



四洲集團有限公司

Four Seas Mercantile Holdings Limited

Stock Code 股份代號 : 374



Annual Report
2010 年報

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BOARD OF DIRECTORS

Executive Directors

TAI Tak Fung, Stephen (*Chairman*)
WU Mei Yung, Quinly (*Managing Director*)
MAN Wing Cheung, Ellis
YIP Wai Keung
WU Wing Biu
NAM Chi Ming, Gibson (*appointed on 1 April 2010*)

Independent non-executive Directors

LEUNG Mei Han
CHAN Yuk Sang, Peter
Hiroshi ZAIZEN

COMPANY SECRETARY

NAM Chi Ming, Gibson

AUDITORS

Ernst & Young

PLACE OF INCORPORATION

Cayman Islands

PRINCIPAL SHARE REGISTRARS AND TRANSFER OFFICE

Caledonian Bank & Trust Limited
Caledonian House
69 Dr. Roy's Drive
P.O. Box 1043 KY1-1102
George Town
Grand Cayman
Cayman Islands

董事會

執行董事

戴德豐 (*主席*)
胡美容 (*董事總經理*)
文永祥
葉偉強
胡永標
藍志明 (*於二零一零年四月一日獲委任*)

獨立非執行董事

梁美嫻
陳玉生
財前宏

公司秘書

藍志明

核數師

安永會計師事務所

註冊成立地點

開曼群島

主要股份過戶登記處

Caledonian Bank & Trust Limited
Caledonian House
69 Dr. Roy's Drive
P.O. Box 1043 KY1-1102
George Town
Grand Cayman
Cayman Islands

HONG KONG BRANCH SHARE REGISTRARS AND TRANSFER OFFICE

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

REGISTERED OFFICE

Caledonian House
69 Dr. Roy's Drive
P.O. Box 1043 KY1-1102
George Town
Grand Cayman
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Four Seas Group Building
No. 1 Hong Ting Road
Sai Kung
Hong Kong

PRINCIPAL BANKERS

The Bank of Tokyo-Mitsubishi UFJ, Limited
Sumitomo Mitsui Banking Corporation
Mizuho Corporate Bank, Limited
China Construction Bank Corporation
Bank of China (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited
Credit Agricole Corporate and Investment Bank
Standard Chartered Bank (Hong Kong) Limited
Hang Seng Bank Limited
The Bank of East Asia, Limited

WEBSITE

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

香港股份過戶登記分處

卓佳登捷時有限公司
香港灣仔
皇后大道東28號
金鐘匯中心26樓

註冊辦事處

Caledonian House
69 Dr. Roy's Drive
P.O. Box 1043 KY1-1102
George Town
Grand Cayman
Cayman Islands

香港主要營業地點

香港
西貢
康定路1號
四洲集團大廈

主要往來銀行

三菱東京UFJ銀行有限公司
日本三井住友銀行有限公司
瑞穗實業銀行有限公司
中國建設銀行股份有限公司
中國銀行(香港)有限公司
香港上海滙豐銀行有限公司
東方匯理銀行
渣打銀行(香港)有限公司
恒生銀行有限公司
東亞銀行有限公司

網址

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



Dr. TAI Tak Fung, Stephen, GBS, JP, *Chairman*
戴德豐博士 GBS 太平紳士 主席

RESULTS

I, on behalf of the board of directors, announce that the turnover of the Group for the financial year ended 31 March 2010 was HK\$2,347,582,000 (2009: HK\$2,290,626,000). The net profit attributable to equity holders of the Company amounted to HK\$86,440,000 (2009: HK\$105,048,000).

DIVIDEND

The board of directors has recommended the payment of a final dividend of HK5.0 cents (2009: HK5.0 cents) per share in respect of the financial year ended 31 March 2010. Subject to shareholders' approval at the annual general meeting to be held on 2 September 2010, the final dividend will be payable on 22 September 2010. Together with the interim dividend of HK2.0 cents per share, the total distribution for the financial year ended 31 March 2010 is HK7.0 cents (2009: HK7.0 cents).

業績

本人謹代表董事會宣佈，截至二零一零年三月三十一日止財政年度，集團營業額錄得2,347,582,000港元（二零零九年：2,290,626,000港元）。本公司權益所有者應佔溢利為86,440,000港元（二零零九年：105,048,000港元）。

股息

董事會現建議截至二零一零年三月三十一日止財政年度派發末期股息每股5.0港仙（二零零九年：5.0港仙），待股東於二零一零年九月二日舉行之股東大會上批准後，末期股息將於二零一零年九月二十二日派發。連同已派發之中期股息每股2.0港仙，截至二零一零年三月三十一日止財政年度之股息總額為每股7.0港仙（二零零九年：7.0港仙）。



BUSINESS REVIEW

For the year under review, the Group maintained a steady sales growth. The sales derived from Hong Kong segment reached HK\$1,553,981,000, representing an increase of 4% over the same period of last year, and accounted for approximately 66% of the Group's total sales. The sales in Mainland China was HK\$793,601,000, an amount similar to the same period of last year and accounted for approximately 34% of the Group's total sales. Benefiting from the effective cost control, proactive broadening of product range and development of market opportunities, the Group's overall segmental result achieved a solid growth compared to the same period of last year. The segmental result of Hong Kong was still affected by the unfavourable movement of the exchange rate of Japanese Yen which in turn increased the purchasing costs. However, the stable production costs coupled with enhanced production efficiency, the segmental result of Mainland China was significantly improved.

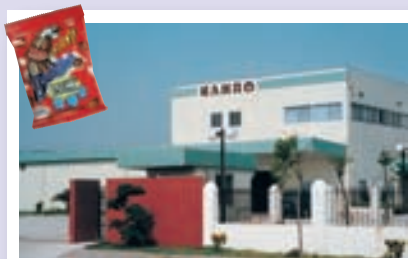
業務回顧

年內，集團整體營業額錄得穩定增長。香港之地區營業額為1,553,981,000港元，比去年同期增長4%，佔總營業額約66%；國內之地區營業額為793,601,000港元，與去年同期相若，相應佔總營業額約34%。受惠於有效成本控制得宜，積極擴闊產品及市場領域，集團整體地區業績較去年有所增長。香港之地區業績，仍因日圓貨幣匯率波動，令採購成本上升，而受到一定影響。由於國內生產原料價格漸趨穩定及有效提升生產效能，使國內之地區業績有顯著改善。

Chairman's Statement 主席報告



The Calbee Four Seas Factory in Tseung Kwan O
將軍澳卡樂B四洲廠房



Kanro Four Seas Foods (Shantou) Co., Ltd.
甘樂四洲食品(汕頭)有限公司



Four Seas (Suzhou) Food Co., Ltd.
四洲(蘇州)食品有限公司



Li Fook (Qingdao) Foods Co., Ltd.
利福(青島)食品有限公司



Tsun Fat (Huizhou) Biscuit Factory Ltd.
駿發(惠州)餅乾廠有限公司



Nico Four Seas (Shantou) Co., Ltd.
你口四洲(汕頭)有限公司

Food Distribution

Moving towards its 39th anniversary of establishment, Four Seas Group is a unique food enterprise with its own characteristics. Since then, food distribution has all along been the Group's core business of distributing famous and high quality food products from more than thirty countries all over the world. Four Seas Group has commanded a dominant position in the food industry in Hong Kong through its extensive distribution network, on-going brand name developments as well as its reliable corporate strengths and renowned reputation.

"Calbee", one of the brands distributed by the Group, was awarded "2009 7-Eleven Top Brands Campaign Award", "Yahoo! Emotive Brand Award 2009-2010" by one of the world-largest internet search engines, Yahoo Hong Kong, and "The 10th Favourite Brands Award" by Wellcome Supermarket, in recognition of the Group's outstanding sales strategy. During the year, the Group was once again accredited with "Prime Awards for Corporate Social Responsibility" and "Caring Company Award" for eight consecutive years, recognising its commitment to community services and corporate social responsibility, as well as its successful marketing strategies.

食品代理

四洲集團乃一家甚具特色之食品企業，集團今年邁進39週年。自成立以來，食品代理業務為集團之核心業務，代理來自世界各地逾三十多個國家之名牌食品，建立龐大之分銷網絡，積極開拓品牌，創造價值，良好穩固之根基及昭著商譽，為香港食品界之翹楚。

代理之「卡樂B」品牌榮獲「7-Eleven」便利店頒發《2009年最喜愛便利店品牌大獎》及獲大型搜查網絡「雅虎香港」頒發《Yahoo!感情品牌大獎2009-2010》；同時，亦獲「惠康超級市場」頒發《十大超市名牌》，足見營銷策略有出色的表現。年內，四洲集團獲嘉許為第四屆《盛世優秀社責大獎》及連續八年為《商界展關懷》企業，實踐企業社會責任，推動關懷社區文化，亦見證集團在市務推廣方面的佳績。

Food Manufacturing

Food manufacturing brings another rewarding business platform to the success of the Group. With 20 manufacturing plants in both Mainland China and Hong Kong, the Group is able to produce a wide range of specialty food products, including seaweed, candies, snacks and confectioneries, peanuts, potato chips, instant noodles, ice-cream, biscuits, cake, chestnuts, ham, sausages, frozen dim sums, and beverages. Riding on the advancement in production capacity, Four Seas (Suzhou) Food Co., Ltd, a manufacturing plant of the Group located in Suzhou, Mainland China, is committed to exploring the beverage market by developing a series of refreshment drinks and fruit juices including Tsubu Tsubu orange drinks, coffee, milk tea, lemon tea, green tea, Oolong tea, which has enhanced the Group's competitiveness and became another growth driver in the beverage market.

Over the years, the Group achieved a remarkable performance and received accreditations for its quality control, including "Creditable-Quality Food Products in Nation", "Creditable-Quality Enterprises", "Hong Kong Q-Mark Product Scheme Certification", "Fresh Check Food Safety Certificate Grade A Award", "China Food Industry Outstanding Contribution Award", "China Independent Innovation and Brand Building Award", the honorary certificates of "Model Enterprise of Food Safety 2009", and the certificates of ISO 9001 and ISO 22000.

食品製造

食品製造為集團帶來另一豐碩，中港兩地擁有二十間生產廠房，生產一系列特色食品，包括紫菜、糖果、膨化小食、花生、薯片、即食麵、雪糕、餅乾、蛋糕、栗子、火腿、香腸、冷凍點心及飲料等。集團並致力發展一系列清怡飲品及果汁，旗下位於中國蘇州之「四洲(蘇州)食品有限公司」將不斷提升產能及營運效益，擴展其飲品系列，包括粒粒橙汁、咖啡、奶茶、檸檬茶、綠茶、烏龍茶，為未來集團在飲品市場帶來新的動力和機遇。

多年來，集團在品質管理榮獲多次嘉許，包括《全國質量信得過食品》、《質量信得過企業》、《香港Q嘜優質產品標誌證書》、《新鮮衛生檢定食品安全甲級獎狀》、《中國食品工業傑出貢獻獎》、《中國自主創新與品牌建設獎》、《2009 食品安全示範單位榮譽證書》及國際性認可之「ISO 9001」和「ISO 22000」雙系統認證。





Four Seas Tsubu Tsubu Orange Drinks and Calbee Potato Chips were honored by Wellcome Supermarket as "The Rising Star Award" and "The 10th Favourite Brands Award" respectively.
「四洲粒粒橙汁」及「卡樂B薯片」獲惠康超級市場分別頒發「最優秀新產品大獎」及「十大超市名牌」獎項

Calbee Potato Chips was awarded "2009 7-Eleven Top Brands Campaign Award".
「卡樂B薯片」獲7-Eleven便利店頒發「2009年最愛便利店品牌大獎」

Calbee received "Yahoo! Emotive Brand Award 2009-2010" by Yahoo Hong Kong.
「卡樂B」榮獲雅虎香港頒發「Yahoo!感情品牌大獎 2009-2010」

Four Seas Brand

"Four Seas" brand, a proprietary premium brand name developed by the Group, is well received by loyal consumers evidenced by increasing market shares over the years. Leveraging on preemptive marketing strategies, effective promotional campaigns, and distinctive product positioning strategy, "Four Seas" brand has been highly recognised and accredited with various awards including "Non-Stop Eating Snack of Smart Living 2008" voted by "Three Weekly", "The Hong Kong's 100 Most Influential Brands 2008" awarded by the World Brand Laboratory, and the "Best Loved Local Brand in Daily Life" by the joint-survey of Hong Kong Design Centre and The Hong Kong Polytechnic University. More recently, "Four Seas Tsubu Tsubu Orange Drinks" received "The Rising Star Award" from Wellcome Supermarket demonstrating that "Four Seas" brand is a truly indigenous local brand well received and recognised among local consumers. The TV commercials of "Four Seas Tsubu Tsubu Orange Drinks" was launched with celebrity endorsement by a popular star Mr. Richie Yam and proved to be a successful promotional campaign with noteworthy sales and received an overwhelming response from consumers.

四洲品牌

客戶對「四洲」自家品牌的忠誠度與日俱增，市場佔有率持續上升。集團憑藉敏銳的市場觸覺、有效的市場推廣策略、及鮮明的產品定位形象，使「四洲」品牌家喻戶曉，多年來獲獎無數；其中包括被「3週刊」推選為《優質生活名牌2008之食唔停口零食》、「世界品牌實驗室」頒發《2008香港100最具影響力品牌》、及由「香港設計中心」及「香港理工大學」進行調查並獲選為《日常食品中最喜愛的本地品牌》；以致近期，「四洲粒粒橙汁」獲「惠康超級市場」授予《最優秀新產品》大獎等，亦正好認同「四洲」品牌之知名度不斷提升。「四洲Tsubu Tsubu粒粒橙」電視廣告由演藝界紅星任賢齊先生擔任代言人，宣傳活動尤其成功，牽起熱潮，產品銷售成績驕人，深受消費者歡迎。



Dongguang Four Seas Meat Processing Co., Ltd was awarded the certificates of ISO 9001 and ISO 22000.
「東莞四洲肉類制品有限公司」榮獲 ISO 9001及ISO 22000雙系統認證

The Group was accredited with "Caring Company Award" for eight consecutive years.
本集團連續8年獲嘉許為「商界展關懷」企業

The Group was awarded the honorary certificate of "Model Enterprise of Food Safety 2009".
本集團榮獲「2009食品安全示範單位榮譽證書」

The Group was accredited with "Prime Awards for Corporate Social Responsibility".
本集團榮獲第四屆「盛世優秀社責大獎」

Catering Business

During the year, the performance of the Group's restaurants was satisfactory. The longstanding renowned "Panxi Restaurant", one of the largest garden-style restaurants located in Liwan District in Guangzhou, China, was voted as "The Best Loved Restaurant" in the Southern Guangdong Style Category of "Guangdong Food Carnival 2009" from Sina.com. In Hong Kong, "Kung Tak Lam Shanghai Vegetarian Cuisine" was voted as "The 2008 Emerging Service Brand" of the "Hong Kong Top Service Brand Award" competition. Another new outlet of "Kung Tak Lam" was opened in New Town Plaza in Shatin to meet the customers' demand for healthy vegetarian food. Also, "Kung Tak Lam" was bestowed with the "Gold with Distinction Award" in the Vegetarian Category of "The Best of the Best Culinary Awards 2009" from Chinese Cuisine Training Institute for its award-winning dish of "Braised Vegetarian Meatball in Casserole". "Kung Tak Lam" Causeway Bay branch was highly recommended by "Michelin Guide Hong Kong Macau 2010". "Restaurant Shiki Limited", "Osaka Ohsho" Japanese dumplings specialty restaurant, and "Shousihuang" sushi restaurant chain in Mainland China, all achieved satisfactory business performance.

