合約於到期日將以淨額結算。

At March 31, 2010, the fair value of the Group's currency derivatives is estimated to be forward contract assets of HK\$0.1 million (2009: forward contract liabilities of HK\$4.4 million). These amounts are based on valuation measured using quoted forward exchange rates provided by the counterparty financial institutions and banks.

於二零一零年三月三十一日，本集團之貨幣衍生工具為遠期合約資產之估計公平價值為港幣0.1百萬元（二零零九年：遠期合約負債為港幣4.4百萬元），有關金額乃根據有關交易方金融機構及銀行以外匯遠期匯率之市場報價作估值。

During the year, losses arising from changes in the fair value of the Group's currency derivatives amounting to HK\$12.7 million (2009: gains arising from changes in fair value of forward contracts amounting to HK\$13.5 million) have been recognised in profit or loss in the year.

年內，本集團貨幣衍生工具公平價值變動虧損為港幣12.7百萬元（二零零九年：遠期合約之公平價值變動收益為港幣13.5百萬元），已於本年度之損益扣除。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 23. BANK LOANS

## 23. 銀行貸款

		2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
Bank loans	銀行貸款	373.8	330.6
Bank overdrafts	銀行透支	6.7	18.6
		<b>380.5</b>	349.2
Carrying amount repayable:	須於以下年期償還之賬面金額：		
Within one year	一年內	191.8	349.2
More than one year, but not exceeding two years	一年以上，但不超過兩年	70.7	—
More than two years but not more than five years	兩年以上，但不超過五年	118.0	—
		<b>380.5</b>	349.2
Less: Amounts due within one year shown under current liabilities	減：一年內到期款項(於流動負債項下呈列)	<b>(191.8)</b>	(349.2)
		<b>188.7</b>	—

The bank loans and bank overdrafts are unsecured and denominated in Hong Kong Dollars, the functional currency of the relevant group entities. They carry interest rate at Hong Kong Interbank Offered Rate plus 0.9% to 2.5% (2009: 0.55% to 2%) per annum. The fair value of the bank loans approximates the corresponding carrying amount.

The effective interest rates (which are also equal to contracted interest rates) on the bank loans ranged from 0.85% to 2.67% (2009: 1.00% to 6.73%). The bank overdrafts carry interest rate ranged from 1.14% to 3.43% (2009: 3.67% to 9.87%) per annum.

有關銀行貸款及銀行透支為無抵押及以港幣此種有關集團實體之功能貨幣計值。有關銀行貸款及銀行透支按香港銀行同業拆息加0.9厘至2.5厘(二零零九年：0.55厘至2厘)之年利率計息。銀行貸款之公平價值與相應之賬面值相若。

有關銀行貸款之實際利率(亦相等於訂約利率)介乎0.85厘至2.67厘(二零零九年：1.00厘至6.73厘)。銀行透支按介乎1.14厘至3.43厘(二零零九年：3.67厘至9.87厘)之年利率計息。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 24. SHARE CAPITAL

		Number of shares 股份數目	Amount 金額 HK\$'M 港幣百萬元
Authorised:	法定股本：		
At April 1, 2008, March 31, 2009 and March 31, 2010	於二零零八年四月一日、 二零零九年三月三十一日 及二零一零年三月三十一日		
– ordinary shares of HK\$0.10 each	– 每股面值港幣0.10元之普通股份	3,500,000,000	350.0
– ordinary shares of US\$0.10 each	– 每股面值0.10美元之普通股份	10,000	–
Issued and fully paid:	已發行及繳足股本：		
At April 1, 2008, March 31, 2009 and March 31, 2010	於二零零八年四月一日、 二零零九年三月三十一日 及二零一零年三月三十一日		
– ordinary shares of HK\$0.10 each	– 每股面值港幣0.10元之普通股份	2,502,271,088	250.2

## 25. SHARE OPTION SCHEMES

The Group offers share options to attract, motivate and retain key employees who contribute to the growth of the Group. At the special general meeting held on August 28, 2002, the Company adopted a share option scheme (“2002 IDT International Option Scheme”).

The Company’s subsidiary, IDT Holdings (Singapore) Limited (“IDTS”), has operated a share option scheme (referred to as the “IDTS Option Scheme”) in the year and was terminated on August 12, 2008.

The terms of each option scheme are described below:

### (A) 2002 IDT International Option Scheme

The 2002 IDT International Option Scheme was adopted on August 28, 2002 and will continue in operation for a maximum of ten years from such date.

Pursuant to this scheme, the board of directors of the Company offered to grant options to selected eligible participants, including full-time employees and full-time executive directors of the Company or employees or any of its subsidiaries.

At March 31, 2010, the number of shares in respect of which options had been granted and remained outstanding under this scheme was 25,556,000 (2009: 25,992,000), representing 1.0% (2009: 1.0%) of the shares of the Company in issue at that date.

## 24. 股本

## 25. 購股權計劃

本集團藉購股權以吸引、激勵及挽留對本集團增長作出貢獻之主要僱員。本公司於二零零二年八月二十八日舉行之股東特別大會上採納新設立之購股權計劃（「二零零二年萬威國際購股權計劃」）。

本年度內，本公司附屬公司IDT Holdings (Singapore) Limited（「IDTS」）設立購股權計劃（以下稱為「IDTS購股權計劃」），並於二零零八年八月十二日終止。

各項購股權計劃之條款載述如下：

### (A) 二零零二年萬威國際購股權計劃

二零零二年萬威國際購股權計劃於二零零二年八月二十八日獲採納，並將於該日起維持生效至長達十年。

根據此計劃，本公司董事會可向選定之合資格參與者提呈授予購股權，此等參與者可以為本公司之全職僱員及全職執行董事，或其任何附屬公司之僱員。

於二零一零年三月三十一日，根據此計劃已授出而仍未行使之購股權所涉及之股份數目為25,556,000股（二零零九年：25,992,000股），相當於本公司於當日之已發行股份的1.0%（二零零九年：1.0%）。

## 25. SHARE OPTION SCHEMES (continued)

### (A) 2002 IDT International Option Scheme (continued)

The limit on the total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2002 IDT International Option Scheme, together with all outstanding options granted and yet to be exercised under any other share option scheme(s) of the Company, must not exceed 30% of the number of the Company's issued shares from time to time. Subject always to the aforesaid overall 30% limit, the total number of shares which may be issued upon exercise of all options to be granted, together with all options to be granted under other share option scheme(s) of the Company, must not exceed 207,179,540 shares, representing 10% of the issued share capital of the Company as at August 28, 2002, the adoption date of the 2002 IDT International Option Scheme. Such 10% limit may be refreshed or exceeded if approved by shareholders in general meeting subject always to the aforesaid overall 30% limit.

The total number of the Company's shares issued and which may be issued upon exercise of all options granted to a participant in any 12-month period immediately preceding the date of grant shall not exceed 1% of the number of shares in issue as at date of such grant. If the grant of options is offered to a substantial shareholder or an independent non-executive director of the Company or any of their respective associates, the total number of the Company's shares issued and which may be issued to such participant upon exercise of all options granted in any 12-month period up to and including the date of grant shall not exceed 0.1% of the number of shares then in issue and having an aggregate value in excess of HK\$5,000,000.

The subscription price for an option granted under the 2002 IDT International Option Scheme shall be the highest of (i) the closing price of the Company's shares on the date of grant; (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of a share.

The vesting period of the share option is from the date of grant until the commencement of the exercise period.

## 25. 購股權計劃(續)

### (A) 二零零二年萬威國際購股權計劃(續)

因行使根據二零零二年萬威國際購股權計劃授出但尚未行使之所有已發行購股權，以及根據本公司任何其他購股權計劃授出但尚未行使之所有購股權而可能發行之股份總數，最多不得超過本公司其時之已發行股份數目之30%。在時刻受上文所述整體30%限額限制下，因行使所有將授出之購股權，以及根據本公司其他購股權計劃將授出之所有購股權而可能發行之股份總數，不得超過207,179,540股股份，佔本公司於二零零二年八月二十八日(即二零零二年萬威國際購股權計劃之採納日期)之已發行股本之10%。倘獲股東於股東大會批准，該10%限額可予更新或可授出超過該限額的購股權，惟時刻受上文所述整體30%限額限制。

於緊接授出日期前任何十二個月期間，因行使授予任何一名參與者之所有購股權所發行及可能發行之本公司股份總數，不得超過授出購股權當日之已發行股份數目之1%。倘若向本公司之主要股東或獨立非執行董事或彼等各自之任何聯繫人士建議授予購股權，則於截至授出日期(包括該日)止任何十二個月期間，因行使已授予之所有購股權所發行及可能發行之該名參與者之本公司股份總數，不得超過當時已發行股份數目0.1%，且總值不得超過港幣5,000,000元。

根據二零零二年萬威國際購股權計劃授出之購股權之認購價相當於下列最高者：(i)本公司股份於授出日期之收市價；(ii)股份於緊接授出日期前五個營業日之平均收市價；及(iii)股份之面值。

購股權之歸屬期由授出日期開始，直至行使期間開始為止。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 25. SHARE OPTION SCHEMES (continued)

### (A) 2002 IDT International Option Scheme (continued)

An offer for grant of an option under this scheme must be accepted within 28 days from the date of offer, and HK\$1 is payable as consideration on acceptance. An option shall be exercisable during the period as determined by the board of directors of the Company or its authorised committee, which shall commence on a date after the expiry of a 6-month period after the date of grant and not exceed 10 years from the date of such grant.

The movements of share options under the 2002 IDT International Option Scheme during the year ended March 31, 2010 and the balances at March 31, 2010 are set out below:

Participants	Date of grant	Exercisable period	Exercise price per share	Number of share options 購股權數目				Fair value at date of grant per share	Share price immediately before the date of grant	
				Outstanding at 4.1.2009 於二零零九年四月一日 尚未行使	Granted during the year	Lapsed/forfeited during the year	Outstanding at 3.31.2010 於二零一零年三月三十一日 尚未行使			
參與者	授出日期	行使期間	每股行使價 HK\$ 港幣元	尚未行使	年內授出	年內失效/註銷	尚未行使	於授出日期每股之公平價值 HK\$ 港幣元	於授出日期前之即時股價 HK\$ 港幣元	
Directors 董事	11.30.2005	12.1.2006 – 11.30.2015	0.529	9,360,000	–	–	9,360,000			
	2.1.2008	2.1.2009 – 1.31.2018	0.310	1,000,000	–	1,000,000	–			
	2.1.2008	2.1.2010 – 1.31.2018	0.310	1,000,000	–	1,000,000	–			
	2.1.2008	2.1.2011 – 1.31.2018	0.310	1,000,000	–	1,000,000	–			
Employees 僱員	11.28.2005	11.29.2006 – 11.28.2015	0.548	832,000	–	520,000	312,000			
	11.28.2005	11.29.2007 – 11.28.2015	0.548	4,316,000	–	1,118,000	3,198,000			
	11.28.2005	11.29.2008 – 11.28.2015	0.548	3,484,000	–	598,000	2,886,000			
	8.20.2007	8.20.2009 – 8.19.2017	0.315	1,250,000	–	–	1,250,000			
	8.20.2007	8.20.2010 – 8.19.2017	0.315	1,250,000	–	–	1,250,000			
	3.3.2008	3.3.2010 – 3.2.2018	0.310	250,000	–	–	250,000			
	3.3.2008	3.3.2011 – 3.2.2018	0.310	250,000	–	–	250,000			
	5.14.2008	5.14.2010 – 5.13.2018	0.315	250,000	–	250,000	–			
	5.14.2008	5.14.2011 – 5.13.2018	0.315	250,000	–	250,000	–			
	7.2.2008	7.2.2010 – 7.1.2018	0.301	200,000	–	–	200,000			
	7.2.2008	7.2.2011 – 7.1.2018	0.301	200,000	–	–	200,000			
	11.7.2008	11.7.2010 – 11.6.2018	0.134	150,000	–	–	150,000			
	11.7.2008	11.7.2011 – 11.6.2018	0.134	150,000	–	–	150,000			
	1.15.2009	1.15.2011 – 1.14.2019	0.169	400,000	–	–	400,000			
	1.15.2009	1.15.2012 – 1.14.2019	0.169	400,000	–	–	400,000			
	1.21.2010	1.21.2012 – 1.20.2020	0.295	–	1,500,000	–	–	1,500,000	0.131	0.280
	1.21.2010	1.21.2013 – 1.20.2020	0.295	–	1,500,000	–	–	1,500,000	0.145	0.280
3.24.2010	3.24.2012 – 3.23.2020	0.275	–	1,500,000	–	–	1,500,000	0.123	0.260	
3.24.2010	3.24.2013 – 3.23.2020	0.275	–	1,500,000	–	–	1,500,000	0.133	0.260	
				25,992,000	6,000,000	6,436,000	25,556,000			
Exercisable at the end of the year 於年結時可行使				18,992,000			17,006,000			
Weighted average exercise price 加權平均行使價				HK\$0.462 港幣0.462元	HK\$0.285 港幣0.285元	HK\$0.384 港幣0.384元	HK\$0.440 港幣0.440元			

## 25. 購股權計劃(續)

### (A) 二零零二年萬威國際購股權計劃(續)

根據此計劃要約授出之購股權必須於要約日期起計28日內獲接納，並須於接納時支付港幣1元作為代價。購股權可於本公司董事會或經其授權之委員會所釐定之期間內予以行使，即由授出日期後六個月期間屆滿當日開始，至該授出日期起計十年內屆滿。

二零零二年萬威國際購股權計劃下之購股權於截至二零一零年三月三十一日止年度之變動情況及於二零一零年三月三十一日之數目結餘如下：

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 25. SHARE OPTION SCHEMES (continued)

## (A) 2002 IDT International Option Scheme (continued)

The movements of share options under the 2002 IDT International Option Scheme during the year ended March 31, 2009 and the balances at March 31, 2009 are set out below:

Participants	Date of grant	Exercisable period	Exercise price per share	Number of share options				Fair value at date of grant per share	Share price immediately before the date of grant
				Outstanding at 4.1.2008	Granted during the year	Lapsed/forfeited during the year	Outstanding at 3.31.2009		
參與者	授出日期	行使期間	每股行使價 HK\$ 港幣元	於二零零八年 四月一日 尚未行使	年內授出	年內 失效/ 註銷	於二零零九年 三月三十一日 尚未行使	於授出日期 每股之 公平價值 HK\$ 港幣元	於授出 日期前之 即時股價 HK\$ 港幣元
Directors	11.30.2005	12.1.2006 – 11.30.2015	0.529	11,440,000	–	2,080,000	9,360,000		
董事	2.1.2008	2.1.2009 – 1.31.2018	0.310	1,000,000	–	–	1,000,000		
	2.1.2008	2.1.2010 – 1.31.2018	0.310	1,000,000	–	–	1,000,000		
	2.1.2008	2.1.2011 – 1.31.2018	0.310	1,000,000	–	–	1,000,000		
Employees	5.21.2003	5.21.2005 – 5.20.2013	0.798	260,000	–	260,000	–		
僱員	5.21.2003	5.21.2006 – 5.20.2013	0.798	260,000	–	260,000	–		
	11.12.2004	11.13.2005 – 11.12.2014	1.788	260,000	–	260,000	–		
	11.12.2004	11.13.2007 – 11.12.2014	1.788	260,000	–	260,000	–		
	11.28.2005	11.29.2006 – 11.28.2015	0.548	1,612,000	–	780,000	832,000		
	11.28.2005	11.29.2007 – 11.28.2015	0.548	6,136,000	–	1,820,000	4,316,000		
	11.28.2005	11.29.2008 – 11.28.2015	0.548	4,654,000	–	1,170,000	3,484,000		
	10.4.2006	10.5.2008 – 10.4.2016	0.492	1,750,000	–	1,750,000	–		
	10.4.2006	10.5.2009 – 10.4.2016	0.492	1,750,000	–	1,750,000	–		
	7.6.2007	7.6.2009 – 7.5.2017	0.449	1,250,000	–	1,250,000	–		
	7.6.2007	7.6.2010 – 7.5.2017	0.449	1,250,000	–	1,250,000	–		
	8.20.2007	8.20.2009 – 8.19.2017	0.315	1,250,000	–	–	1,250,000		
	8.20.2007	8.20.2010 – 8.19.2017	0.315	1,250,000	–	–	1,250,000		
	3.3.2008	3.3.2010 – 3.2.2018	0.310	250,000	–	–	250,000		
	3.3.2008	3.3.2011 – 3.2.2018	0.310	250,000	–	–	250,000		
	5.14.2008	5.14.2010 – 5.13.2018	0.315	–	250,000	–	250,000	0.149	0.310
	5.14.2008	5.14.2011 – 5.13.2018	0.315	–	250,000	–	250,000	0.154	0.310
	7.2.2008	7.2.2010 – 7.1.2018	0.301	–	200,000	–	200,000	0.149	0.300
	7.2.2008	7.2.2011 – 7.1.2018	0.301	–	200,000	–	200,000	0.146	0.300
	11.7.2008	11.7.2010 – 11.6.2018	0.134	–	150,000	–	150,000	0.066	0.130
	11.7.2008	11.7.2011 – 11.6.2018	0.134	–	150,000	–	150,000	0.068	0.130
	1.15.2009	1.15.2011 – 1.14.2019	0.169	–	400,000	–	400,000	0.081	0.160
	1.15.2009	1.15.2012 – 1.14.2019	0.169	–	400,000	–	400,000	0.082	0.160
				36,882,000	2,000,000	12,890,000	25,992,000		
Exercisable at the end of the year							18,992,000		
於年結時可行使									
Weighted average exercise price			HK\$0.513	HK\$0.227	HK\$0.571	HK\$0.462			
加權平均行使價			港幣0.513元	港幣0.227元	港幣0.571元	港幣0.462元			