餐飲業務

年內，集團旗下之多個餐飲業務亦獲得穩固的發展。位於中國廣州市荔灣區之「泮溪酒家」名茶美點深受歡迎，為中國最大之園林酒家之一；榮獲新浪網「廣東美食盛典2009」活動選為南粵風味《最受網友歡迎餐廳》。香港之「功德林上海素食」餐廳榮獲「香港服務名牌選舉」之《2008最具潛質服務名牌》，並於新界沙田區之新城市廣場增設分店，成功開拓客源；其菜式「砂窩獅子頭」榮獲中華廚藝學院頒發「2009美食之最大賞」之《素菜組至高榮譽金獎》。位於香港銅鑼灣區之「功德林上海素食」更榮獲「米芝蓮指南香港/澳門2010」推介。「四季日本料理」及「大阪王將」日式餃子專門店及國內之「壽司皇」迴轉壽司連鎖店，業務發展令人滿意。

Chairman's Statement

主席報告

Food Retailing

The Group's retail chain "Okashi Land" delivered an encouraging performance and has become a prestige retail brand for trendy snack foods in the market. With its extensive retail network in Hong Kong, "Okashi Land" is able to distribute thousands of trendy snack foods and is highly recognised among consumers. Over the years, "Okashi Land" as a renowned retail brand name received numerous accreditations, including "U! Choice University Students' Most Favourite Brand" awarded by Metro Broadcast Corporation Limited, "The 6th Hong Kong & Macau Merchants of Integrity Award" by "Guangzhou Daily", and accredited as "QTS-Merchant" of the "Quality Tourism Services Scheme" by the Hong Kong Tourism Board. All of these are demonstrating the competitive advantage and future growth momentum of Okashi Land.

PROSPECTS

Since its establishment in 1971, the Group's success has been built on its prudent financial management and stable business performance. Capitalising on its wealth of brand equity, high quality of productivity, a wide variety of product offerings, together with excellent relationship with suppliers, and commitment to providing value-added service to customers, the Group continues to consolidate and benefit from its leadership position in the food industry. The Group's management is optimistic to its future business development.

ACKNOWLEDGEMENT

On behalf of the board of directors, I would like to express my sincere gratitude to our shareholders and our business partners for their support and trust to the management team. My gratitude also extends to our staff for their loyalty and diligence in the developments of the business of the Group.

Dr. TAI Tak Fung, Stephen, GBS, JP
Chairman

Hong Kong, 16 July 2010

食品零售

集團旗下之零食專門店，「零食物語」市場拓展步伐令人滿意，取得良好業績，已成為時尚零售品牌。零食產品推陳出新，銷售網點分佈全港，深受消費者歡迎。多年以來，強大的品牌效應為「零食物語」帶來多個殊榮，獲「新城電台」頒發《U!Choice全港大學生最喜愛的零食連鎖店品牌》及榮獲「廣州日報」頒發《第六屆港澳優質誠信商號》，並同時獲「香港旅遊發展局」嘉許為《優質旅遊服務》計劃之認可商戶，展示出有效發揮其市場優勢及未來增長動力。

展望

集團自成立於一九七一年至今，一向以理財審慎，業務雄厚穩健見稱，並繼續成為集團成功的關鍵。集團憑藉其卓越之品牌價值，產品質素，廣泛食品種類及與供應商建立的良好關係，為客戶提供優質的服務，並繼續強化及鞏固食品業界的領導地位，在優勢中獲益。管理層對未來的業務前景及發展感到樂觀。

鳴謝

本人謹代表董事會，感謝各位股東及商業夥伴對管理團隊的支持和信任，也感謝全體員工盡守職責，同心協力，為推進集團業務而努力不懈。

戴德豐博士 GBS 太平紳士
主席

香港，二零一零年七月十六日

The directors present their report and the audited financial statements of the Company and of the Group for the year ended 31 March 2010.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of the principal subsidiaries and associates are set out in notes 19 and 20 to the financial statements, respectively. There were no significant changes in the nature of the Group's principal activities during the year.

RESULTS AND DIVIDENDS

The Group's profit for the year ended 31 March 2010 and the state of affairs of the Company and of the Group at that date are set out in the financial statements on pages 48 to 187.

An interim dividend of HK2.0 cents per share was paid by the Company on 20 January 2010. The directors recommend the payment of a final dividend of HK5.0 cents per share in respect of the reporting year to shareholders on the register of members on 2 September 2010. This recommendation has been incorporated in the financial statements as an allocation of retained profits within the equity section of the statement of financial position.

董事會謹提呈董事會報告以及本公司及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告。

主要業務

本公司之主要業務為投資控股。主要附屬公司及聯營公司之主要業務詳情分別載列於財務報告附註19及20。本集團之主要業務於年內概無重大變動。

業績及股息

本集團截至二零一零年三月三十一日止年度之溢利及本公司與本集團於該日之財政狀況載列於財務報告第48頁至第187頁之內。

本公司曾於二零一零年一月二十日派發中期股息每股2.0港仙。董事建議就本年度派發末期股息每股5.0港仙予二零一零年九月二日名列股東名冊之股東。此項建議已在財務報表的財務狀況表中列於權益項目下保留溢利的分配。

Report of the Directors

董事會報告

SUMMARY FINANCIAL INFORMATION

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited financial statements, is set out below:

財務資料概要

本集團過去五個財政年度之業績及資產和負債資料由已公佈及經審核的財務報告中摘取，並在下方列出：

		Year ended 31 March 截至三月三十一日止年度				
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
RESULTS	業績					
REVENUE	收入	2,347,582	2,290,626	2,096,535	1,875,515	1,747,716
PROFIT FOR THE YEAR	年度溢利	83,319	90,537	86,176	110,760	88,701
Attributable to:	應佔：					
Equity holders of the Company	本公司的權益所有者	86,440	105,048	81,172	106,419	94,561
Minority interests	少數股東權益	(3,121)	(14,511)	5,004	4,341	(5,860)
		83,319	90,537	86,176	110,760	88,701
		As at 31 March 於三月三十一日				
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2008 二零零八年 HK\$'000 港幣千元	2007 二零零七年 HK\$'000 港幣千元	2006 二零零六年 HK\$'000 港幣千元
ASSETS AND LIABILITIES	資產及負債					
TOTAL ASSETS	總資產	2,163,798	2,086,086	1,940,142	1,617,308	1,530,107
TOTAL LIABILITIES	總負債	(1,142,127)	(1,092,247)	(1,035,846)	(788,424)	(799,647)
		1,021,671	993,839	904,296	828,884	730,460

The information set out above does not form part of the audited financial statements.

此項概要並非構成已審核財務報告的一部份。

PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTY

Details of movements in the property, plant and equipment, and an investment property of the Group during the year are set out in notes 14 and 15 to the financial statements, respectively. Further details of the Group's investment property are set out on page 188.

SHARE CAPITAL

Details of movements in the Company's share capital during the year are set out in note 30 to the financial statements.

PRE-EMPTIVE RIGHTS

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

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 32(b) to the financial statements and in the consolidated statement of changes in equity, respectively.

DISTRIBUTABLE RESERVES

At 31 March 2010, the Company's reserves available for cash distribution and/or distribution in specie amounted to HK\$294,636,000, of which HK\$19,537,000 has been proposed as a final dividend for the year.

BORROWINGS

Details of the Group's bank borrowings as at the end of the reporting period are set out in note 28 to the financial statements.

物業、廠房及設備及投資物業

本集團物業、廠房及設備及投資物業於年內之變動詳情分別載列於財務報告附註14及15。本集團投資物業之詳情載列於第188頁。

股本

本公司股本變動之詳情載於財務報表附註30。

優先購股權

本公司之公司章程細則或開曼群島之法例，並無規定本公司必須向其現有股東按持股比例發行新股份之優先購買權。

儲備

於本年度內，本公司及本集團儲備之變動詳情分別載於財務報告附註32(b)及綜合權益變動表。

可供分派儲備

於二零一零年三月三十一日，本公司可供以現金分派及／或實物分派之儲備為294,636,000港元，其中19,537,000港元已建議作為本年度的末期股息。

借款

本集團於報告期末之借款詳情載列於財務報告附註28。

Report of the Directors

董事會報告

DIRECTORS

The directors of the Company during the year were:

Executive directors:

TAI Tak Fung, Stephen (*Chairman*)
WU Mei Yung, Quinly (*Managing Director*)
MAN Wing Cheung, Ellis
YIP Wai Keung
WU Wing Biu

Independent non-executive directors:

LEUNG Mei Han
CHAN Yuk Sang, Peter
Hiroshi ZAIZEN

Subsequent to the end of the reporting period, on 1 April 2010, Mr. Nam Chi Ming, Gibson, was appointed as an executive director of the Company.

In accordance with article 119 of the Company's articles of association, Mr. Man Wing Cheung, Ellis, Mr. Wu Wing Biu and Ms. Leung Mei Han will retire and being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

In accordance with article 101 of the Company's articles of association, Mr. Nam Chi Ming, Gibson will retire and being eligible, will offer himself for re-election at the forthcoming annual general meeting.

The Company has received annual confirmations of independence from Ms. Leung Mei Han, Mr. Chan Yuk Sang, Peter and Mr. Hiroshi Zaizen pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules") and still considers them to be independent.

董事

年內，本公司之董事芳名如下：

執行董事：

戴德豐 (*主席*)
胡美容 (*董事總經理*)
文永祥
葉偉強
胡永標

獨立非執行董事：

梁美嫻
陳玉生
財前宏

於報告期末之後，在二零一零年四月一日，藍志明先生獲委任為本公司之執行董事。

根據本公司之組織章程細則第119條，文永祥先生、胡永標先生及梁美嫻女士將告退，惟願於即將舉行之股東週年大會上膺選連任。

根據本公司之組織章程細則第101條，藍志明先生將告退，惟願於即將舉行之股東週年大會上膺選連任。

本公司已收到梁美嫻女士、陳玉生先生及財前宏先生就其獨立性作出的年度確認函，而本公司認為彼等均屬獨立人士，乃按照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條所訂定。

DIRECTORS' SERVICE CONTRACTS

None of the directors who is proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

DIRECTORS' REMUNERATION

The directors' remuneration is determined by the Company's board of directors with reference to directors' duties, responsibilities and performance and the results of the Group, and the remuneration committee of the Group. Details of remuneration of the directors are set out in note 8 to the financial statements. Particulars of the duties and responsibilities of the remuneration committee are set out in "Corporate Governance Report" of this annual report.

DIRECTORS' INTERESTS IN CONTRACTS

No director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 March 2010, the interests and short positions of the directors and chief executive of the Company in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 of the Listing Rules were as follows:

董事服務合約

本公司並無與將於股東週年大會上擬重選連任之董事訂立任何不可於一年內終止而無須賠償(法定賠償除外)之服務合約。

董事酬金

董事酬金乃由本公司董事會根據各董事之職務、責任、表現及集團之業績，以及本集團薪酬委員會確定。董事之酬金載於財務報告附註8。薪酬委員會之職責及責任的詳細資料載於本年報「企業管治報告」內。

董事於合約之權益

於年度內，各董事概無於本公司或其任何附屬公司所訂立之任何重大合約中直接或間接擁有實益權益。

董事及最高行政人員於本公司或任何相聯法團股份及相關股份之權益及／或淡倉

於二零一零年三月三十一日，本公司董事及最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份及相關股份中，擁有本公司根據證券及期貨條例第352條所存置之登記冊所記錄，或根據上市規則附錄10所載之上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所之權益及淡倉如下：

Report of the Directors 董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY OR ANY ASSOCIATED CORPORATION (continued)

董事及最高行政人員於本公司或任何相聯法團股份及相關股份之權益及／或淡倉(續)

Long positions in ordinary shares of the Company:

於本公司普通股股份之好倉：

Name of director 董事名稱	Number of ordinary shares held, capacity and nature of interest 普通股之持股數目、持股形式及權益性質					Total interests 權益總計	Percentage of the Company's issued share capital 佔公司已發行股本百分比
	Directly beneficially owned 直接實益擁有	Through controlled corporation 透過控制公司權益	Beneficiary of a trust 信託受益人權益	Through controlled corporation and other interests 透過控制公司及 其他權益	Through controlled corporation and other interests 透過控制 公司及其他權益		
Tai Tak Fung, Stephen 戴德豐	–	81,250,000 ⁽ⁱ⁾	82,000,000 ⁽ⁱⁱ⁾	115,228,000 ⁽ⁱⁱⁱ⁾	278,478,000	71.27%	
Wu Mei Yung, Quinly 胡美容	–	81,250,000 ⁽ⁱ⁾	82,000,000 ⁽ⁱⁱ⁾	115,228,000 ⁽ⁱⁱⁱ⁾	278,478,000	71.27%	
Yip Wai Keung 葉偉強	680,000	–	–	–	680,000	0.17%	

Notes:

- (i) The 81,250,000 shares are owned by Special Access Limited (“SAL”), a company wholly owned by Dr. Tai Tak Fung, Stephen, and his spouse Dr. Wu Mei Yung, Quinly.
- (ii) The 82,000,000 shares are owned by Careful Guide Limited (“CGL”) whose shares are owned by a discretionary trust, the Tai Family Trust, the eligible beneficiaries of which include members of the family of Dr. Tai Tak Fung, Stephen, and his spouse Dr. Wu Mei Yung, Quinly.
- (iii) The 115,228,000 shares are owned by Capital Season Investments Limited (“CSI”). CSI is wholly-owned by Advance Finance Investments Limited (“AFI”), which is a wholly-owned subsidiary of Four Seas Food Investment Holdings Limited (“FSFH”). Accordingly, FSFH is deemed to be interested in 115,228,000 shares in the Company. FSFH is owned as to 0.07% by the Company, 2.59% by Dr. Tai Tak Fung, Stephen, 20.38% by SAL, and as to 11.91% by CGL. As Dr. Wu Mei Yung, Quinly is the spouse of Dr. Tai Tak Fung, Stephen, Dr. Wu Mei Yung, Quinly is deemed to be interested in the shares of Dr. Tai Tak Fung, Stephen, and vice versa. Therefore, Dr. Tai Tak Fung, Stephen, and his spouse Dr. Wu Mei Yung, Quinly are considered to have deemed interests in 115,228,000 shares of the Company.