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 25. SHARE OPTION SCHEMES (continued)

### (A) 2002 IDT International Option Scheme (continued)

No share option was exercised during both years.

The Company has used the Black-Scholes option pricing model (the "Model") to value the share options granted during the year. The Model is one of the commonly used models to estimate the fair value of the option. The value of an option varies with different variables of certain subjective assumptions. Any change in the variables so adopted may materially affect the estimation of the fair value of an option.

Details of the fair values of share options determined at the date of grant using the Model with the inputs are as follows:

		2010	2009
Weighted average share price	加權平均股價	<b>HK\$0.275 – HK\$0.295</b> <b>港幣0.275 – 港幣0.295</b>	HK\$0.134 – HK\$0.310 港幣0.134 – 港幣0.310
Exercise price	行使價	<b>HK\$0.275 – HK\$0.295</b> <b>港幣0.275 – 港幣0.295</b>	HK\$0.134 – HK\$0.315 港幣0.134 – 港幣0.315
Expected volatility	預期波幅	<b>62.486% – 67.149%</b>	46.885% – 52.46%
Expected life	預期有效期	<b>3 years – 4 years</b> <b>3年 – 4年</b>	6 years – 6.5 years 6年 – 6.5年
Risk-free rate	無風險利率	<b>1.076% – 1.584%</b>	1.167% – 3.418%
Expected dividend yield	預期股息率	<b>0.00%</b>	0.00%

Expected volatility was determined by using the historical volatility of the Company's share price over the previous 5 years. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non transferability, exercise restrictions and behavioral considerations.

The Group recognised the total expense of HK\$0.2 million for the year ended March 31, 2010 (2009: HK\$0.6 million) in relation to share options granted by the Company.

## 25. 購股權計劃(續)

### (A) 二零零二年萬威國際購股權計劃(續)

於本年度及往年度概無購股權獲行使。

本公司已採用畢蘇期權定價模式(「該模式」)對年內授出之購股權進行估值。該模式為其中一種常用的期權公平價值估算模式。期權之價值取決於若干主觀假設的多項變數。所採用之變數如有變動,則期權公平價值之估算可能會受到重大影響。

以該模式釐定購股權於授出日期之公平價值的詳情,以及所輸入的資料如下:

預期波幅乃以本公司股價於過去五年的歷史波幅而決定。此模式中使用的預期有效期已按管理層就購股權不可轉讓的特點、行使限制及行為考慮因素而作出的最佳估計予以調整。

本集團於截至二零一零年三月三十一日止年度就本公司授出的購股權確認港幣0.2百萬元(二零零九年:港幣0.6百萬元)之總開支。

## 25. SHARE OPTION SCHEMES (continued)

### (B) IDTS Option Scheme

The IDTS Option Scheme was adopted on August 12, 1998 and terminated on August 12, 2008.

Pursuant to this scheme, the committee (“IDTS Committee”) appointed by the board of directors of IDTS shall offer to grant options to selected eligible participants who may include full-time employees of IDT Holdings (Singapore) Limited (“IDTS”) and its subsidiaries (“IDTS Group”) and confirmed full-time employees of the Company and its subsidiaries not employed under the IDTS Group but who are involved in providing management services to the IDTS Group; and in both cases, the participants must have been in full-time employment for at least one year on or prior to the date of the grant of an option and are of the rank of supervisor (or equivalent rank) or above. A director of IDTS who satisfies the aforesaid criteria may only be granted an option if such grant of option and the related issue and allotment of shares of IDTS (“IDTS Shares”) are approved by the shareholders of IDTS. Substantial shareholders of IDTS (as defined in the Companies Act of Singapore) are not eligible to participate in the IDTS Option Scheme.

The maximum number of IDTS Shares in respect of which options may be granted under the IDTS Option Scheme, when aggregated with any IDTS Shares subject to any other share option schemes of IDTS, shall not exceed 10% of the total issued share capital of IDTS from time to time. The total number of IDTS Shares in respect of which options may be granted to an eligible participant shall not exceed 25% of the total number of IDTS Shares in respect of which options may be granted under the IDTS Option Scheme. Not more than 50% of the total number of IDTS Shares in respect of which options may be granted under the IDTS Option Scheme may be granted to the executive directors of IDTS, general managers and staff of equivalent rank and above.

## 25. 購股權計劃(續)

### (B) IDTS購股權計劃

IDTS購股權計劃於一九九八年八月十二日獲採納，並於二零零八年八月十二日終止。

根據此計劃，IDTS董事會所委任之委員會（「IDTS委員會」）可向選定之合資格參與者提呈授予購股權，此等人士可以包括IDT Holdings (Singapore) Limited（「IDTS」）及其附屬公司（「IDTS集團」）之全職僱員，並包括並非受僱於IDTS集團但負責提供管理服務予IDTS集團之本公司及其附屬公司的已確定全職僱員；而在此兩種情況，參與者必須於獲授予購股權當日或之前最少全職受僱一年，並任職主管（或同等職級）或以上職級。須待IDTS股東批准授出購股權並就此發行及配發IDTS股份（「IDTS股份」）後，符合上述準則之IDTS董事方會獲授予購股權。IDTS之主要股東（定義見新加坡公司法）並不符合參與IDTS購股權計劃之資格。

根據IDTS購股權計劃可能授出之購股權所涉及之IDTS股份上限數目，連同IDTS之任何其他購股權計劃所涉及之任何IDTS股份合計時，合共最多不得超過IDTS當時之已發行股本之10%。可授予每一位合資格參與者之購股權所涉及之IDTS股份總數，合共不得超過根據IDTS購股權計劃可能授出之購股權所涉及之IDTS股份總數之25%。不得向IDTS之執行董事、總經理及同等及以上職級之員工，授予超過根據IDTS購股權計劃可能授出之購股權所涉及之IDTS股份總數逾50%。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 25. SHARE OPTION SCHEMES (continued)

### (B) IDTS Option Scheme (continued)

The subscription price for an option granted under the IDTS Option Scheme shall be the higher of (i) a price to be determined by the IDTS Committee, such price being not less than 85% of the average of the last dealt prices of the IDTS Shares ("IDTS Market Price") on the Singapore Exchange Securities Trading Limited ("SGX-ST") for the five consecutive trading days immediately preceding the date of grant; and (ii) the nominal value of a IDTS Share. In compliance with the requirements of Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), no option was granted with a subscription price set at a discount to the IDTS Market Price since September 1, 2001.