附註：

- (i) 81,250,000股股份乃由Special Access Limited (「SAL」) 擁有，該公司由戴德豐博士及其妻子胡美容博士全資擁有。
- (ii) 82,000,000股股份乃由Careful Guide Limited (「CGL」) 擁有，該公司之股份由一全權信託－戴氏家族信託所擁有，其合資格受益人包括戴德豐博士及其妻子胡美容博士之家族成員。
- (iii) 115,228,000股股份乃由Capital Season Investments Limited (「CSI」) 擁有。CSI 由Advance Finance Investments Limited (「AFI」) 全資擁有，而AFI則為四洲食品投資控股有限公司(「四洲食品投資」) 之全資附屬公司。因此，四洲食品投資被視為持有本公司股份115,228,000股。四洲食品投資分別由本公司擁有0.07%，戴德豐博士擁有2.59%，SAL擁有20.38%，及CGL擁有11.91%。由於胡美容博士為戴德豐博士之妻子，胡美容博士被視為持有戴德豐博士之股份，反之亦然。因此，戴德豐博士及其妻子胡美容博士被視為持有本公司115,228,000股股份。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY OR ANY ASSOCIATED CORPORATION (continued)

All the interests stated above represent long positions in the shares of the Company. Save as disclosed above, as at 31 March 2010, none of the directors and chief executive nor any of their associates had any interests or short positions in the shares and underlying shares of the Company or any of its associated corporations required to be disclosed pursuant to the SFO.

During the year ended 31 March 2010, none of the directors and chief executive of the Company nor any of their respective spouses or minor children was granted or held options to subscribe for shares in the Company (within the meaning of Part XV of the SFO), or had exercised such rights.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouses or minor children, or were any such rights exercised by them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

董事及最高行政人員於本公司或任何相聯法團股份及相關股份之權益及／或淡倉(續)

以上所載之所有權益為於本公司股份之好倉。除上述所披露者外，於二零一零年三月三十一日，並無任何董事及最高行政人員或彼等之有聯繫者於本公司或其任何相聯法團之股份及相關股份中擁有根據證券及期貨條例須予披露之權益或淡倉。

於截至二零一零年三月三十一日止年度，並無任何本公司董事及最高行政人員或彼等各自之配偶或其未成年之子女獲授予購股權或持有購股權認購本公司之股份(定義見證券及期貨條例第XV部)，亦無行使任何該等權利。

董事購買股份或債券之權利

年內，本公司並無授予權利給董事或彼等各自之配偶或未成年之子女透過購買本公司之股份或債券而獲取利益或行使該等權利；本公司或其任何附屬公司亦無訂立任何安排以致董事購入任何其他法人團體之該等權利。

Report of the Directors

董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

The register of substantial shareholders required to be kept under Section 336 of Part XV of the SFO shows that, as at 31 March 2010, the following parties, other than the directors and chief executive of the Company as disclosed above, had notified the Company of the following substantial shareholders' interests or short positions, being 5% or more of the total issued share capital of the Company:

Name of substantial shareholder	Notes	Capacity	Long/short position	Number of ordinary shares held	Percentage of the Company's issued share capital
主要股東名稱	附註	身份	好倉／淡倉	普通股份持有數目	佔公司已發行股本百分比
SAL		Direct直接	Long好倉	81,250,000	20.79%
CGL		Direct直接	Long好倉	82,000,000	20.99%
HSBC International Trustee Limited	(i)	Deemed間接	Long好倉	82,000,000	20.99%
CSI		Direct直接	Long好倉	115,228,000	29.49%
AFI	(ii)	Deemed間接	Long好倉	115,228,000	29.49%
FSFH 四洲食品投資	(iii)	Deemed間接	Long好倉	115,228,000	29.49%

Notes:

- (i) The interest of HSBC International Trustee Limited is held as trustee via CGL for a discretionary trust, the Tai Family Trust, the eligible beneficiaries of which include members of the family of Dr. Tai Tak Fung, Stephen, and his spouse Dr. Wu Mei Yung, Quinly. These interests are also included as beneficiary of a trust of Dr. Tai Tak Fung, Stephen, and his spouse Dr. Wu Mei Yung, Quinly in the above section headed "Directors' and chief executive's interests and/or short positions in the shares and underlying shares of the Company or any associated corporation" above.
- (ii) AFI is deemed by virtue of its holding of the entire issued share capital of CSI to be interested in the shares of the Company held by CSI.
- (iii) FSFH is deemed to be interested in the shares of the Company held by CSI by virtue of its holding in the entire issued share capital of AFI, which in turn wholly owns CSI.

主要股東於本公司股份及相關股份之權益及／或淡倉

根據證券及期貨條例第XV部第336節之規定存置之主要股東登記冊顯示，於二零一零年三月三十一日，除上文所披露之本公司董事及最高行政人員外，以下人士已知會本公司下列佔本公司已發行股本總數5%或以上之主要股東權益或淡倉：

Name of substantial shareholder	Notes	Capacity	Long/short position	Number of ordinary shares held	Percentage of the Company's issued share capital
主要股東名稱	附註	身份	好倉／淡倉	普通股份持有數目	佔公司已發行股本百分比
SAL		Direct直接	Long好倉	81,250,000	20.79%
CGL		Direct直接	Long好倉	82,000,000	20.99%
HSBC International Trustee Limited	(i)	Deemed間接	Long好倉	82,000,000	20.99%
CSI		Direct直接	Long好倉	115,228,000	29.49%
AFI	(ii)	Deemed間接	Long好倉	115,228,000	29.49%
FSFH 四洲食品投資	(iii)	Deemed間接	Long好倉	115,228,000	29.49%

附註：

- (i) HSBC International Trustee Limited之權益乃透過CGL作為一全權信託之信託人擁有(戴氏家族信託)，其合資格受益人包括戴德豐博士及其妻子胡美容博士之家族成員，此權益已包括於上述「董事及最高行政人員於本公司或任何相聯法團股份及相關股份之權益及／或淡倉」分段中所披露有關戴德豐博士與其妻子胡美容博士持有之信託受益人權益。
- (ii) AFI被視為透過擁有CSI之全部已發行股份而持有CSI擁有的本公司的股份權益。
- (iii) 四洲食品投資被視為透過擁有AFI之全部已發行股份，即全權擁有CSI所持有本公司的股份權益。

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY (continued)

Save as disclosed above, to the best knowledge of the directors of the Company, as at 31 March 2010, no persons (other than the directors and chief executive of the Company, whose interests are set out in the above section headed "Directors' and chief executive's interests and/or short positions in the shares and underlying shares of the Company or any associated corporation") had registered an interest and/or short position 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.

SHARE OPTION SCHEME

The Company did not have any outstanding option at the beginning and at the end of the year. During the year, no options have been granted under the share option scheme adopted by the Company on 2 September 2002. Details of the share option scheme are set out in note 31 to the financial statements.

CONNECTED TRANSACTION

During the year, the Group had the following connected transaction, certain details of which are disclosed in compliance with the requirements of Chapter 14A of the Listing Rules.

Connected transaction

On 10 September 2009, Four Seas Enterprises (BVI) Limited, a wholly-owned subsidiary of the Company, entered into a share transfer agreement with Daisho Holdings (HK) Limited, a substantial shareholder of Sushi Pro Limited, to acquire a 50% equity interest (the "Transaction") in Sushi Pro Limited, at a cash consideration of HK\$5,600,000. Sushi Pro Limited was an indirect non-wholly-owned subsidiary of the Company prior to the completion of the Transaction. Further details of the Transaction are included in note 19 to the financial statements.

主要股東於本公司股份及相關股份之權益及／或淡倉(續)

除上述所披露者外，就本公司董事所深知，於二零一零年三月三十一日，於本公司根據證券及期貨條例第336條所設置登記冊之記錄中，並無人士(本公司董事及最高行政人員除外，彼等之權益載於上文「董事及最高行政人員於本公司或任何相聯法團股份及相關股份之權益及／或淡倉」一節)已登記於本公司股份及相關股份中擁有權益及／或淡倉。

購股權計劃

本公司於年初及年終並無任何未行使購股權。於年內，本公司並無根據二零零二年九月二日採納之購股權計劃授出購股權。購股權計劃之詳情載於財務報告附註31。

關連交易

年內，本集團曾進行下列關連交易，有關詳情已遵照上市規則第14A章之規定予以披露。

關連交易

於二零零九年九月十日，本公司之全資附屬公司Four Seas Enterprises (BVI) Limited與Daisho Holdings (HK) Limited (壽司皇有限公司之主要股東)訂立股權轉讓協議，以現金代價5,600,000港元收購壽司皇有限公司之50%股權(「該交易」)。於完成該交易前，壽司皇有限公司為本公司之間接非全資附屬公司。有關該交易之詳情載於財務報表附註19。

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT

Executive Directors

Dr. TAI Tak Fung, Stephen, GBS, JP, PhD (honoris causa), aged 62, has been an executive director of the Company since June 1993. Dr. Tai is the founder and chairman of the Group, responsible for corporate and policy planning. He holds the Visiting Professor of South China Normal University and South China Agricultural University, member of the Board of Trustees of Jinan University, Honorary Doctorate of Philosophy of Morrison University in the United States and Doctor of Philosophy in Business Administration (honoris causa) of the Southern California University for Professional Studies in the United States. He is a Standing Committee Member of the National Committee of the Chinese People's Political Consultative Conference and a Standing Committee Member of the Guangdong Provincial Committee of the Chinese People's Political Consultative Conference. Dr. Tai holds several public positions, including the president of the Hong Kong Foodstuffs Association, the president of the Hong Kong Japan Confectionery, Biscuit & Foodstuffs Association, the chairman of the Hong Kong Guangdong Chamber of Foreign Investors, the consultant of the China National Food Industry Association, Economic Adviser of Jilin City, a member of the Greater Pearl River Delta Business Council of the HKSAR, and a member of the Commission on Strategic Development of the HKSAR. He received a number of awards and accolades, including the World Outstanding Chinese Award, the 30th Food Industry Distinguished Service Award, the Award of the Ministry of Agriculture, Forestry and Fisheries of Japan for the Overseas Promotion of Japanese Food, the Outstanding Contribution Award of the China National Food Industry, the China Food Safety Annual Conference Award of Distinguished Management Entrepreneur, the Top 10 Outstanding People of Asia Management Innovation Award, the Top 10 Famous People of China Innovative Branding Award, the Social Responsibility Contribution Award, "Honourable Citizen of Shantou City", "Honourable Citizen of Guangzhou City" and "Honourable Citizen of Jilin City" in Mainland China. He is also the chairman of Four Seas Food Investment Holdings Limited ("FSFH"), a substantial shareholder of the Company and the shares of which are listed on the Main Board of the Stock Exchange, and a director of Careful Guide Limited and Special Access Limited, substantial shareholders of the Company.

董事及高級管理人員履歷簡介

執行董事

戴德豐博士，62歲，自一九九三年六月起出任為本公司執行董事。戴博士為本集團之創辦人兼主席，負責企業及政策策劃。彼除獲授香港金紫荊星章、太平紳士、華南師範大學及華南農業大學客座教授、暨南大學校董、美國摩利臣大學榮譽哲學博士、美國南加州大學榮譽工商管理博士、中國人民政治協商會議全國委員會常務委員及中國人民政治協商會議廣東省委員會常務委員外，並出任多個社會公職，包括香港食品商會會長、港日糖果餅乾食品業促進商會會長、香港廣東外商公會主席、中國食品工業協會顧問、吉林市經濟顧問、香港特別行政區大珠三角商務委員會委員及中央政策組策略發展委員會委員。彼又曾榮獲多項殊榮，包括世界傑出華人獎、日本第三十屆食品產業功勞賞、日本政府農林水產大臣獎、中國食品工業傑出貢獻獎、中國食品安全年會優秀管理企業家、亞洲管理創新十大傑出人物獎、中國自主創新與品牌建設十大風雲人物獎、社會責任貢獻獎、中國汕頭市榮譽市民、廣州市榮譽市民及吉林市榮譽市民。戴博士同時為四洲食品投資控股有限公司（「四洲食品投資」）之主席，該公司為本公司主要股東及其股份於聯交所主板上市。彼亦為Careful Guide Limited及Special Access Limited之董事，此兩間公司均為本公司之主要股東。

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT (continued)

Executive Directors (continued)

Dr. WU Mei Yung, Quinly, PhD (honoris causa), aged 57, has been an executive director of the Company since June 1993. Dr. Wu is a co-founder and the managing director of the Group, responsible for the Group's strategic planning, human resources, merchandising and purchasing policies; leading the Group's core business in congruence with its corporate development. She has more than 30 years' experience in the food and confectionery business. Dr. Wu is also a director of Careful Guide Limited and Special Access Limited, the substantial shareholders of the Company. She is the spouse of Dr. Tai Tak Fung, Stephen, the chairman and an executive director of the Company.

Mr. MAN Wing Cheung, Ellis, aged 54, has been an executive director of the Company since August 1999. Mr. Man is the finance director of the Group, responsible for corporate finance, accounting, information technology and project investments of the Group. Mr. Man has a Master of Commerce degree from the University of New South Wales in Australia. He is also a member of the CPA Australia and the Hong Kong Institute of Certified Public Accountants. He has gained extensive experience in finance and accounting from overseas multinational corporations. Mr. Man joined the Group in 1992. He is also a director of FSFH.

Mr. YIP Wai Keung, aged 60, has been an executive director of the Company since June 1993. Mr. Yip is responsible for the project development of the Group and liaising with the joint venture partners. Prior to joining the Group, Mr. Yip was responsible for marketing and promotion activities in a Japanese food company in Hong Kong. He has more than 30 years' experience in sales and marketing. Mr. Yip joined the Group in 1979. He is also a director of FSFH.

董事及高級管理人員履歷簡介 (續)

執行董事(續)

胡美容博士，57歲，榮譽工商管理博士，自一九九三年六月起出任本公司之執行董事。胡博士為本集團之共同創辦人兼董事總經理，專責制訂集團之整體業務發展及營運管理、人力資源、商品代理及採購方針、統籌及管理集團旗下公司之核心業務；規劃企業發展等。彼於食品及糖果業擁有逾30年經驗。同時亦為 Careful Guide Limited及Special Access Limited之董事。此兩間公司均為本公司之主要股東。彼為本公司主席兼執行董事戴德豐博士之配偶。

文永祥先生，54歲，自一九九九年八月起出任本公司之執行董事。文先生為本集團之財務董事，負責企業融資、會計、資訊科技及項目投資。文先生持有澳洲新南威爾斯大學之商科碩士學位，同時為澳洲會計師公會及香港會計師公會會員。彼曾於海外跨國企業服務，在財務及會計方面有廣泛之經驗。文先生於一九九二年加入本集團。彼同時亦為四洲食品投資之董事。

葉偉強先生，60歲，自一九九三年六月起出任本公司之執行董事。葉先生負責本集團之項目發展及合作公司之聯繫。加入本集團前，彼曾於一香港日本食品公司負責市場推廣，在銷售及市場推廣方面擁有超過30年經驗。彼於一九七九年加入本集團。彼同時亦為四洲食品投資之董事。

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT (continued)

Executive Directors (continued)

Mr. WU Wing Biu, aged 51, has been an executive director of the Company since June 1993. Mr. Wu is responsible for product purchasing and merchandising as well as brand name development; assisting in the establishment of close relationship with suppliers. He has more than 20 years' experience in the food and confectionery industry. Mr. Wu joined the Group in 1978. He is a brother of Dr. Wu Mei Yung, Quinly, the executive director of the Company.

Mr. NAM Chi Ming, Gibson, aged 49, has been an executive director of the company since April 2010, is responsible for managerial controls, internal audit and company secretarial affairs. He holds a Master of Business Administration degree from The Chinese University of Hong Kong. Mr. Nam is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants in the United Kingdom. He has extensive financial and managerial experience. Mr. Nam worked in the Group from 1996 to 1999, and re-joined the Group in 2001.

Independent Non-executive Directors

Ms. LEUNG Mei Han, aged 51, has been an independent non-executive director of the Company since December 1998. Ms. Leung holds a Bachelor of Commerce degree from the University of Queensland in Australia and is a fellow member of the CPA Australia. Ms. Leung has more than 20 years' experience in corporate finance and related areas. Ms. Leung is also an independent non-executive director of Bossini International Holdings Limited and Yue Da Mining Holdings Limited, both companies are listed on the Main Board of the Stock Exchange.

董事及高級管理人員履歷簡介 (續)

執行董事(續)

胡永標先生，51歲，自一九九三年六月起出任本公司之執行董事。胡先生負責集團之商品採購、產品代理及品牌發展，協助集團與海外供應商建立緊密聯繫。彼於食品及糖果業擁有超過20年經驗。彼於一九七八年加入本集團，為本公司執行董事胡美容博士之胞弟。

藍志明先生，49歲，自二零一零年四月起出任本公司之執行董事，藍先生負責集團管理、監控及公司秘書工作。彼持有香港中文大學工商管理碩士學位。藍先生為香港會計師公會會員及英國特許公認會計師公會之資深會員。彼擁有豐富之財務及管理工作經驗。彼曾於一九九六年至一九九九年在本集團服務，並於二零零一年再次加入本集團。

獨立非執行董事

梁美嫻女士，51歲，自一九九八年十二月起出任本公司之獨立非執行董事。梁女士持有澳洲昆士蘭大學商科學士學位，彼為澳洲會計師公會資深會員。彼於企業財務及有關業務擁有20多年經驗。梁女士亦為堡獅龍國際集團有限公司及悅達礦業控股有限公司之獨立非執行董事，此兩家公司均於聯交所主板上市。

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT (continued)

Independent Non-executive Directors (continued)

Mr. CHAN Yuk Sang, Peter, aged 64, has been an independent non-executive director of the Company since July 2000. Mr. Chan was the chairman of a company listed on the Stock Exchange until July 2002. He was a senior general manager of a local bank until November 1998. Mr. Chan was also a director of a listed company in Hong Kong from 1993 to 1995 and an executive director of a joint Chinese-foreign bank in Shenzhen until 1995. He has more than 30 years' experience in the banking and finance industry. Mr. Chan is currently an independent non-executive director of GOME Electrical Appliances Holding Limited and Imagi International Holdings Limited, both companies are listed on the Main Board of the Stock Exchange.

Mr. Hiroshi ZAIZEN, aged 76, has been appointed as an independent non-executive director of the Company since July 2006. He is a graduate of Waseda University. He was decorated for the Knight of the Order of the Dannebrog from The Queen of Royal Denmark. Between the years 1988 and 1991, Mr. Zaizen was the chairman and managing director of Mitsubishi Corporation (Hong Kong) Limited. He was the director of Mitsubishi Corporation, Tokyo from 1989 to 1998 and retired as executive vice president and representative director in 1998. Mr. Zaizen holds several public positions including the president of Japan-Hong Kong Business Association, Councillor of Japan/Denmark Association, a member of Executive Committee of Federation of Hong Kong Business Associations Worldwide, a member of Japan/Canada Forum and a member of Japan Hong Kong Business Committee. He has an extensive business and management experience in food industry.

Senior Management

Mr. TSE Siu Wan, aged 49, is a director and the general manager of Hong Kong Ham Holdings Limited ("HK Ham"), a wholly-owned subsidiary of the Group, responsible for the management of the Group's ham manufacturing operations. He has extensive experience in the manufacturing of ham and ham related products. Mr. Tse joined HK Ham in 1980. He is also a director of FSFH.

董事及高級管理人員履歷簡介 (續)

獨立非執行董事 (續)

陳玉生先生，64歲，自二零零零年七月起出任本公司之獨立非執行董事。陳先生曾為香港一家上市公司主席直至二零零二年七月。彼曾亦為本地銀行之高級總經理直至一九九八年十一月。一九九三年至一九九五年期間，陳先生為香港一家上市公司董事，且於一九九五年前，彼一直為深圳一家中外合資銀行之執行董事。彼於銀行及金融業擁有逾30年經驗。彼現為國美電器控股有限公司及意馬國際控股有限公司之獨立非執行董事，此兩家公司均於聯交所主板上市。

財前宏先生，76歲，於二零零六年七月獲委任為本公司之獨立非執行董事。彼畢業於早稻田大學。彼曾獲丹麥頒授Knight of the Order of the Dannebrog勳銜。自一九八八年至一九九一年間，財前先生曾出任香港三菱商事會社有限公司之主席及董事總經理，一九八九年至一九九八年期間，彼為東京三菱商事株式會社之董事，並於一九九八年退任行政副總裁及代表董事之職務。財前先生出任多個社會公職，包括日港商業協會總裁、日本／丹麥協會委員、環球香港商業協會聯盟的執行委員會成員、日本／加拿大論壇會員，以及日港商業委員會會員。彼在食品業務方面擁有廣泛經驗。

高級管理人員

謝少雲先生，49歲，為集團全資附屬機構香港火腿廠控股有限公司（「香港火腿廠」）之董事兼總經理，負責管理本集團火腿產品之生產運作。彼於火腿及有關火腿產品製造方面有豐富經驗。謝先生於一九八零年加入香港火腿廠。彼亦為四洲食品投資之董事。

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT (continued)

Senior Management (continued)

Mr. LAI Yuk Fai, Patrick, aged 55, is the director of the Group's China sales department, responsible for sales planning and activities in Mainland China. Mr. Lai has a Bachelor of Business Administration degree from The Chinese University of Hong Kong. Prior to joining the Group, he was the general manager of sales department of a multinational company. Mr. Lai joined the Group in 1998 and temporarily left in the latter part of 2007 and re-joined the Group in 2008.

Mr. TAI Chun Leung, aged 36, is a director of the Group's manufacturing operation department, responsible for the Group's snack food manufacturing operations management. Mr. Tai holds a Master of Business Administration degree from the Southern California University for Professional Studies in the United States. He has extensive experience in meat processing and snack food manufacturing operations. Mr. Tai joined the Group in 1998 and is also a director of FSFH since 2004. He is a son of Dr. Tai Tak Fung, Stephen, the chairman and an executive director of the Company.

Mr. FUNG Kwok Wing, Kenny, aged 49, is the financial controller, responsible for finance and accounting. Mr. Fung holds a Master of Business Administration degree, Master of Corporate Governance degree, Master of Finance degree and Master of Professional Accounting degree. He is also a member of various professional institutes, including the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Secretaries and Administrators and the Chartered Institute of Marketing in the United Kingdom. Mr. Fung has extensive experience in accounting and administration. He joined the Group in 1985 and temporarily left in the latter part of 2007 and re-joined the Group in 2008.

Mr. CHENG Ngai Lim, Raymond, aged 46, is the associate director of the Group's Hong Kong and Macau sales department, responsible for sales planning and management of Hong Kong and Macau markets. Mr. Cheng holds a Bachelor's degree in Science from The University of Hong Kong. Before joining the Group, he was a commercial director of a multinational corporation. Mr. Cheng joined the Group in 2008.

董事及高級管理人員履歷簡介 (續)

高級管理人員 (續)

黎煜輝先生，55歲，本集團中國營業部董事，負責國內銷售業務。彼持有香港中文大學之工商管理學士學位。在加入本集團前，彼曾為香港一家國際性跨國企業之營業部總經理。黎先生於一九九八年加入本集團，於二零零七年後期短暫離職，並於二零零八年重新加入本集團。

戴進良先生，36歲，本集團食品生產部董事，負責本集團小食之生產管理。彼持有美國南加州大學工商管理碩士學位。在肉食製造及小食方面有多年經驗。戴先生於一九九八年加入本集團，並於二零零四年成為四洲食品投資之董事，彼為本公司主席兼執行董事戴德豐博士之兒子。

馮國榮先生，49歲，本集團之財務總監，負責財務及會計工作。馮先生持有工商管理碩士、企業管治碩士、財務學碩士及專業會計碩士之學位。彼為香港會計師公會、英國特許秘書及行政人員公會及英國特許市務學會等多個專業學會之會員。彼擁有豐富之會計及行政工作經驗，於一九八五年加入本集團，於二零零七年後期短暫離職，並於二零零八年重新加入本集團。

鄭毅廉先生，46歲，本集團港澳區營業部總監，負責香港及澳門之銷售業務及管理。鄭先生持有香港大學之理學士學位，於加入本集團前，彼為一間海外跨國企業之業務總監，於二零零八年加入本集團。

PROFILES OF DIRECTORS AND SENIOR MANAGEMENT (continued)

Senior Management (continued)

Ms. LAM Mei Chi, Clara, aged 37, is the associate director of the Group's business development department, responsible for business development and China sales. Ms. Lam holds a Master of Business Administration degree from The Chinese University of Hong Kong. She gained extensive experience in merchandising and category management. Before joining the Group, she was a merchandising director of a leading chain store. Ms. Lam joined the Group in 2008.

Mr. WONG Hung Kin, aged 51, is the associate director of the merchandising and marketing department of the Group, responsible for product purchasing and marketing. Mr. Wong holds a Master of Business Administration degree from the Southern California University for Professional Studies in the United States. Prior to joining the Group, he was a senior merchandising manager of a local winery company and has over 20 years' experience in purchasing and marketing. Mr. Wong joined the Group in 1995.

Mr. HO Kwok Tong, Fred, aged 56, is the general manager of the Group's information technology department, responsible for information technology and systems development. He holds a Master of Business Administration degree from the Southern California University for Professional Studies in the United States. Mr. Ho has over 30 years' experience in the development of management information systems. He joined the Group in 1994.

Ms. TSUN Wai Chun, Alice, aged 41, is the general manager of the Group's human resources department, responsible for the Group's human resources planning and training management. Ms. Tsun holds a Master of Science degree in Human Resources Management from The Hong Kong Polytechnic University. She is also a member of The Hong Kong Institute of Human Resources Management. Before joining the Group, she gained extensive experience in human resources management from publicly-listed and multinational corporations. Ms. Tsun joined the Group in 2008.

Ms. TING Hwee Yuan, Elizabeth, aged 44, is the general manager of the Group's catering department, responsible for the Group's catering operations. Ms. Ting gained over 20 years' experience in catering business. Prior to joining the Group, she was the vice president of a renowned catering corporation. Ms. Ting joined the Group in 2008.

董事及高級管理人員履歷簡介 (續)

高級管理人員 (續)

林美芝小姐，37歲，本集團業務發展部總監，負責業務發展及中國之銷售業務。林小姐持有香港中文大學之工商管理碩士學位。彼於採購及產品類別管理擁有豐富經驗。在加入本集團前，彼為一間大型連鎖集團之採購董事，於二零零八年加入本集團。

黃鴻健先生，51歲，本集團商品兼市場部總監，負責產品採購及市場推廣。黃先生持有美國南加州大學工商管理碩士學位。在加入本集團前，彼為香港一間本地洋酒洋行之高級商品經理，並在採購及市場推廣方面擁有超過20年經驗。黃先生於一九九五年加入本集團。

何國棠先生，56歲，本集團資訊科技部總經理，負責資訊科技及系統管理。彼持有美國南加州大學工商管理碩士學位。彼於電腦資訊系統方面擁有超過30年經驗。彼於一九九四年加入本集團。

秦維珍小姐，41歲，本集團人力資源部總經理，負責人力資源策劃及培訓管理。秦小姐持有香港理工大學理學人力資源管理碩士學位，並為香港人力資源管理學會之會員。於加入本集團前，彼曾於跨國企業及上市公司任職人力資源管理工作，擁有豐富之有關經驗，於二零零八年加入本集團。

丁蔚雁小姐，44歲，本集團飲食部總經理，負責集團之餐飲業務管理及發展。丁小姐於餐飲業務方面擁有廣泛經驗。在加入本集團前，彼為一間著名飲食集團之副總裁，於二零零八年加入本集團。

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers accounted for less than 30% of the Group's total sales for the year. Purchases from the Group's five largest suppliers accounted for less than 30% of the Group's total purchases for the year.

None of the directors of the Company or any of their associates or any shareholders (which, to the best knowledge of the directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers and suppliers.