An offer for grant of an option under this scheme must be accepted within 30 days from the date of offer, and HK\$1 is payable as consideration on acceptance. A granted option shall be exercisable during the period commencing after the first anniversary of the date of grant (or such later date as the IDTS Committee may determine) and expiring on the date immediately preceding the fifth anniversary of the date of such grant.

Whilst the IDTS Option Scheme is subject to its scheme rules and the listing rules of the SGX-ST, the requirements under Chapter 17 of the Listing Rules, if more onerous, shall apply.

The vesting period of the scheme option is from the date of grant until the commencement of the exercise period.

There is no outstanding share option at March 31, 2009 since the scheme was terminated on August 12, 2008.

## 25. 購股權計劃(續)

### (B) IDTS購股權計劃(續)

根據IDTS購股權計劃所授出購股權之認購價，相當於下列較高者：(i)由IDTS委員會所釐定之價格，而該價格不少於IDTS股份於緊接授出日期前連續五個交易日在Singapore Exchange Securities Trading Limited (「新交所」)之平均最後買賣價(「IDTS市價」)之85%；及(ii) IDTS股份之面值。遵照聯交所證券上市規則(「上市規則」)第17章之規定，自二零零一年九月一日起，不得以對IDTS市價折讓之認購價授出購股權。

根據此計劃要約授出之購股權必須於要約日期起計30日內獲得接納，並須於接納時支付港幣1元作為代價。所授出之購股權可於授出日期(或IDTS委員會可能釐定之較後日期)第一週年起至緊接該授出日期第五週年前當日止期間予以行使。

儘管IDTS購股權計劃須受其計劃規則及新交所之上市規則所規限，惟倘若上市規則第17章之規定更為繁苛，則有關規定將告適用。

購股權之歸屬期由授出日期開始，直至行使期間開始為止。

由於計劃於二零零八年八月十二日終止，因此於二零零九年三月三十一日，並無尚未行使購股權。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 26. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of bank loans and equity attributable to owners of the Company, comprising issued share capital and reserves.

The management of the Group reviews the capital structure on a regular basis. As part of this review, the management of the Group considers the cost of capital and the risks associated with the capital, and take appropriate actions to adjust the Group's capital structure.

## 27. FINANCIAL INSTRUMENTS

### Categories of financial instruments

		2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
Financial assets	財務資產		
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及等同現金項目)	908.8	921.8
Held for trading investments	持作買賣投資	9.9	-
Derivative financial assets	衍生財務資產	0.1	-
		<b>918.8</b>	921.8
Financial liabilities	財務負債		
Amortised cost	攤銷成本	477.0	456.0
Derivative financial liabilities	衍生財務負債	-	4.4

### Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, held for trading investments, short-term bank deposits, bank balances and cash, trade and other payables, bills payables, forward assets and liabilities and borrowings. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

## 26. 資本風險管理

本集團之資本管理旨在確保本集團內之所有實體均可持續經營，同時透過優化債務及股本結構為股東謀求最大回報。本集團之策略由去年起維持不變。

本集團之資本架構包括銀行借貸及本公司擁有人應佔權益(包含已發行股本及儲備)。

本集團管理層定期審核資本結構。作為該審核之一部分，本集團管理層考慮資本之成本及資本之風險，並會採取適當措施調整本集團之資本架構。

## 27. 財務工具

### 財務工具類別

		2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
Financial assets	財務資產		
Loans and receivables (including cash and cash equivalents)	貸款及應收款項(包括現金及等同現金項目)	908.8	921.8
Held for trading investments	持作買賣投資	9.9	-
Derivative financial assets	衍生財務資產	0.1	-
		<b>918.8</b>	921.8
Financial liabilities	財務負債		
Amortised cost	攤銷成本	477.0	456.0
Derivative financial liabilities	衍生財務負債	-	4.4

### 財務風險管理目標及政策

本集團之主要財務工具包括應收賬款及其他應收款項、持作買賣投資、短期銀行存款、銀行結餘及現金、應付賬款及其他應付款項、應付票據、遠期資產及負債以及借貸。該等財務工具詳情於各有關附註披露。下文載列與該等財務工具有關之風險及如何降低該等風險之政策。管理層管理及監控該等風險，以確保及時和有效地採取適當措施。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 27. FINANCIAL INSTRUMENTS (continued)

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

The financial instruments are fundamental to the Group's daily operations. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner. There has been no change to the Group's exposure to market risks or the manner in which it manages and measures the risk.

#### Market risk

##### Currency risk

Several subsidiaries of the Group have foreign currency sales and purchases, which expose the Group to foreign currency risk.

The Group entered into certain foreign exchange forward contracts to manage the foreign currency exposures. Details of which are set out in note 22.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities including bank balances and cash, trade and other receivables, and trade and other payables at the reporting date are as follows:

## 27. 財務工具(續)

### 財務風險管理目標及政策(續)

財務工具為本集團日常營運的基礎。管理層管理及監察該等風險，以確保及時和有效地推行合適的措施。本集團所面對之市場風險，以及管理及衡量風險之方式並無變動。

#### 市場風險

##### 貨幣風險

本集團若干附屬公司進行外幣交易，以致本集團須承受外幣風險。

本集團已訂立若干外匯遠期合約，以管理外匯風險。有關詳情載於附註22。

本集團以外幣定值之貨幣資產及貨幣負債包括銀行結餘及現金，應收賬款及其他應收款項及應付賬款及其他應付款項，於報告日期之賬面值載列如下：

		Liabilities 負債		Assets 資產	
		2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元	2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
USD	美元	38.4	24.4	643.0	579.3
Renminbi	人民幣	21.2	10.2	17.8	11.0
Euro	歐羅	2.0	—	9.1	9.9
GBP	英鎊	0.1	—	17.8	0.1

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

**27. FINANCIAL INSTRUMENTS (continued)****Financial risk management objectives and policies (continued)****Market risk (continued)****Currency risk (continued)***Sensitivity analysis*

The following table details the Group's sensitivity to a 5% (2009: 5%) increase and decrease in the functional currency of the respective group entities against the relevant foreign currencies. 5% (2009: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the year end for a 5% (2009: 5%) change in foreign currency rates. The analysis has excluded USD denominated monetary items as HKD, the functional currency of the group entity holding these monetary items, is pegged to USD. The directors consider that the currency risk in this regard is minimal. A positive number below indicates an increase in post-tax loss for the year ended March 31, 2010 and a decrease in post-tax profit for the year ended March 31, 2009 where functional currency strengthens 5% against the relevant foreign currency. For a 5% weakening of functional currency of the respective group entities against the relevant foreign currency, there would be an equal and opposite impact on the post-tax loss/profit and the balances below would be negative.

**27. 財務工具(續)****財務風險管理目標及政策(續)****市場風險(續)****貨幣風險(續)***敏銳度分析*

下表詳列因應本集團對各有關集團實體之功能貨幣兌有關外幣升值及減值5% (二零零九年：5%) 之敏銳度。5% (二零零九年：5%) 為向主要管理人員在內部報告外匯風險所使用的敏銳度，及代表管理層對外幣匯率合理可能變動之評估。敏銳度分析僅包括現有以外匯定值的貨幣資產，並於年底按5% (二零零九年：5%) 的外匯變動調整彼等的換算率。該分析並不包括美元定值之貨幣項目，原因是持有此等貨幣項目之集團實體之功能貨幣港元乃與美元掛鈎。董事認為與此有關之貨幣風險屬微不足道。下列正數表示倘功能貨幣兌有關外幣升值5%所導致截至二零一零年三月三十一日止年度出現稅後虧損增加及二零零九年三月三十一日止年度出現稅後溢利減少。倘各有關集團實體之功能貨幣兌有關外幣貶值5%，將會對稅後虧損／溢利造成相等及相反之影響，而下列結餘將為負數。

		Effect on post-tax result for the year	
		對除稅後溢利之影響	
		2010	2009
		HK\$'M	HK\$'M
		港幣百萬元	港幣百萬元
Renminbi	人民幣	(0.1)	—
Euro	歐羅	0.3	0.4
GBP	英鎊	0.7	—

For the outstanding foreign contracts, if the market bid forward foreign exchange rate of USD against the relevant currencies had been 5% higher/lower, post-tax loss for the year would decrease/increase by HK\$0.1 million (2009: post-tax profit for the year would increase/decrease by HK\$12.5 million).

就未償付外匯合約而言，倘市場上競買美元兌有關貨幣之遠期匯率時每調高／減低5%，則本年度除稅後虧損將減少／增加港幣0.1百萬元（二零零九年：除稅後溢利增加／減少港幣12.5百萬元）。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 27. FINANCIAL INSTRUMENTS (continued)

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

#### Market risk (continued)

#### Currency risk (continued)

##### Sensitivity analysis (continued)

This analysis is prepared by using certain assumptions on a hypothetical situation. In management's opinion, the analysis is used for reference purpose and should not be considered a projection of the future profits or losses.

#### Interest rate risk

The Group is exposed primarily to cash flow interest rate risk in relation to variable-rate bank balances, bank overdrafts and bank borrowings (see notes 18 and 23 for details of these bank balances, bank overdrafts and bank borrowings). The Group currently does not have policy on hedging of interest rate risks. However, the management monitors interest rate exposures and will consider hedging significant interest rate risk should the need arise.

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of the Hong Kong Interbank Offered Rate and Singapore Interbank Offered Rate arising from the Group's Hong Kong and Singapore dollars borrowings at variable rates.

The management considers that the fair value interest rate risk is insignificant as the Group had no fixed-rate deposit with original maturity more than one year.

The management considers that the fair value interest rate risk on the obligation under finance lease is insignificant as the amount involved is insignificant.

##### Sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for variable-rate bank balances and bank borrowings at the end of the reporting period. The analysis is prepared assuming these monetary assets and liabilities at the end of the reporting period were outstanding for the whole year. A 10 basis point (2009: 50 basis point) increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

## 27. 財務工具 (續)

### 財務風險管理目標及政策 (續)

#### 市場風險 (續)

#### 貨幣風險 (續)

##### 敏銳度分析 (續)

此分析乃根據某些假定及假設情況而進行。管理層認為此分析只用作參考，不應被視作未來溢利或虧損的預測。

#### 利率風險

本集團現金流量利率風險主要與浮動利率銀行結餘、銀行透支及銀行借貸（該等銀行結餘、銀行透支及銀行借貸詳情請參閱附註18及23）有關。本集團現時並無任何利率風險對沖政策，但管理層會監察利率風險及當有需要時將考慮對沖重大利率風險。

本集團於財務負債利率風險在流動資金風險管理部份詳述。本集團現金流量利率風險主要集中於由本集團之港幣及坡幣於不同利率之借貸，及香港及新加坡銀行同業拆息變動所引致之風險。

管理層認為，由於本集團並無原到期日為超過一年之定息存款，因此公平值利率風險並不重大。

管理層認為，由於根據融資租賃之責任所涉及之金額較少，因此所承擔之公平值利率風險並不重大。

##### 敏銳度分析

以下敏銳度分析乃根據於結算日之浮動利率銀行結餘及銀行借貸而釐定。該分析乃假設於結算日之此等貨幣資產及負債於全年維持不變而編製。增長或降低10個基點（二零零九年：50個基點）乃向主要管理人員在內部報告利率風險所使用的基點，並代表管理層對利率合理可能變動的評估。

**27. FINANCIAL INSTRUMENTS (continued)****Financial risk management objectives and policies (continued)****Market risk (continued)****Interest rate risk (continued)***Sensitivity analysis (continued)*

If interest rates had been 10 basis points (2009: 50 basis points) higher/lower and all other variables were held constant, the Group's post-tax loss for the year ended March 31, 2010 would decrease/increase by HK\$0.3 million (2009: post-tax profit increase/decrease by HK\$1.4 million). This is mainly attributable to the Group's exposure to interest rates on its variable-rate bank balances and bank borrowings.

In management's opinion, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk as the year end exposure does not reflect the exposure during the year.

**Credit risk**

As at March 31, 2010, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to perform their obligations in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade receivable regularly to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group has no significant concentration of credit risk on trade receivables, with exposure spread over a number of counterparties and customers spread across diverse industries and geographical areas.

The credit risk for bank deposits is considered minimal as such amounts are placed in banks with high credit ratings.

**27. 財務工具 (續)****財務風險管理目標及政策 (續)****市場風險 (續)****利率風險 (續)***敏銳度分析 (續)*

倘利率提高／降低10個基點(二零零九年：50個基點)且所有其他變量保持不變，本集團截至二零一零年三月三十一日止年度之除稅後虧損可能減少／增加港幣0.3百萬元(二零零九年：除稅後溢利增加／減少港幣1.4百萬元)。此乃主要歸因於本集團浮動利率銀行結餘及銀行借貸之利率風險。

在管理層之意見，由於年終之風險並不反映年內之風險，因此敏感度分析並不反映本身之滙兌風險。

**信貸風險**

於二零一零年三月三十一日，本集團就對手方未能就各類別已確認財務資產履行其責任而將令本集團蒙受損失之最高信貸風險，為綜合財務狀況表所載該等資產之賬面值。為減輕信貸風險，本集團之管理層已指派一個小組負責釐定信貸限額、信貸批核及其他監控程序，確保已就收回逾期債項採取跟進措施。此外，本集團定期檢討各筆應收賬款之可收回金額，確保已就不可收回金額確認足夠之減值虧損。就此而言，本公司董事認為本集團之信貸風險已大為減輕。

本集團應收賬款並無高度集中之信貸風險，有關風險乃分散至不同行業及地區之多個對手及客戶。

銀行存款方面之信貸風險被視為極低，因該等款項乃存放於高信貸評級之銀行。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 27. FINANCIAL INSTRUMENTS (continued)

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

#### Liquidity risk

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

The following table details the Group's remaining contractual maturity for its financial liabilities based on the agreed repayment terms. For non-derivative financial liabilities, the table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

In addition, the following table details the Group's liquidity analysis for its derivative financial instruments. The tables have been drawn up based on the undiscounted contractual net cash (inflows) and outflows on derivative instruments that settle on a net basis. When the amount payable is not fixed, the amount disclosed has been determined by reference to the projected interest rates as illustrated by the yield curves existing at the end of the reporting period. The liquidity analysis for the Group's derivative financial instruments are prepared based on the contractual maturities as the management considers that the contractual maturities are essential for an understanding of the timing of the cash flows of derivatives.

## 27. 財務工具 (續)

### 財務風險管理目標及政策 (續)

#### 流動資金風險

於管理流動資金風險方面，本集團監控及維持管理層認為足夠之現金及等同現金項目水平，以為本集團經營業務提供資金及減低現金流量波動之影響。管理層監控銀行借貸之運用情況及確保遵從貸款契諾。

下表詳列按照同意的還款條款，本集團財務負債之餘下合約到期日。就非衍生財務負債而言，該表乃根據按本集團可償還之最早日期計算之財務負債之未貼現現金流量編製。該表包括利率及本金現金流量。

另外，下表詳述本集團衍生財務工具之流動性分析。該表乃是根據按淨額結算的衍生工具以未貼現合約現金淨額(流入)及流出而列示。倘應付款項不固定，則所披露款項乃參照於申報期間結算日現行利率收益曲線所示預測利率釐定。本集團根據合約到期日進行的衍生財務工具的流動性分析。管理層認為合約到期日乃了解衍生財務工具現金流之時間的重要因素。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 27. FINANCIAL INSTRUMENTS (continued)