LIQUIDITY AND FINANCIAL RESOURCES

The Group generally finances its operations with internally generated cash flows and facilities granted by its principal bankers. As at 31 March 2010, the Group had banking facilities of HK\$1,467,763,000 of which 55% had been utilised. The Group had a gearing ratio of 80% as at 31 March 2010. This is expressed as the total bank borrowings to equity attributable to equity holders of the Company. Bank borrowings of the Group, denominated in Hong Kong dollars, Japanese yen and United States dollars, mainly comprise trust receipt loans and bank loans (the "Interest-Bearing Bank Borrowings") at prevailing market interest rates. The Interest-Bearing Bank Borrowings which are classified as current liabilities are repayable within one year and the Interest-Bearing Bank Borrowings in non-current liabilities are repayable in the second to third years. As at 31 March 2010, the Group held cash and cash equivalents of HK\$509,260,000. During the year, the Group placed surplus short term funds in short term currency-linked deposits and foreign currency deposits with banks and incurred a net investment gain of HK\$1,263,000. As at 31 March 2010, no short term currency-linked deposits were placed with banks. As at 31 March 2010, the Group had no significant contingent liabilities and there were no significant charges on the Group's assets during the year under review.

STAFF EMPLOYMENT

The total number of employees of the Group as at 31 March 2010 was approximately 4,000. Remuneration packages are generally structured by reference to market terms and individual qualifications. Salaries and wages are normally reviewed annually based on performance appraisals and other relevant factors.

主要客戶及供應商

於回顧年度內，本集團向五位最大客戶作出的銷售額佔本集團年度總銷售額少於30%。本集團向五位最大供應商進行之採購佔本集團年度總採購額少於30%。

本公司董事或彼等之任何關聯人或任何股東（據董事所知擁有本公司已發行股本5%以上者）概無於本集團五位最大客戶及供應商中擁有任何實益權益。

流動資金及財政資源

本集團一般以內部流動現金及主要往來銀行授出之信貸作為業務之融資。於二零一零年三月三十一日，本集團擁有銀行信貸額共1,467,763,000港元，其中55%經已動用。本集團於二零一零年三月三十一日之負債資本比率為80%，亦即銀行借款總額與本公司權益所有者應佔權益之比例。集團之銀行借款以港元、日圓及美元為結算貨幣，並主要為根據當時通行市場息率之信託收據貸款及銀行貸款（「須繳付利息之銀行貸款」）。分類為流動負債之須繳付利息之銀行貸款須於一年內償還，而分類為非流動負債之須繳付利息之銀行貸款須於第二年至第三年償還。於二零一零年三月三十一日，集團擁有之現金及現金等值項目為509,260,000港元。於年內，集團將盈餘的短期資金存放於銀行之短期貨幣掛鈎存款及外幣存款，並產生淨投資收益1,263,000港元。於二零一零年三月三十一日，並無短期貨幣掛鈎存款存放於銀行。於二零一零年三月三十一日，集團並無重大或然負債。於回顧年度內，集團並無重大資產抵押。

員工聘用

本集團於二零一零年三月三十一日之聘用員工總數約4,000人。僱員薪酬一般參考市場條款及個別資歷而釐定。薪金及工資一般按表現及其他相關因素而作每年檢討。

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the year, the Company repurchased a total of 8,820,000 shares at prices ranging from HK\$1.66 to HK\$2.95 per share on the Stock Exchange and these shares were subsequently cancelled by the Company. All the repurchased shares were cancelled upon repurchase and the issued share capital of the Company was reduced by the par value thereof.

Shares were repurchased during the year pursuant to the mandate granted by shareholders at the last annual general meeting, with a view to benefiting shareholders as a whole by enhancing the net asset value per share and earnings per share of the Group.

Details of the repurchases during the year ended 31 March 2010 are summarized as follows:-

Month of Repurchase	購回月份	Number of shares repurchased 所購回股份數目	Price per share 每股購買價		Total price paid 已付總額 HK\$ 港元
			Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
October 2009	二零零九年十月	2,488,000	1.86	1.66	4,329,040
November 2009	二零零九年十一月	1,922,000	2.06	1.84	3,697,380
December 2009	二零零九年十二月	3,066,000	2.57	2.06	6,863,480
January 2010	二零一零年一月	622,000	2.95	2.49	1,715,140
February 2010	二零一零年二月	722,000	2.63	2.55	1,895,460
		8,820,000			18,500,500

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

本公司上市證券之購買、贖回或出售

年內，本公司聯交所以介乎1.66港元至2.95港元之價格購回合共8,820,000股股份，本公司已於其後註銷該等股份。所購回之全部股份已於購回時註銷，而本公司之已發行股本已削減相應面值。

年內購回之股份乃根據上一個股東週年大會上股東授予之授權而進行，旨在藉著增加本集團之每股資產淨值及每股盈利為股東締造整體利益。

截至二零一零年三月三十一日止年度期間購回之詳情概述如下：

除上文披露者外，本公司及其任何附屬公司於年內概無購買、贖回或出售本公司任何上市證券。

Report of the Directors

董事會報告

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

CORPORATE GOVERNANCE PRACTICES

Details of the Company's corporate governance practices are set out in the "Corporate Governance Report" of this annual report.

AUDIT COMMITTEE

The Company has an audit committee which was established in compliance with Rule 3.21 of the Listing Rules, for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. The audit committee comprises the independent non-executive directors of the Company.

The summary of duties and works of the audit committee is set out in the "Corporate Governance Report" of this annual report.

AUDITORS

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

ON BEHALF OF THE BOARD

Dr. TAI Tak Fung, Stephen, GBS, JP
Chairman

Hong Kong, 16 July 2010

足夠之公眾持股量

根據本公司所得的公開資料及就董事所知，於本報告簽發日期，本公司全部已發行股本總數中最少25%由公眾人士持有。

企業管治常規

本公司之企業管治常規之詳情載於本年報「企業管治報告」內。

審核委員會

本公司之審核委員會乃按照上市規則第3.21條而設立，以審核並監督本集團之財務報告程序及內部監控。審核委員會由本公司之獨立非執行董事組成。

審核委員會之職責及工作之概要載於本年報「企業管治報告」一節。

核數師

安永會計師事務所任滿告退，惟本公司將於即將舉行之股東週年大會上提呈決議案，續聘其為本公司之核數師。

代表董事會

戴德豐博士 GBS太平紳士
主席

香港，二零一零年七月十六日

The board of directors (the “Board”) of the Company is pleased to present this Corporate Governance Report in the Group’s annual report for the year ended 31 March 2010.

The Company’s corporate governance policies and practices are applied and implemented in the manners as stated in the below Corporate Governance Report.

CORPORATE GOVERNANCE PRACTICES

The Company and the management are committed to maintain a good corporate governance with an emphasis on the principles of transparency, accountability and independence to all shareholders. The Company believes that good corporate governance is an essence for a continual growth and enhancement of shareholders’ value. Throughout the year under review, the Company has applied the principles of and complied with most of the code provisions of the Code on Corporate Governance Practices (the “CG Code”) as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”) with the exception of code provisions A.4.1 and A.4.2 of the CG Code which are explained below. The Company periodically reviews its corporate governance practices with reference to the latest development of corporate governance.

The key corporate governance principles and practices of the Company are summarised as follows:

本公司董事會（「董事會」）欣然於本集團截至二零一零年三月三十一日止年度的年報內呈報其企業管治報告。

本公司之公司管治政策及常規乃根據下文之企業管治報告所載之方式應用及實行。

企業管治常規

本公司及管理層承諾維持良好的企業管治，側重於對全體股東的透明度、問責性及獨立性的原則。本公司相信，良好企業管治對達致持續增長及提高股東回報實為重要。本公司於整個回顧年度內已採用於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14所載之企業管治常規守則（「企管守則」）之原則，並已加以遵守其中大部份條文，惟以下所述企管守則之守則條文第A.4.1條及A.4.2條除外。本公司參考企業管治之最新發展定期審閱其企業管治常規守則。

本公司的主要企業管治原則及慣例概述如下：

BOARD OF DIRECTORS

Board Responsibilities

The role of the Board is to set up strategic goals, performance objectives and operational policies; establish a framework of prudent and effective controls which enables risk to be assessed and managed; delegate authorities to the management to manage and supervise the business of the Group; and ensure the management monitor performance against objectives being set.

The Company has formalised a written guideline for the division of responsibilities between the Board and management. Certain responsibilities or functions have been delegated by the Board to the management which include the day-to-day business operation of the Group, execution of corporate strategies, business and financial plans and budgets approved by the Board and preparation of annual and interim financial statements. The Board has reserved for its decisions matters of the Group covering the approval of significant changes in accounting or capital structure; approval of public announcements and the financial statements; approval of major acquisitions, disposals and major capital projects; approval of material borrowings and any issuing or buying back of equity securities; approval of the annual budget and setting of the dividend policy.

董事會

董事會責任

董事會的職責是制定策略性目標、表現目標及營運政策；建立審慎且有效的監控框架以確保能評估及管理風險；下放權力予管理層以管理及監察本集團的業務；並確保管理層按所定目標監察表現。

本公司已制訂一套書面指引訂明董事會與管理層之間的職責分設。董事會已指派若干職責或職能予管理層，包括本集團的日常業務營運、執行經董事會批准的公司策略、業務和財務計劃及預算並編製全年和中期財務報告。董事會已保留其對本集團事宜的決定權，範圍涉及批准重大會計或資本架構變動；批准公告及財務報告；批准主要收購、出售及主要資本項目；批准重大借款及發行或購回任何權益證券；批准年度預算及制訂股息政策。

BOARD OF DIRECTORS (continued)

Board Composition

The Board of the Company comprises 9 directors consisting of 6 executive directors and 3 independent non-executive directors.

The following chart shows the structure and membership of the Board and Board's Committees:

董事會 (續)

董事會組合

本公司董事會包括九名董事，包括六名執行董事及三名獨立非執行董事。

董事會及董事委員會的架構及成員載列於下表：



Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS (continued)

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

The relationship among some members of the Board are disclosed under “Profiles of Directors and Senior Management” in this Annual Report.

Board Meeting

Number of Meetings and Directors’ Attendance

The Board meets regularly throughout the year to discuss and formulate overall strategies for the Company, monitor financial performance and discuss the interim and annual results, as well as other significant matters.

The Board has convened four regular meetings during the year ended 31 March 2010 and the attendance record of each director is set out below:

Name of directors 董事名稱		Number of Board Meetings 董事會會議次數	Number of attendance 出席次數	Average attendance rate 平均出席率
Executive directors 執行董事				
Tai Tak Fung, Stephen (Chairman)	戴德豐 (主席)	4	4	100%
Wu Mei Yung, Quinly (Managing Director)	胡美容 (董事總經理)	4	4	100%
Man Wing Cheung, Ellis	文永祥	4	4	100%
Yip Wai Keung	葉偉強	4	4	100%
Wu Wing Biu	胡永標	4	4	100%
Nam Chi Ming, Gibson (Note)	藍志明 (附註)	N/A 不適用	N/A 不適用	N/A 不適用
Independent non-executive directors	獨立非執行董事			
Leung Mei Han	梁美嫻	4	4	100%
Chan Yuk Sang, Peter	陳玉生	4	4	100%
Hiroshi Zaizen	財前宏	4	4	100%

Note:

Mr. Nam Chi Ming, Gibson has been appointed as an executive director of the Company with effect from 1 April 2010.

董事會 (續)

董事名單 (按分類) 亦披露於本公司按照上市規則的規定不時予以刊發的所有企業通訊內。

董事會部份成員間的關係已於本年報「董事及高級管理人員履歷簡介」中披露。

董事會會議

會議次數及董事出席率

董事會於年內定期召開會議以討論及制訂本公司的整體策略、監察財務表現及討論中期和全年業績，以及其他重大事項。

董事會於截至二零一零年三月三十一日止年度共召開四次定期會議，而各董事的出席率記錄載列如下：

附註：

藍志明先生已獲委任為本公司執行董事，由二零一零年四月一日起生效。

BOARD OF DIRECTORS (continued)

Practices and Conduct of Meetings

Notice of regular Board meetings is served to all directors at least 14 days before the meetings while reasonable notice is generally given for other Board meetings. For committee meetings, notices are served in accordance with the required notice period stated in the relevant terms of reference.

Board papers together with all appropriate, complete and reliable information are sent to all directors or committee members at least 3 days before each Board meeting and each committee meeting to keep the directors or committee members apprised of the latest developments and financial position of the Company and to enable them to make informed decisions. All directors are encouraged to take independent professional advice, at the Company's expense, upon the performance of their duties as and when deemed necessary. The Board and each director have separate and independent access to the senior management where necessary.

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

If a substantial shareholder or a director has a conflict of interest in a matter to be considered material by the Board, the matter will be dealt with in accordance with applicable rules and regulations and, if appropriate, an independent Board committee will be set up to deal with the matter.

董事會 (續)

會議常規和操守

定期董事會會議通告最少於會議前14日發送予全體董事，而就其他董事會會議一般均有合理的通知期。就委員會會議而言，通告乃根據有關職權範圍所規定之通知期發出。

董事會文件連同一切適當、完整及可靠資料最少於各董事會會議及各委員會會議前3日送呈全體董事會或委員會成員，以便令全體董事會或委員會成員知悉本公司之最新發展及財務狀況，確保彼等能作出知情決定。全體董事於彼等視為有需要時應就彼等履行職責取得獨立專業意見，費用由本公司支付。董事會及各董事於有需要時可個別及獨立地聯絡高級管理層。

所有董事會會議及委員會會議的會議記錄乃由公司秘書保存。草稿會議記錄一般於各會議後之一段合理時間內予董事傳閱以供彼等提出意見，而最終的會議記錄可供董事查閱。

倘主要股東或董事於董事會認為重大的事宜中擁有利益衝突，則有關事宜將根據適用規則及規例處理，並將於適當情況下，成立獨立董事委員會處理有關事宜。

BOARD OF DIRECTORS (continued)

Directors' Independence and Relationship

During the year ended 31 March 2010, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least 3 independent non-executive directors with at least one of them possesses appropriate professional qualifications or accounting or financial management expertise as required under Rules 3.10(1) and 3.10(2) of the Listing Rules. The Company has received a written annual confirmation from each independent non-executive director of his/her independence and the Company considers the existing independent non-executive directors to be independent under the independence guidelines set out in Rule 3.13 of the Listing Rules up to the date of this Annual Report.

Biographical details and relevant relationships among the directors are set out in the "Profiles of Directors and Senior Management" section in the Report of the Directors of this Annual Report.

Directors' Appointment and Re-election

Appointment

Although the Company has not set up a nomination committee, the Board is responsible for reviewing the Board composition, developing and formulating the relevant procedures for nomination and appointment of directors, monitoring the appointment and succession planning of directors and assessing the independence of independent non-executive directors.

The Board reviews its own structure, size and composition regularly to ensure that it has a balance of expertise, skills and experience appropriate to the requirements of the business of the Company.

Where vacancies on the Board exist, the Board will carry out the selection and recommendation of candidates for directorship of the Company by reference to the skills, experience, professional knowledge and personal integrity of the proposed candidates, the Company's needs and other relevant statutory requirements.