## Financial risk management objectives and policies (continued)

## Liquidity risk (continued)

Liquidity and interest risk tables

## 27. 財務工具(續)

## 財務風險管理目標及政策(續)

## 流動資金風險(續)

流動資金及利率風險表

		Weighted average effective interest rate	Within 3 months	3 months to 1 year	1 – 5 years	Total undiscounted cash flows	Carrying amount at 3.31.2010 於二零一零年 三月三十一日 賬面值 HK\$'M 港幣百萬元
		加權平均 實際利率 %	三個月內 HK\$'M 港幣百萬元	三個月至 一年 HK\$'M 港幣百萬元	一至五年 HK\$'M 港幣百萬元	未貼現 現金流量總額 HK\$'M 港幣百萬元	
<b>2010</b>	<b>二零一零年</b>						
<b>Non-derivative financial liabilities</b>	<b>非衍生財務負債</b>						
Trade and other payables	應付賬款及其他應付款項	–	88.4	7.2	0.1	95.7	95.7
Bills payable	應付票據	–	0.8	–	–	0.8	0.8
Bank overdrafts	銀行透支	3.37	6.8	–	–	6.8	6.7
Bank loans – variable rate	銀行貸款 – 浮動利率	1.72	177.7	9.1	200.7	387.5	373.8
Obligations under finance leases	財務租約債務	3.84	0.6	0.8	0.1	1.5	1.4
			274.3	17.1	200.9	492.3	478.4
		Weighted average effective interest rate	Within 3 months	3 months to 1 year	1 – 5 years	Total undiscounted cash flows	Carrying amount at 3.31.2009 於二零零九年 三月三十一日 賬面值 HK\$'M 港幣百萬元
		加權平均 實際利率 %	三個月內 HK\$'M 港幣百萬元	三個月至 一年 HK\$'M 港幣百萬元	一至五年 HK\$'M 港幣百萬元	未貼現 現金流量總額 HK\$'M 港幣百萬元	
<b>2009</b>	<b>二零零九年</b>						
<b>Non-derivative financial liabilities</b>	<b>非衍生財務負債</b>						
Trade and other payables	應付賬款及其他應付款項	–	92.9	12.7	0.2	105.8	105.8
Bills payable	應付票據	–	1.0	–	–	1.0	1.0
Bank overdrafts	銀行透支	8.13	18.9	–	–	18.9	18.6
Bank loans – variable rate	銀行貸款 – 浮動利率	2.12	186.0	147.3	–	333.3	330.6
Obligations under finance leases	財務租約債務	3.84	0.9	2.8	1.5	5.2	4.9
			299.7	162.8	1.7	464.2	460.9
<b>Derivative settled net</b>	<b>按淨額基準結算之衍生工具</b>						
Foreign currency forward contracts	外匯遠期合約		4.3	0.1	–	4.4	4.4

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 27. FINANCIAL INSTRUMENTS (continued)

### Fair value

The fair values of financial assets and financial liabilities are determined as follows:

- the fair value of financial assets and financial liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market bid prices.
- the fair value of other financial assets and financial liabilities (excluding derivative instruments) are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.
- the fair value of derivative instruments is calculated using quoted prices. Where such prices are not available, fair value determined based on the discounted cash flow analysis using the applicable yield curve for the duration of the instruments for non-optional derivatives, and option pricing models for optional derivatives.

The directors consider that the carrying amount of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximates to their fair values.

### Fair value measurements recognised in the consolidated statement of financial position

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

## 27. 財務工具(續)

### 公平價值

財務資產及財務負債之公平價值釐定如下：

- 附有標準條款及條件並於交投活躍及高流通性之市場買賣之財務資產及財務負債之公平價值，參考市場買入報價釐定；
- 其他財務資產及財務負債(不包括衍生工具)之公平價值，則根據公認定價模型及折現現金流分析釐定；及
- 衍生工具之公平價值是按所報價格計算。如未能提供該等價格，則會以(就非期權衍生工具而言)工具有效期適用之浮息曲線及(就期權衍生工具而言)期權定價模式進行貼現現金流量分析而釐定。

董事認為於綜合財務報表中以攤銷成本記錄之財務資產及財務負債之賬面值與其公平價值相若。

### 在綜合財務狀況表確認之公平值計量

下表載列於初步確認後便以公平價值計量之財務工具按照其公平值可予觀察之程度分為一至三級之分析：

- 第一級公平值計量指以在活躍市場就相同資產或負債取得之報價(未經調整)進行之計量。
- 第二級公平值計量指以第一級所包括之報價以外之資產或負債可觀察變數(無論是直接(即價格)或間接(即按價格推算))進行之計量。
- 第三級公平值計量指透過運用並非基於可觀察市場資料之資產或負債變數(不可觀察之變數)之估值方法進行之計量。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

**27. FINANCIAL INSTRUMENTS (continued)**

Fair value (continued)

**Fair value measurements recognised in the consolidated statement of financial position (continued)****27. 財務工具(續)**

公平價值(續)

在綜合財務狀況表確認之公平值計量(續)

		3.31.2010			
		Level 1	Level 2	Level 3	Total
		第一級	第二級	第三級	總數
		HK\$'M	HK\$'M	HK\$'M	HK\$'M
		港幣百萬元	港幣百萬元	港幣百萬元	港幣百萬元
<b>Financial assets</b>	<b>財務資產</b>				
Held for trading	持作買賣				
– listed equity securities	– 上市之股本證券	9.9	–	–	9.9
Forward contract assets	遠期合約資產	–	0.1	–	0.1
<b>Total</b>	<b>總額</b>	9.9	0.1	–	10.0
<b>Financial liabilities</b>	<b>財務負債</b>				
Forward contract liabilities	遠期合約負債	–	4.4	–	4.4

There were no transfers between Level 1 and 2 in current year.

本年度並沒有第一級與第二級之間的轉移。

**28. MAJOR NON-CASH TRANSACTIONS**

During the year ended March 31, 2009, the Group entered into a finance lease in respect of property, plant and equipment with a total capital value at the inception of the lease of HK\$0.8 million (2010: nil).

**28. 重大非現金交易**

截至二零零九年三月三十一日止年度，本集團就物業、機器及設備訂立財務租約，有關資本總值於訂立租約時為港幣0.8百萬元(二零一零年：無)。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 29. OPERATING LEASE COMMITMENTS

At the end of the reporting period, the Group was committed to make the following future minimum lease payments under non-cancellable operating leases which fall due as follows:

		2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
<b>Office equipment and motor vehicles</b>	<b>辦公室設備及汽車</b>		
Within one year	一年之內	0.7	0.7
In the second to fifth year inclusive	二至五年內(包括首尾兩年)	0.8	1.1
		<b>1.5</b>	<b>1.8</b>
<b>Rented premises</b>	<b>租賃物業</b>		
Within one year	一年之內	19.9	30.6
In the second to fifth year inclusive	二至五年內(包括首尾兩年)	28.6	29.5
After five years	五年後	6.8	9.0
		<b>55.3</b>	<b>69.1</b>

Operating leases relate to office equipment, motor vehicles and rented premises with lease terms of between 2 to 10 years. The Group does not have an option to purchase the leased asset at the expiry of the lease period.

Certain retail outlets include payment obligations with rentals varied with gross revenue. The additional rental payable (contingent rents) is determined generally by applying pre-determined percentages to future sales less the basic rentals of the respective leases.

## 29. 經營租約安排

於結算日，本集團根據不可撤銷之經營租約未來最低租約付款承擔如下：

經營租約乃關於辦公室設備、汽車及租賃物業之租約，租約期為兩至十年。本集團於租約期滿後無權購買租賃資產。

若干零售經銷店之付款承擔乃為租金隨總收入變動，額外應付租金(或有租金)一般應用以未來銷售額之既定百分比扣除個別租約的基本租金後釐定。

## 30. CAPITAL COMMITMENTS

Capital expenditure in respect of acquisition of property, plant and equipment	有關購買物業、機器及設備之資本開支		
– contracted for but not provided in the consolidated financial statements	– 已訂約但尚未於綜合財務報表作出撥備	0.5	1.9

## 30. 資本承擔

		2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
		<b>0.5</b>	<b>1.9</b>

### 31. RETIREMENT BENEFITS SCHEMES

The Group principally operates defined contribution retirement schemes for all qualifying employees, including directors. The assets of the schemes are held separately from those of the Group in funds under the control of independent trustees.

The retirement scheme cost represents contributions payable to the funds by the Group at rates specified in the rules of the schemes. Where there are employees who leave the schemes prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions.

The Group operates a Mandatory Provident Fund Scheme (the "MPF" Scheme) for all qualifying employees in Hong Kong. All qualifying employees are required to participate in the MPF Scheme. Mandatory benefits are being provided under the MPF Scheme.