董事會 (續)

董事之獨立性及關係

於截至二零一零年三月三十一日止年度，董事會於任何時間均達致上市規則有關委任最少三名獨立非執行董事，且其中最少需要一名需具備上市規則第3.10(1)及3.10(2)條所要求之合適專業資格或會計或財務管理專門知識之規定。本公司已接獲各獨立非執行董事就其獨立性發出之年度確認書，而本公司認為，根據上市規則第3.13條所載指引，截至本年報日期止，現有的獨立非執行董事均為獨立。

董事的履歷及有關關係載於本年報董事會報告所載的「董事及高級管理人員履歷簡介」一節。

董事之委任及重選

委任

儘管本公司尚未成立提名委員會，但由董事會負責檢討董事會之成員組合、研製及制訂提名及委任董事之有關程序、監察董事委任及續任之安排，以及評估獨立非執行董事之獨立性。

董事會定期檢討其結構、規模及成員組合以確保董事會具備均衡之專業知識、技能及經驗，以切合本公司之業務要求。

倘董事會出現空缺，董事會將參考候選人之技能、經驗、專業知識及個人誠信、本公司需求及其他相關法律規定，遴選及推薦人選擔任本公司之董事。

BOARD OF DIRECTORS (continued)

Directors' Appointment and Re-election (continued)

Appointment (continued)

Each newly appointed director receives a comprehensive, formal and tailored induction on the first occasion of his/her appointment to ensure proper understanding of the operations and business of the Company and full awareness of director's responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

There are also arrangements in place for providing continuing briefing and professional development to directors whenever necessary.

Re-election

In accordance with the Articles of Association of the Company (the "Articles of Association"), one-third of the directors for the time being or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation for re-election by shareholders at annual general meeting, such that every director is subject to retirement by rotation at least once every three years.

Under the code provision A.4.1, non-executive directors should be appointed for a specific term, subject to re-election. Currently, all independent non-executive directors of the Company are not appointed for a specific term but are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. As such, the Board considers that sufficient measures have been taken to ensure that the Company's corporate governance practices are no less exacting than those in the CG Code.

董事會 (續)

董事之委任及重選 (續)

委任 (續)

各新委任的董事將於其首次獲委任後獲得全面、正式及度身訂造的講解，以確保妥為認識本公司的營運和業務，並全面瞭解在上市規則及有關規管規定下的董事責任及職責。

在必要情況下，本公司亦會為董事安排持續進修和專業發展。

重選

根據本公司的組織章程細則，其時三分之一的董事 (或其數目並非為三或三的倍數，則為最接近但不少於三分之一的人數) 須於股東週年大會上輪席告退並由股東重選，而各董事須最少每三年輪席告退一次。

根據守則條文第A.4.1條，非執行董事應有特定委任期，並須膺選連任。現時，全部本公司獨立非執行董事之委任並無特定任期，惟須根據本公司之章程細則於本公司股東週年大會上輪席告退及膺選連任。因此，董事會認為已採取足夠措施確保本公司的企業管治常規不低於企管守則有關規定。

BOARD OF DIRECTORS (continued)

Re-election (continued)

Under the code provision A.4.2, all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment. Every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. In accordance with the Articles of Association, any director appointed to fill a casual vacancy shall hold office only until the next following annual general meeting and shall then be eligible for re-election. The Board considers that such a deviation is not material as casual vacancy seldom appears and interval between the appointment made to fill casual vacancy and the immediate following annual general meeting is short.

Roles of Chairman and Managing Director

Currently, Dr. Tai Tak Fung, Stephen and Dr. Wu Mei Yung, Quinly hold the positions of Chairman and Managing Director, respectively. Their respective responsibilities are clearly defined and set out in writing.

The Chairman provides leadership for the Board and is responsible for the effective functioning of the Board in accordance with good corporate governance practice. With the support of the executive directors and senior management, the Managing Director is responsible for managing the Group's business, including implementation of objectives, policies and major strategies and initiatives adopted by the Board. She is also in charge of the Company's day-to-day operation in accordance with the instructions from the Board.

Board Committees

The Board has established three committees, namely the Executive Committee, the Audit Committee and the Remuneration Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with specific written terms of reference. The terms of reference of the Board committees are available to shareholders upon request.

董事會 (續)

重選 (續)

根據守則條文第A.4.2條，所有獲委任以填補臨時空缺之董事應由股東於彼等委任後首次股東大會上推選。每名董事（包括有特定委任期者）應至少每三年輪席告退一次。根據本公司章程細則，任何獲委任以填補臨時空缺之董事將留任至下屆股東週年大會，其後將合資格膺選連任。董事會認為，由於鮮有出現臨時空缺，加上委任人選填補臨時空缺與緊隨下屆股東週年大會相隔時間甚短，故有關偏離事項不屬重大。

主席及董事總經理之職責

現時，戴德豐博士及胡美容博士分別擔任主席及董事總經理職務。彼等各自的責任已清楚界定並以書面列明。

主席領導董事會，並負責根據良好企業管治慣例令董事會有效地執行職能。在執行董事及高級管理層的支持下，董事總經理負責管理本集團的業務，包括實行董事會所採納的目標、政策、主要策略和措施。彼亦根據董事會的指示負責本公司的日常營運。

董事委員會

董事會已成立三個委員會，分別為執行委員會、審核委員會及薪酬委員會，以監察本公司特定方面的事務。本公司所有董事委員會均以特定的書面職權範圍成立。董事委員會的職權範圍可應要求供股東查閱。

BOARD OF DIRECTORS (continued)

Executive Committee

The Executive Committee was established in July 2001 and all of its members are executive directors.

The main duties and responsibilities of the Executive Committee include approval and execution of the corporate guarantees to be provided by the Company to individual bankers in respect of the banking facilities granted to any member of the Group, including wholly-owned subsidiaries, non-wholly-owned subsidiaries and associated corporations within the meaning of the Hong Kong Companies Ordinance.

Audit Committee

The Audit Committee was established in July 2000 with specific written terms of reference which set out its role and function and all of its members are independent non-executive directors, one of them possesses the appropriate professional qualifications or accounting or related financial management expertise. As at the date of this Annual Report, the Audit Committee comprises three independent non-executive directors, namely Ms. Leung Mei Han (Chairman of the Audit Committee), Mr. Chan Yuk Sang, Peter and Mr. Hiroshi Zaizen.

The Audit Committee will conduct, on behalf of the Board, an annual review of the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function and training programmes and budget.

The duties and responsibilities of the Audit Committee include, inter alia, the following:

董事會 (續)

執行委員會

執行委員會於二零零一年七月成立，其所有成員均為執行董事。

執行委員會的主要職責及責任包括批准及簽立本公司就本集團任何成員公司(包括根據香港公司條例所定義的全資附屬公司、非全資附屬公司及相聯法團)獲提供的銀行融資向個別銀行提供的公司擔保。

審核委員會

審核委員會於二零零零年七月成立，其已制訂特定書面職權範圍，當中載列其角色及職能，而所有成員均為獨立非執行董事，其中一名成員具備適當的專業資格或會計或相關財務管理專業知識。於本年報日期，審核委員會包括三名獨立非執行董事，計為梁美嫻女士(審核委員會主席)、陳玉生先生及財前宏先生。

審核委員會代表董事會每年檢討本公司在會計及財務申報職能方面之資源、員工資歷及經驗是否足夠，以及員工所接受之培訓課程及有關預算是否充足。

審核委員會的職責及責任包括(其中包括)以下各項：

BOARD OF DIRECTORS (continued)

Audit Committee (continued)

Relationship with the Company's auditors

- (a) to be primarily responsible for making recommendations to the Board on the appointment, re-appointment and removal of the external auditors, and to approve the remuneration and terms of engagement of the external auditors, and any questions of resignation or dismissal of that auditors;
- (b) to review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
- (c) to develop and implement policy on the engagement of external auditors to supply non-audit services;
- (d) to report to the Board, identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken;

Review of financial information of the Company

- (e) to monitor the integrity of the financial statements, review the annual and interim reports, and review significant financial reporting judgments contained in them before submission to the Board;

Oversight of the Company's financial reporting system and internal control procedures

- (f) to review the financial controls, internal control and risk management systems;
- (g) to discuss with the management the system of internal control and ensure that 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;

董事會 (續)

審核委員會 (續)

與本公司核數師的關係

- (a) 主要負責就委任、重選及免除外聘核數師向董事會提出推薦意見，及批准外聘核數師的薪金及委聘條款，及該核數師的辭任或免除之任何問題；
- (b) 根據適用準則審閱及監察外聘核數師的獨立性及客觀性以及審核過程的成效；
- (c) 就委聘外聘核數師提供非審核服務制訂及執行政策；
- (d) 向董事會匯報其發現並認為須採取行動或作出改善之任何事宜，以及向董事會建議應採取之行動；

審閱本公司的財務資料

- (e) 監察年度及中期財務報告的完整性，並審閱該等報告所載的重大財務報告判斷，然後呈交董事會；

本公司財務報告系統的監察及內部監控程序

- (f) 審閱財務監控、內部監控及風險管理系統；
- (g) 與管理層討論內部監控系統，並確保管理層已履行其執行有效內部控制系統的職責，包括本公司在會計及財務申報職能方面之資源、員工資歷及經驗是否足夠，以及員工所接受之培訓課程及有關預算是否充足；

BOARD OF DIRECTORS (continued)

Audit Committee (continued)

Oversight of the Company's financial reporting system and internal control procedures (continued)

- (h) 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;
- (i) to ensure co-ordination between the internal and external auditors and to 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;
- (j) to review the Group's financial and accounting policies and practices;
- (k) to review the external auditors' management letter, any material queries raised by the external auditors to the management in respect of the accounting records, financial statements or systems of control and management's response;
- (l) to ensure that the Board will provide a timely response to the issues raised in the external auditors' management letter;
- (m) to report to the Board on all matters set out in the code provisions in relation to the Audit Committee contained in Appendix 14 of the Listing Rules; and
- (n) to consider any other topics, as defined by the Board.

The Audit Committee held two meetings during the year ended 31 March 2010 to review the accounting principles and practices adopted by the Group and discuss internal controls and financial reporting matters including a review of the interim financial statements for the six months ended 30 September 2009 and the annual financial statement for the year ended 31 March 2009 of the Company. The Audit Committee has also reviewed the annual results for the year ended 31 March 2010 of the Group.

董事會 (續)

審核委員會 (續)

本公司財務報告系統的監察及內部監控程序 (續)

- (h) 按董事會之指派或按其本身自發性及管理層之回應評估內部監控事宜；
- (i) 確保內部和外聘核數師之間的協調，確保內部審核職能充分而充實地得到履行，以及於本公司內具恰當位置，並審閱及監察內部審核職能的成效；
- (j) 審閱本集團的財務和會計政策及慣例；
- (k) 審閱外聘核數師的管理函件、外聘核數師就會計記錄、財務報告或監控系統向管理層提出的任何重大疑問及管理層之回應；
- (l) 確保董事會適時處理外聘核數師發出的管理函件中所提及的事宜；
- (m) 按上市規則附錄14所載之守則條文向董事會報告關於審核委員會的一切事宜；及
- (n) 考慮董事會所界定的任何其他事項。

審核委員會於截至二零一零年三月三十一日止年度曾舉行兩次會議，以審閱本集團所採納的會計政策及慣例，並討論內部監控及財務報告事宜，包括審閱本公司截至二零零九年九月三十日止六個月的中期財務報告，以及截至二零零九年三月三十一日止年度的年度財務報告。審核委員會亦已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。

BOARD OF DIRECTORS (continued)

Audit Committee (continued)

The attendance records of the Audit Committee during the year are set out below:

Name of the committee members 委員會成員的姓名	Number of Audit Committee Meetings 審核委員會會議次數	Number of attendance 出席次數	Average attendance rate 平均出席率
Leung Mei Han (<i>Chairman of the Audit Committee</i>) 梁美嫻 (審核委員會主席)	2	2	100%
Chan Yuk Sang, Peter 陳玉生	2	2	100%
Hiroshi Zaizen 財前宏	2	2	100%

Remuneration Committee

The Remuneration Committee was established in September 2005 with specific written terms of reference which set out its role and function and is constituted by one executive director, namely Dr. Wu Mei Yung, Quinly (Chairman of the Remuneration Committee) and two independent non-executive directors, namely Ms. Leung Mei Han and Mr. Chan Yuk Sang, Peter.

The duties and responsibilities of the Remuneration Committee include, inter alia, the following:

- (a) to review and consider the management recommendations and the Company's policy, procedures and structure for the remuneration and other remuneration related matters for directors and senior management to ensure there shall be a formal and transparent procedure for setting policy on executive directors' remuneration and for fixing the remuneration packages for all directors;
- (b) to have the delegated responsibility to determine the specific remuneration package of all executive directors and senior management, and make recommendations to the Board on the remuneration of non-executive directors;

董事會 (續)

審核委員會 (續)

審核委員會年內的出席記錄載列如下：

薪酬委員會

薪酬委員會於二零零五年九月成立，並以書面制訂其角色及功能，組成成員包括一名執行董事胡美容博士(薪酬委員會主席)及兩名獨立非執行董事梁美嫻女士及陳玉生先生。

薪酬委員會的職責及責任包括(其中包括)以下各項：

- (a) 審閱及考慮管理層的推薦意見及本公司的薪酬政策、程序及結構以及關於董事及高級管理層的其他薪酬相關事宜，確保在制訂執行董事薪酬及訂定全體董事的薪酬組合方面具有正式和具透明度的程序；
- (b) 具有指定職責，釐定全體執行董事及高級管理層的特定薪酬組合，及就非執行董事的薪酬向董事會提出推薦意見；

BOARD OF DIRECTORS (continued)

Remuneration Committee (continued)

- (c) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
- (d) to review and approve the compensation payable to executive directors and senior management in connection with any loss or termination of their office or appointment;
- (e) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct;
- (f) to ensure that no director or any of his/her associates is involved in deciding his/her own remuneration; and
- (g) to advise shareholders on how to vote with respect to any service contracts of directors that requires shareholders' approval under the Listing Rules.

The Remuneration Committee had convened one meeting during the year to review, inter alia, the Group's remuneration policy and structure, and the remuneration of all directors for the year under review. Details of the emoluments of each director of the Company are set out in note 8 to the financial statements.