The employees of the Company's PRC subsidiaries are members of the state-managed retirement benefits scheme operated by the PRC government. The Company's PRC subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the required contributions under the scheme.

### 32. RELATED PARTY TRANSACTIONS/BALANCES

#### Compensation of key management personnel

The remuneration of key management during the year was as follows:

		2010 HK\$'M 港幣百萬元	2009 HK\$'M 港幣百萬元
Short-term benefits	短期福利	13.2	15.1
Post-employment benefits	離職後福利	0.4	0.5
		<b>13.6</b>	15.6

The remuneration of key management is determined by the remuneration committee having regard to the performance of individuals and market trends.

### 31. 退休保障計劃

本集團主要為全體合資格僱員(包括董事)設立定額供款退休保障計劃。該計劃之資產與本集團之資產分開持有，並由獨立信託人以基金形式監管。

退休保障計劃費用指本集團根據計劃條款中列明之比率向基金撥支之供款。若僱員在可獲得全數供款前即退出該計劃，則被沒收之僱主供款將用以減低本集團日後應付之供款額。

本集團為香港全體合資格僱員設立強制性公積金計劃(「強積金計劃」)。所有合資格僱員均須參加強積金計劃，其強制性福利根據強積金計劃提供。

本公司中國附屬公司之僱員為中國政府管理之國家管理退休保障計劃成員。本公司之中國附屬公司須向退休保障計劃提供工資之一定百分比以支持基金運作。本集團就退休保障計劃之僅有責任為根據計劃作出所須供款。

### 32. 關連人士交易

#### 主要管理人員酬金

本年度之主要管理人員酬金如下：

主要管理人員之酬金由薪酬委員會按個別人士之表現及市場薪酬水平釐定。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

### 33. PRINCIPAL SUBSIDIARIES

Details of the Company's principal subsidiaries, all of which are indirectly wholly-owned by the Company except for those subsidiaries within the LCD consumer electronic products business division which are 72% (2009: 66%) indirectly owned by the Company, at March 31, 2010 and 2009 are as follows:

### 33. 主要附屬公司

本公司各主要附屬公司(除液晶體顯示電子消費產品業務部門旗下分公司·本公司間接持有72%(二零零九年:66%)外·均為本公司間接全資擁有)於二零一零年及二零零九年三月三十一日之詳情如下:

Name of subsidiary 附屬公司名稱	2010		2009		Principal activities 主要業務
	Place of incorporation/ establishment 註冊成立/ 成立地點	Nominal value of issued ordinary share/ registered capital 已發行 普通股股份面值/ 註冊資本	Place of incorporation/ establishment 註冊成立/ 成立地點	Nominal value of issued ordinary share/ registered capital 已發行 普通股股份面值/ 註冊資本	
<b>LCD consumer electronic products business</b> 液晶體顯示電子消費產品業務					
IDT Holdings (Singapore) Limited *	Singapore 新加坡	S\$35,122,525 新加坡幣35,122,525	Singapore 新加坡	S\$35,122,525 新加坡幣35,122,525	Investment holding 投資控股
Exact-Time Company Limited  香港利威電業有限公司	Hong Kong  香港	HK\$2  港幣2元	Hong Kong  香港	HK\$2  港幣2元	Manufacture of consumer electronic products and plastic parts and provision of surface mount technology assembly services 製造電子消費產品及塑膠部件及提供表面接合技術服務
Cheer Win Electronics (Shenzhen) Co. Ltd. (Note 2) 展科電子(深圳)有限公司(附註2)	PRC 中國	US\$420,000 420,000美元	PRC 中國	US\$420,000 420,000美元	Manufacture and sales of consumer electronic products 產銷電子消費產品
Huger Electronics GmbH	Germany 德國	DM3,500,000 3,500,000馬克	Germany 德國	DM3,500,000 (Notes 1 & 3) 3,500,000馬克 (附註1及3)	Marketing and distribution of consumer electronic products 推廣及分銷電子消費產品
IDT Technology Limited  萬威科研有限公司	Hong Kong  香港	HK\$2  港幣2元	Hong Kong  香港	HK\$2  港幣2元	Trading of consumer electronic products 經銷電子消費產品
Rich Win Electronics Limited  利興電業有限公司	Hong Kong  香港	HK\$2  港幣2元	Hong Kong  香港	HK\$2  港幣2元	Trading of consumer electronic products 經銷電子消費產品

\* The Company is listed in Singapore.

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 33. PRINCIPAL SUBSIDIARIES (continued)

## 33. 主要附屬公司(續)

Name of subsidiary 附屬公司名稱	2010		2009		Principal activities 主要業務
	Place of incorporation/ establishment 註冊成立/ 成立地點	Nominal value of issued ordinary share/ registered capital 已發行 普通股份面值/ 註冊資本	Place of incorporation/ establishment 註冊成立/ 成立地點	Nominal value of issued ordinary share/ registered capital 已發行 普通股份面值/ 註冊資本	
<b>Digital media products business</b> 數碼媒體產品業務					
King Win Electronics Limited 金威電業有限公司	Hong Kong 香港	HK\$20 港幣20元	Hong Kong 香港	HK\$20 港幣20元	Manufacture of consumer electronic products 製造電子消費產品
IDT Data System Limited 萬威電子文儀有限公司	Hong Kong 香港	HK\$2 港幣2元	Hong Kong 香港	HK\$2 港幣2元	Trading of consumer electronic products 經銷電子消費產品
IDT Sonicvision Limited 萬威影音科技有限公司	Hong Kong 香港	HK\$100 港幣100元	Hong Kong 香港	HK\$100 港幣100元	Trading of consumer electronic products 經銷電子消費產品
<b>Electronic learning products business</b> 電子教學產品業務					
Ming Win Electronics Limited 明威電業有限公司	Hong Kong 香港	HK\$2 港幣2元	Hong Kong 香港	HK\$2 港幣2元	Manufacture of consumer electronic products 製造電子消費產品
IDT Electronic Products Limited 萬威電子工業有限公司	Hong Kong 香港	HK\$2 港幣2元	Hong Kong 香港	HK\$2 港幣2元	Trading of consumer electronic products 經銷電子消費產品
<b>Telecommunication products business</b> 電訊產品業務					
Auto System Technology Limited 訊威科技有限公司	Hong Kong 香港	HK\$20 港幣20元	Hong Kong 香港	HK\$20 港幣20元	Manufacture of consumer electronic products 製造電子消費產品
Integrated Display Technology Telecommunications (Shenzhen) Co., Ltd. (Note 2) 萬威電訊(深圳)有限公司(附註2)	PRC 中國	RMB11,000,000 人民幣11,000,000元	PRC 中國	RMB11,000,000 人民幣11,000,000元	Manufacture and sales of telecommunication products 產銷電訊產品

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 33. PRINCIPAL SUBSIDIARIES (continued)

## 33. 主要附屬公司(續)

Name of subsidiary 附屬公司名稱	2010		2009		Principal activities 主要業務
	Place of incorporation/ establishment 註冊成立/ 成立地點	Nominal value of issued ordinary share/ registered capital 已發行 普通股份面值/ 註冊資本	Place of incorporation/ establishment 註冊成立/ 成立地點	Nominal value of issued ordinary share/ registered capital 已發行 普通股份面值/ 註冊資本	
<b>Telecommunication products business (continued)</b> 電訊產品業務(續)					
Super Win Electronics Limited 訊威電業有限公司	Hong Kong 香港	HK\$2 港幣2元	Hong Kong 香港	HK\$2 港幣2元	Manufacture of telecommunication products 製造電訊產品
IDT Communication Technology Limited 萬威通訊科技有限公司	Hong Kong 香港	HK\$2 港幣2元	Hong Kong 香港	HK\$2 港幣2元	Trading of telecommunication products 經銷電訊產品
Tekom Industries Limited 德金(電訊)工業有限公司	Hong Kong 香港	HK\$10,000 港幣10,000元	Hong Kong 香港	HK\$10,000 港幣10,000元	Trading of telecommunication products 經銷電訊產品
<b>Sales and distribution business</b> 銷售及分銷業務					
Oregon Scientific Asia Pacific Limited 歐西亞(亞太)有限公司	Hong Kong 香港	HK\$2 港幣2元	Hong Kong 香港	HK\$2 港幣2元	Marketing and distribution of consumer electronic products 推廣及分銷電子消費產品
Oregon Scientific Australia Pty Limited	Australia 澳洲	A\$6,010,000 6,010,000澳元	Australia 澳洲	A\$6,010,000 6,010,000澳元	Marketing and distribution of consumer electronic products 推廣及分銷電子消費產品
Oregon Scientific Brasil Ltda	Brazil 巴西	BRL11,332,974 11,332,974雷亞爾	Brazil 巴西	BRL11,332,974 11,332,974雷亞爾	Marketing and distribution of consumer electronic products 推廣及分銷電子消費產品
Oregon Scientific (Deutschland) GmbH	Germany 德國	DM2,550,000 2,550,000馬克	Germany 德國	DM2,550,000 2,550,000馬克	Marketing and distribution consumer electronic products 推廣及分銷電子消費產品
Oregon Scientific France S.A.R.L.	France 法國	EUR3,500,000 3,500,000歐羅	France 法國	EUR3,500,000 3,500,000歐羅	Marketing and distribution of consumer electronic products 推廣及分銷電子消費產品