董事會 (續)

薪酬委員會 (續)

- (c) 參考董事會不時定下的企業目標與宗旨以審閱及批准與表現掛鈎的薪酬；
- (d) 審閱及批准就執行董事及高級管理層失去或終止職務或委任職務應付予彼等的補償；
- (e) 審閱及批准關於董事因失職而免除或除去職務的賠償安排；
- (f) 確保並無董事或其任何聯繫人士參與本身薪酬的決定；及
- (g) 就根據上市規則須經股東批准的任何董事服務合約向股東建議應如何投票。

薪酬委員會年內曾召開一次會議，以審閱(其中包括)於回顧年度本集團的薪酬政策和結構以及全體董事的薪酬。本公司各董事的酬金詳情載述於本財務報告附註8。

Corporate Governance Report

企業管治報告

BOARD OF DIRECTORS (continued)

Remuneration Committee (continued)

The attendance records of the Remuneration Committee during the year are set out below:

Name of the committee members 委員會成員的姓名	Number of Remuneration Committee Meetings 薪酬委員會會議次數	Number of attendance 出席次數	Average attendance rate 平均出席率
Executive directors 執行董事			
Wu Mei Yung, Quinly (Chairman of the Remuneration Committee) 胡美蓉 (薪酬委員會主席)	1	1	100%
Independent non-executive directors 獨立非執行董事			
Leung Mei Han 梁美嫻	1	1	100%
Chan Yuk Sang, Peter 陳玉生	1	1	100%

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix 10 to the Listing Rules as the Company’s code of conduct regarding securities transactions by directors of the Company (the “Code of Conduct”). Having made specific enquiry of all directors of the Company, the directors have confirmed that they have complied with the required standard of dealings as set out in the Code of Conduct throughout the year ended 31 March 2010.

The Company has also established the Code for Securities Transaction by the Relevant Employees (the “Employees Code”) on no less exacting terms than the Model Code for securities transactions by the employees who are likely to be in possession of unpublished price-sensitive information of the Company. No incident of non-compliance of the Employees Code by the employees was noted by the Company.

董事會 (續)

薪酬委員會 (續)

薪酬委員會於年內的出席記錄載列如下：

證券交易標準守則

本公司已採納上市規則附錄10所載之上市發行人董事進行證券交易標準守則(「標準守則」)，作為本公司董事進行證券交易之本公司操守守則(「操守守則」)。經向本公司全體董事作出特定查詢後，董事確認，彼等於截至二零一零年三月三十一日止年度一直遵守操守守則所規定之買賣標準。

本公司亦已按可能擁有本公司未公佈而屬股價敏感資料之有關僱員進行不遜於證券交易之標準守則之條款訂定有關僱員進行證券交易守則(「僱員守則」)。據本公司所知，並無僱員未有遵守僱員守則之買賣情況。

ACCOUNTABILITY AND AUDIT

Financial Reporting

The directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 March 2010. In preparing the financial statements for the year ended 31 March 2010, appropriate accounting principles and policies are selected and applied consistently; judgments and estimates made are appropriate and reasonable; and these financial statements have been prepared on a going concern basis.

The senior management of the Company provides the Board with such information and explanations as are necessary to enable the Board to carry out an informed assessment of the Company's financial information and position, which are of the Company put before the Board for approval.

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

The responsibilities of the Company's external auditors, Messrs. Ernst & Young ("E&Y"), are set out in the Independent Auditors' Report on pages 46 to 47 of this Annual Report.

There are no material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

External Auditors' Remuneration

E&Y have been re-appointed as the Company's external auditors by shareholders at the 2009 annual general meeting until the conclusion of the next annual general meeting. They are primarily responsible for providing audit services in connection with the financial statements for the year ended 31 March 2010.

問責及審核

財務報告

董事明悉彼等編製本公司截至二零一零年三月三十一日止年度之財務報告之責任。在編製截至二零一零年三月三十一日止年度之財務報告時，適當的會計原則及政策已予選擇及貫徹應用；適當地和合理地作出判斷及估算；及該等財務報告已按持續經營基準編製。

本公司高級管理層會向董事會提供所需資料及解釋，以使彼等對本公司之財務資料及狀況作出知情評估，然後提交董事會批准。

董事會亦負責對年度財務報告及中期財務報告、其他股價敏感公佈以及上市規則所規定及其他監管規定之其他披露事宜作出平衡、清晰及可理解的評估。

本公司外聘核數師安永會計師事務所（「安永」）的職責載於本年報第46頁至第47頁之獨立核數師報告。

本公司概無有關事件或情況之重大不明朗因素可能對持續經營之能力構成重大疑問。

外聘核數師酬金

安永已於二零零九年股東週年大會上獲股東續聘為本公司之外聘核數師，任期直至下屆股東週年大會止。安永主要負責提供關於截至二零一零年三月三十一日止年度財務報告的審核服務。

ACCOUNTABILITY AND AUDIT (continued)

External Auditors' Remuneration (continued)

For the year ended 31 March 2010, E&Y received approximately HK\$2,040,000 (2009: HK\$1,950,000) for audit and related services and HK\$563,000 (2009: HK\$479,000) for other non-audit services which include the taxation services.

INTERNAL CONTROLS

The Board is responsible for the system of internal controls and reviewing its effectiveness. The system has been designed to manage the risk of failure to achieve corporate objectives rather than eliminate the risk of failure to achieve the business objective. Therefore, it can only provide reasonable but not absolute assurance against material misstatement, loss or fraud. The Board has delegated to the management the implementation of the strategies and policies on internal controls and risk management adopted by the Board and the review of relevant financial, operational and compliance controls and risk management procedures.

During the year under review, the Board has reviewed the effectiveness of the internal controls of the Group including the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function and their training programmes and budget.

問責性及審核(續)

外聘核數師酬金(續)

截至二零一零年三月三十一日止年度，安永就審核及相關服務收取約2,040,000港元(二零零九年：1,950,000港元)，並就其他非審核服務(包括稅務服務)收取563,000港元(二零零九年：479,000港元)。

內部監控

董事會負責內部監控系統及審閱其成效。有關系統的設計旨在管理未能達致企業目標的風險，而非消除未能達致業務目標的風險。因此，內部監控只能合理地而非絕對地確保避免重大錯誤陳述、損失或欺詐。董事會已委任管理層實行董事會所採納的內部監控及風險管理策略和政策，以及審閱有關財務、營運及規章監控及風險管理程序指派予管理層。

於回顧年度內，董事會已審閱本集團內部監控的成效，包括本集團在會計及財務申報職能方面之資源、員工資歷及經驗是否足夠，以及員工所接受之培訓課程及有關預算是否充足。

COMMUNICATION WITH SHAREHOLDERS

The Board recognises the importance of good communication with shareholders. Information in relation to the Group is disseminated to shareholders in a timely manner through a number of formal channels, which include interim and annual reports, announcements and circulars.

The Company maintains a website at www.fourseasgroup.com.hk as a communication platform with shareholders and investors, where information and updates on the Company's announcements, business developments/operations and other information are available for public access.

The Company's annual general meeting provides a forum for communication between the Board and the shareholders. The Chairman of the Board and Board committees actively participate in the annual general meeting and answer questions from the shareholders. Separate resolutions are proposed for each substantial issue at the annual general meeting. Notice of the annual general meeting together with related papers are sent to the shareholders at least 20 clear business days before the meeting, setting out details of each proposed resolution, voting procedures and other relevant information. All resolutions put forward at shareholder meetings including the annual general meeting will be voted on by poll pursuant to the Listing Rules and the poll results will be posted on the websites of the Stock Exchange and of the Company after each shareholder meeting.

與股東之溝通

董事會洞察到與股東良好溝通的重要性。本集團以多種正式渠道(包括中期財務報告及年度財務報告、公佈及通函)適時向股東發佈關於本集團的資料。

本公司設立其網址於 www.fourseasgroup.com.hk，作為於股東及投資者溝通的平台，公眾可於此網站獲取有關本公司公佈及業務發展／經營狀況的資料及最新資料，以及其他資料。

本公司的股東週年大會為董事會與股東之間的溝通平台。董事會主席及董事委員會積極參與股東週年大會及回答股東的提問，並於股東週年大會上就各重大事宜提呈個別決議案。股東週年大會通告連同相關文件最少於大會前二十個營業日發送予股東，當中載列各提呈決議案的詳情、投票程序及其他有關資料。根據上市規則，於股東大會(包括股東週年大會)上提呈之所有決議案將以投票方式表決，而投票結果將於各大會後刊載於聯交所及本公司網站內。

Independent Auditors' Report

獨立核數師報告



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

安永會計師事務所
香港中環金融街8號
國際金融中心2期18樓

To the shareholders of
Four Seas Mercantile Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

致四洲集團有限公司全體股東
(於開曼群島註冊成立之有限公司)

We have audited the financial statements of Four Seas Mercantile Holdings Limited set out on pages 48 to 187, which comprise the consolidated and company statements of financial position as at 31 March 2010, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

我們已審核載於第48頁至187頁的四洲集團有限公司的財務報告，此財務報告包括二零一零年三月三十一日的綜合財務狀況表及公司財務狀況表與截至該日止年度的綜合收益表、綜合全面收益表、綜合權益變動表和綜合現金流量表，以及主要會計政策和其他附註解釋。

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

董事就財務報告須承擔的責任

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

董事須負責根據香港會計師公會頒佈的香港財務報告準則及按照香港公司條例的披露規定編製並且真實而公允地列報該等財務報告。這些責任包括設計、實施及維護與財務報告編製及真實而公允地列報相關的內部控制，以使財務報告不存在由於欺詐或錯誤而導致的重大錯誤陳述；選擇和運用恰當的會計政策；及做出合理的會計估計。

AUDITORS' RESPONSIBILITY

核數師的責任

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

我們的責任是根據我們的審核對該等財務報告作出意見。我們的報告僅為全體股東編製，而不可作其他目的。我們概不就本報告的內容對任何其他人士負責或承擔責任。

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

我們已根據香港會計師公會頒佈的香港審核準則的規定執行審核。這些準則要求我們遵守道德規範，並規劃及執行審核，從而獲得合理確定此等財務報告是否不存有任何重大錯誤陳述。



To the shareholders of
Four Seas Mercantile Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

AUDITORS' RESPONSIBILITY (continued)

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

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

OPINION

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

Ernst & Young
Certified Public Accountants

Hong Kong, 16 July 2010

致四洲集團有限公司全體股東
(於開曼群島註冊成立之有限公司)

核數師的責任 (續)

審核涉及執程序以獲取有關財務報告所載金額及披露資料的審核證據。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致財務報告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允地列報財務報告相關的內部控制，以設計適當的審核程序，但並非對公司的內部控制的有效性發表意見。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計的合理性，以及評價財務報告的整體列報方式。

我們相信，我們所獲得的審核憑證充足且適當地為我們的審核意見提供基礎。

意見

我們認為，該等財務報告已根據香港財務報告準則真實而公允地反映 貴公司及 貴集團於二零一零年三月三十一日的財務狀況及 貴集團截至該日止年度的溢利及現金流量，並已按照香港公司條例的披露規定妥為編製。

安永會計師事務所
執業會計師

香港，二零一零年七月十六日

Consolidated Income Statement

綜合收益表

Year ended 31 March 2010 截至二零一零年三月三十一日止年度

		Notes 附註	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
REVENUE	收入	5	2,347,582	2,290,626
Cost of sales	銷售成本		(1,702,446)	(1,692,244)
Gross profit	毛利		645,136	598,382
Other income and gains/ (losses), net	其他收入及收益/ (虧損), 淨額	5	36,533	(18,091)
Selling and distribution expenses	銷售及分銷費用		(369,701)	(357,615)
Administrative expenses	行政開支		(195,655)	(200,165)
Other operating expenses	其他營運開支		(11,358)	(8,193)
Impairment of available-for-sale investments	可供出售投資之減值		–	(36,342)
Gain on disposal of interests in an associate	出售一間聯營公司 權益之收益		–	87,144
Excess over the cost of business combinations	超過業務合併成本 之款項		387	50,638
Finance costs	融資成本	6	(12,676)	(20,504)
Share of profits and losses of associates	應佔聯營公司溢利及 虧損		7,369	11,519
PROFIT BEFORE TAX	除稅前溢利	7	100,035	106,773
Income tax expense	所得稅開支	10	(16,716)	(16,236)
PROFIT FOR THE YEAR	年內溢利		83,319	90,537
Attributable to:	歸屬於:			
Equity holders of the Company	本公司權益所有者	11	86,440	105,048
Minority interests	少數股東權益		(3,121)	(14,511)
			83,319	90,537
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益所有者 應佔每股盈利 — 基本及攤薄		HK cents 港仙	HK cents 港仙
– Basic and diluted		13	21.8	26.3

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

有關本年度應付股息及建議股息的詳情載於財務報告附註12內。

Consolidated Statement of Comprehensive Income

綜合全面收益表

Year ended 31 March 2010 截至二零一零年三月三十一日止年度

			2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
		Notes 附註		
PROFIT FOR THE YEAR	年內溢利		83,319	90,537
OTHER COMPREHENSIVE INCOME/(LOSS)	其他全面收益／(虧損)			
Available-for-sale investments:	可供出售投資：			
Changes in fair value	公平值變動		22,028	(20,730)
Reclassification adjustments for gains/(losses) included in the consolidated income statement	綜合收益表之收益／(虧損)之重新分類調整			
– gains on disposal	– 出售之收益	5	(27,637)	(1,041)
– impairment losses	– 減值虧損	7	–	36,342
Income tax effect	所得稅影響		–	–
			(5,609)	14,571
Share of other comprehensive income of associates	應佔聯營公司的其他全面收益		155	1,918
Exchange differences on translation of foreign operations	換算海外業務的滙兌差額		849	10,743
OTHER COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR, NET OF TAX	年內其他全面收益／(虧損)(除稅後)		(4,605)	27,232
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	年內總全面收益		78,714	117,769
Attributable to:	歸屬於：			
Equity holders of the Company	本公司權益所有者	11	81,802	131,621
Minority interests	少數股東權益		(3,088)	(13,852)
			78,714	117,769

Consolidated Statement of Financial Position

綜合財務狀況表

31 March 2010 二零一零年三月三十一日

			2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
		Notes 附註		
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	481,257	487,621
Investment property	投資物業	15	15,356	15,310
Prepaid land lease payments	預付土地租賃款項	16	151,658	154,724
Goodwill	商譽	17	35,551	34,607
Non-current livestock	非當期禽畜	18	706	1,129
Interests in associates	於聯營公司之權益	20	146,398	139,304
Available-for-sale investments	可供出售投資	21	65,039	52,619
Deposits	訂金	25	17,941	18,466
Deferred tax assets	遞延稅項資產	29	1,299	1,299
Total non-current assets	非流動資產總值		915,205	905,079
CURRENT ASSETS	流動資產			
Due from associates	應收聯營公司	20	369	296
Current livestock	當期禽畜	22	4,212	4,528
Inventories	存貨	23	190,167	167,971
Trade receivables	應收貿易賬款	24	439,808	429,687
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	25	97,620	94,535
Tax recoverable	可收回稅項		7,157	1,087
Cash and cash equivalents	現金及現金等值項目	26	509,260	482,903
Total current assets	流動資產總值		1,248,593	1,181,007
CURRENT LIABILITIES	流動負債			
Trade payables, other payables and accruals	應付貿易賬款、其他應付款項及應計負債	27	297,124	277,204
Interest-bearing bank borrowings	須繳付利息之銀行貸款	28	656,056	756,614
Tax payable	應付稅項		15,910	17,179
Total current liabilities	流動負債總值		969,090	1,050,997
NET CURRENT ASSETS	流動資產淨額		279,503	130,010
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		1,194,708	1,035,089