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 33. PRINCIPAL SUBSIDIARIES (continued)

## 33. 主要附屬公司(續)

Name of subsidiary 附屬公司名稱	2010		2009		Principal activities 主要業務
	Place of incorporation/ establishment 註冊成立/ 成立地點	Nominal value of issued ordinary share/ registered capital 已發行 普通股份面值/ 註冊資本	Place of incorporation/ establishment 註冊成立/ 成立地點	Nominal value of issued ordinary share/ registered capital 已發行 普通股份面值/ 註冊資本	
<b>Sales and distribution business (continued)</b> 銷售及分銷業務(續)					
Oregon Scientific Global Distribution Limited 歐西亞環球有限公司	<b>Hong Kong</b> 香港	<b>HK\$2</b> 港幣2元	Hong Kong 香港	HK\$2 港幣2元	Marketing and distribution of consumer electronic products 推廣及分銷電子消費產品
Oregon Scientific Hong Kong Limited 歐西亞香港有限公司	<b>Hong Kong</b> 香港	<b>HK\$500,000</b> 港幣500,000元	Hong Kong 香港	HK\$500,000 港幣500,000元	Marketing and distribution of consumer electronic products 推廣及分銷電子消費產品
Oregon Scientific Ibérica, S.A.	<b>Spain</b> 西班牙	<b>EUR300,000</b> 300,000歐羅	Spain 西班牙	EUR300,000 300,000歐羅	Marketing and distribution of consumer electronic products 推廣及分銷電子消費產品
Oregon Scientific Italia S.p.A.	<b>Italy</b> 意大利	<b>EUR2,156,000</b> 2,156,000歐羅	Italy 意大利	EUR2,156,000 2,156,000歐羅	Marketing and distribution of consumer electronic products 推廣及分銷電子消費產品
Oregon Scientific South East Asia Pte. Limited	<b>Singapore</b> 新加坡	<b>S\$100,000</b> 新加坡幣100,000元	Singapore 新加坡	S\$100,000 新加坡幣100,000元	Marketing and distribution of consumer electronic products 推廣及分銷電子消費產品
Oregon Scientific (U.K.) Limited	<b>United Kingdom</b> 英國	<b>GBP2,400,002</b> 2,400,002英鎊	United Kingdom 英國	GBP2,400,002 2,400,002英鎊	Marketing and distribution of consumer electronic products 推廣及分銷電子消費產品
Oregon Scientific, Inc.	<b>United States of America</b> 美國	<b>US\$2,060,000</b> 2,060,000美元	United States of America 美國	US\$2,060,000 2,060,000美元	Marketing and distribution of consumer electronic products 推廣及分銷電子消費產品
Oregon Scientific Enterprise (Shanghai) Company Limited (Note 2) 歐西亞貿易(上海)有限公司(附註2)	<b>PRC</b> 中國	<b>US\$2,440,000</b> 2,440,000美元	PRC 中國	US\$2,440,000 2,440,000美元	Marketing and distribution of consumer electronic products 推廣及分銷電子消費產品
Oregon Scientific Trading (Beijing) Company Limited (Note 2) 歐西亞商貿(北京)有限公司(附註2)	<b>PRC</b> 中國	<b>US\$900,000</b> 900,000美元	PRC 中國	US\$900,000 900,000美元	Marketing and distribution of consumer electronic products 推廣及分銷電子消費產品

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

## 33. PRINCIPAL SUBSIDIARIES (continued)

## 33. 主要附屬公司(續)

Name of subsidiary 附屬公司名稱	2010		2009		Principal activities 主要業務
	Place of incorporation/ establishment 註冊成立/ 成立地點	Nominal value of issued ordinary share/ registered capital 已發行 普通股份面值/ 註冊資本	Place of incorporation/ establishment 註冊成立/ 成立地點	Nominal value of issued ordinary share/ registered capital 已發行 普通股份面值/ 註冊資本	
<b>Sales and distribution business (continued)</b> 銷售及分銷業務(續)					
IDT (Japan) Limited	Japan 日本	JPY30,000,000 30,000,000日圓	Japan 日本	JPY30,000,000 30,000,000日圓	Trading of consumer electronic products 經銷電子消費產品
IPM Concepts Limited	Hong Kong 香港	HK\$2 港幣2元	Hong Kong 香港	HK\$2 港幣2元	Trading of consumer electronic products 經銷電子消費產品
<b>Corporate 公司業務</b>					
Integrated Display Technology Limited 萬威科技有限公司	Hong Kong 香港	HK\$6,000,000 港幣6,000,000元	Hong Kong 香港	HK\$6,000,000 港幣6,000,000元	Provision of group administrative services 提供集團行政服務
IDT Electronic Technology (Shenzhen) Company Limited (Note 2) 萬威電子科技(深圳)有限公司(附註2)	PRC 中國	USD6,300,000 6,300,000美元	PRC 中國	USD6,300,000 6,300,000美元	Provision of group research and development services 提供集團研究及開發服務
IDT Technology Development (Shenzhen) Company Limited (Note 2) 萬威科技開發(深圳)有限公司(附註2)	PRC 中國	US\$420,000 420,000美元	PRC 中國	US\$420,000 420,000美元	Provision of group research and development services 提供集團研究及開發服務

Note 1: Huger Electronics GmbH has paid-up surplus of DM1,800,000 in addition to the issued share capital of DM3,500,000.

附註1: 除已發行股本3,500,000馬克外, Huger Electronics GmbH擁有繳入盈餘1,800,000馬克。

Note 2: These are wholly foreign owned enterprises established in the PRC.

附註2: 於中國成立之全外資企業。

Note 3: Huger Electronic GmbH has carried out a capital reduction of its issued share capital from DM3,500,000 to Euro25,000 on April 30, 2008.

附註3: Huger Electronic GmbH於二零零八年四月三十日進行股本削減, 據此其已發行股本由3,500,000馬克削減至25,000歐羅。

For the year ended March 31, 2010 截至二零一零年三月三十一日止年度

### 33. PRINCIPAL SUBSIDIARIES (continued)

Except for Exact-Time Company Limited, King Win Electronics Limited, Ming Win Electronics Limited and Super Win Electronics Limited which operate in the PRC and the investment holding companies which have no definite place of operation, all of the above subsidiaries operate principally in their respective place of incorporation/establishment.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affect the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries had any debt securities outstanding at the end of the reporting period, or at any time during the year.

### 33. 主要附屬公司(續)

除香港利威電業有限公司、金威電業有限公司、明威電業有限公司及訊威電業有限公司在中國經營以及投資控股公司沒有特定經營地點外，上述各主要附屬公司均主要在其註冊成立／成立地點經營。

上表只列出董事會認為對本集團業績或資產值有重要影響之附屬公司。董事會認為詳細列明其他附屬公司之資料將過於冗長。

於年結日或本年度任何時間內，各附屬公司均無任何尚未償還之債務證券。

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IDT INTERNATIONAL LIMITED 萬威國際有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock code 股份代號: 167)