Consolidated Statement of Financial Position

綜合財務狀況表

31 March 2010 二零一零年三月三十一日

			2010 二零一零年	2009 二零零九年
		<i>Notes</i> 附註	<i>HK\$'000</i> 港幣千元	<i>HK\$'000</i> 港幣千元
NON-CURRENT LIABILITIES	非流動負債			
Interest-bearing bank borrowings	須繳付利息之銀行貸款	28	154,625	22,763
Deferred tax liabilities	遞延稅項負債	29	18,412	18,487
			173,037	41,250
Total non-current liabilities	非流動負債總值			
			1,021,671	993,839
Net assets	資產淨額		1,021,671	993,839
EQUITY	權益			
Equity attributable to equity holders of the Company	歸屬於本公司權益所有者的權益			
Issued capital	已發行股本	30	39,074	39,956
Reserves	儲備	32(a)	952,419	915,619
Proposed final dividend	建議末期股息	12	19,537	19,978
			1,011,030	975,553
Minority interests	少數股東權益		10,641	18,286
Total equity	權益總值		1,021,671	993,839

TAI Tak Fung, Stephen 戴德豐
Director 董事

YIP Wai Keung 葉偉強
Director 董事

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 March 2010 截至二零一零年三月三十一日止年度

		Attributable to equity holders of the Company 歸屬於本公司權益所有者											
		Share		Reserve funds	Revaluation reserve	Capital reserve	Available-for-sale investment		Exchange fluctuation reserve	Proposed final dividend	Minority interests	Total equity	
		Issued capital	premium account				revaluation reserve	revaluation reserve					fluctuation reserve
		已發行股本	股份溢價賬	儲備金	重估儲備	資本儲備	可供出售投資重估儲備	匯兌波動儲備	保留溢利	建議末期股息	少數股東權益	權益總額	
Note		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
附註		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
		(Note 32(a))	(Note 32(a))	(Note 32(a))	(Note 32(a))	(Note 32(a))	(Note 32(a))	(Note 32(a))	(Note 32(a))	(Note 32(a))	(Note 32(a))	(Note 32(a))	
		(附註32(a))	(附註32(a))	(附註32(a))	(附註32(a))	(附註32(a))	(附註32(a))	(附註32(a))	(附註32(a))	(附註32(a))	(附註32(a))	(附註32(a))	
At 1 April 2008	於二零零八年四月一日	39,956	240,190	3,885	26,008	750	(14,391)	57,646	497,926	19,978	871,948	32,348	904,296
Total comprehensive income for the year	年內總全面收益	-	-	-	-	-	14,571	12,002	105,048	-	131,621	(13,852)	117,769
Contribution by a minority shareholder	少數股東權益注資	-	-	-	-	-	-	-	-	-	-	490	490
Acquisition of additional interests in a non-wholly-owned subsidiary	購入一間非全資擁有附屬公司之額外權益	-	-	-	-	-	-	-	-	-	-	(700)	(700)
Disposal of an associate	出售一間聯營公司	-	-	(47)	-	-	-	-	-	-	(47)	-	(47)
Final 2008 dividend declared	宣派二零零八年末期股息	-	-	-	-	-	-	-	-	(19,978)	(19,978)	-	(19,978)
Interim 2009 dividend	二零零九年中期股息	12	-	-	-	-	-	-	(7,991)	-	(7,991)	-	(7,991)
Proposed final 2009 dividend	二零零九年建議末期股息	12	-	-	-	-	-	-	(19,978)	19,978	-	-	-
Transfer to reserve funds	轉撥至儲備金	-	-	967	-	-	-	-	(967)	-	-	-	-
At 31 March 2009	於二零零九年三月三十一日	39,956	240,190*	4,805*	26,008*	750*	180*	69,648*	574,038*	19,978	975,553	18,286	993,839

Consolidated Statement of Changes in Equity

綜合權益變動表

Year ended 31 March 2010 截至二零一零年三月三十一日止年度

Attributable to equity holders of the Company

歸屬於本公司權益所有者

		Available-for-sale											Minority interests	Total equity
		Issued capital	Share premium account	Reserve funds	Revaluation reserve	Capital reserve	investment revaluation reserve	Capital redemption reserve	Exchange fluctuation reserve	Retained profits	Proposed final dividend	Total		
	Notes	已發行股本	股份溢價賬	儲備金	重估儲備	資本儲備	可供出售投資重估儲備	資本贖回儲備	匯兌波動儲備	保留溢利	建議末期股息	總計	少數股東權益	權益總額
	附註	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
			(Note 32(a))	(Note 32(a))		(Note 32(a))								
			(附註32(a))	(附註32(a))		(附註32(a))								
At 1 April 2009	於二零零九年四月一日	39,956	240,190	4,805	26,008	750	180	-	69,648	574,038	19,978	975,553	18,286	993,839
Total comprehensive income for the year	於二零零九年四月一日 年內總全面收益	-	-	-	-	-	(5,609)	-	971	86,440	-	81,802	(3,088)	78,714
Acquisition of a subsidiary	購入一間附屬公司	-	-	-	-	-	-	-	-	-	-	-	196	196
Acquisition of additional interests in a non-wholly-owned subsidiary	購入一間非全資擁有 附屬公司 之額外權益	-	-	-	-	-	-	-	-	-	-	-	(4,753)	(4,753)
Final 2009 dividend declared	宣派二零零九年 末期股息	-	-	-	-	-	-	-	-	-	(19,978)	(19,978)	-	(19,978)
Repurchase of shares	購回股份	30	(882)	(17,618)	-	-	-	882	-	(882)	-	(18,500)	-	(18,500)
Interim 2010 dividend	二零一零年中期股息	12	-	-	-	-	-	-	-	(7,847)	-	(7,847)	-	(7,847)
Proposed final 2010 dividend	二零一零年建議 末期股息	12	-	-	-	-	-	-	-	(19,537)	19,537	-	-	-
Transfer to reserve funds	轉撥至儲備金	-	-	47	-	-	-	-	-	(47)	-	-	-	-
Release of revaluation reserve on leasehold land and buildings to retained profits	租賃土地及樓宇之重估 儲備解除至保留溢利	-	-	-	(535)	-	-	-	-	535	-	-	-	-
At 31 March 2010	於二零一零年三月三十一日	39,074	222,572*	4,852*	25,473*	750*	(5,429)*	882*	70,619*	632,700*	19,537	1,011,030	10,641	1,021,671

* These reserve accounts comprise the consolidated reserves of HK\$952,419,000 (2009: HK\$915,619,000) in the consolidated statement of financial position.

* 該等儲備賬為計入綜合財務狀況表中之綜合儲備952,419,000港元(二零零九年:915,619,000港元)。

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 March 2010 截至二零一零年三月三十一日止年度

		2010	2009
		二零一零年	二零零九年
	Notes	HK\$'000	HK\$'000
	附註	港幣千元	港幣千元
CASH FLOWS FROM OPERATING ACTIVITIES	經營業務所得之現金流量		
Profit before tax	除稅前溢利	100,035	106,773
Adjustments for:	就下列各項作出調整：		
Share of profits and losses of associates	應佔聯營公司溢利及虧損	(7,369)	(11,519)
Bank interest income	銀行利息收入	(597)	(5,165)
Dividend income from listed investments	上市投資之股息收入	(742)	(899)
Fair value gains on available-for-sale investments	可供出售投資之公平值收益	(27,637)	(1,041)
Increase in fair value less estimated point-of-sale costs attributable to physical change on non-current livestock	歸屬於非當期禽畜數目變動之公平值增加減預計出售時之成本價	(9)	(10)
Increase in fair value less estimated point-of-sale costs attributable to price change on non-current livestock	歸屬於非當期禽畜價格變動之公平值增加減預計出售時之成本價	(43)	42
Finance costs	融資成本	12,676	20,504
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備之虧損	2,236	1,793
Depreciation	折舊	43,601	37,671
Recognition of prepaid land lease payments	已確認預付土地租賃款	4,080	3,612
Amortisation of non-current livestock	非當期禽畜攤銷	361	944
Impairment of available-for-sale investments	可供出售投資之減值	-	36,342
Gain on disposal of interest in an associate	出售一間聯營公司權益之收益	-	(87,144)
Excess over the cost of business combinations	超過業務合併成本之款項	(387)	(50,638)
Impairment of trade receivables	應收貿易賬款減值	1,445	1,525
Impairment/(reversal of impairment) of slow-moving inventories	滯銷存貨減值／(減值撥回)	(1,048)	6,556
		126,602	59,346

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 March 2010 截至二零一零年三月三十一日止年度

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
	Notes 附註		
CASH FLOWS FROM OPERATING ACTIVITIES (CONTINUED)	經營業務所得之現金流量(續)		
– PAGE 54	(54頁)	126,602	59,346
Decrease/(increase) in non-current livestock	非當期禽畜之減少/(增加)	116	(170)
Decrease/(increase) in amounts due from associates	應收聯營公司之減少/(增加)	(73)	3,341
Decrease/(increase) in current livestock	當期禽畜之減少/(增加)	316	(1,136)
Increase in inventories	存貨之增加	(20,564)	(30,536)
Increase in trade receivables	應收貿易賬款之增加	(11,029)	(12,905)
Increase in prepayments, deposits and other receivables	預付款項、訂金及其他應收款項之增加	(1,206)	(10,115)
Increase in trade payables, other payables and accruals	應付貿易賬款、其他應付款項及應計負債之增加	17,939	14,079
Cash generated from operations	經營業務所得之現金	112,101	21,904
Hong Kong profits tax paid	已付香港利得稅	(22,072)	(13,960)
Overseas taxes paid	已付其他稅項	(2,107)	(483)
Net cash flows from operating activities	經營業務所得之現金流入淨額	87,922	7,461
CASH FLOWS FROM INVESTING ACTIVITIES	投資業務之現金流量		
Bank interest received	已收銀行利息	597	5,165
Dividends received from listed investments	收取上市投資股息	742	899
Dividends received from associates	收取聯營公司股息	–	3,994
Purchases of items of property, plant and equipment	購入物業、廠房及設備項目	(37,915)	(44,052)
Purchases of prepaid land lease payments	購入預付土地租賃款項	(866)	–
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項	81	38
Proceeds from disposal of available-for-sale investments	出售可供出售投資所得款項	77,456	4,829
Acquisition of subsidiaries	收購附屬公司	(908)	(23,344)
Acquisition of additional interest in a non-wholly-owned subsidiary	購入一間非全資擁有附屬公司之額外權益	(5,600)	(4,536)
Disposal of an associate	出售一間聯營公司	–	137,539
Purchases of available-for-sale investments	購入可供出售投資	(67,826)	(21,375)
Net cash flows from/(used in) investing activities – page 56	投資業務之現金流入/(流出)淨額(56頁)	(34,239)	59,157

Consolidated Statement of Cash Flows

綜合現金流量表

Year ended 31 March 2010 截至二零一零年三月三十一日止年度

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
	Notes 附註		
Net cash flows from/(used in) investing activities – page 55	投資業務之現金流入／ (流出)淨額(55頁)	(34,239)	59,157
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動之現金流量		
New bank and trust receipt loans	新增銀行貸款及信託收據貸款	1,091,601	1,394,375
Repayment of bank and trust receipt loans	銀行貸款及信託收據貸款之還款	(1,060,492)	(1,376,173)
Interest paid	已付利息	(12,676)	(20,504)
Contribution by a minority shareholder	少數股東權益注資	–	490
Dividends paid	已付股息	(27,825)	(27,969)
Repurchase of shares	購回股份	(18,500)	–
Net cash flows used in financing activities	融資活動之現金流出淨額	(27,892)	(29,781)
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值項目增加淨額	25,791	36,837
Cash and cash equivalents at beginning of year	年初之現金及現金等值項目	482,903	443,701
Effect of foreign exchange rate changes, net	匯率變動影響，淨額	566	2,365
CASH AND CASH EQUIVALENTS AT END OF YEAR	年終之現金及現金等值項目	509,260	482,903
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值項目結存之分析		
Cash and bank balances	現金及銀行結存	239,701	190,127
Time deposits with original maturity of less than three months when acquired	原有到期日少於三個月之定期存款	269,559	292,776
Cash and cash equivalents as stated in the consolidated statement of financial position and the consolidated statement of cash flows	綜合財務狀況表及綜合現金流量表所示之現金及現金等值項目	509,260	482,903

Statement of Financial Position

財務狀況表

31 March 2010 二零一零年三月三十一日

			2010	2009
		Notes	二零一零年	二零零九年
		附註	HK\$'000	HK\$'000
			港幣千元	港幣千元
NON-CURRENT ASSETS	非流動資產			
Investments in subsidiaries	於附屬公司之投資	19	93,098	93,098
Available-for-sale investments	可供出售投資	21	254	120
Total non-current assets	非流動資產總值		93,352	93,218
CURRENT ASSETS	流動資產			
Due from subsidiaries	應收附屬公司	19	554,254	521,195
Prepayments	預付款項	25	149	133
Cash and bank balances	現金及銀行結餘	26	350	263
Total current assets	流動資產總值		554,753	521,591
CURRENT LIABILITIES	流動負債			
Due to subsidiaries	應付附屬公司	19	312,515	264,179
Accruals	應計負債	27	879	1,036
Total current liabilities	流動負債總值		313,394	265,215
NET CURRENT ASSETS	流動資產淨額		241,359	256,376
Net assets	資產淨額		334,711	349,594
EQUITY	權益			
Issued capital	已發行股本	30	39,074	39,956
Reserves	儲備	32(b)	276,100	289,660
Proposed final dividend	建議末期股息	12	19,537	19,978
Total equity	權益總值		334,711	349,594

TAI Tak Fung, Stephen 戴德豐
Director 董事

YIP Wai Keung 葉偉強
Director 董事

1. CORPORATE INFORMATION

Four Seas Mercantile Holdings Limited is a limited liability company incorporated in the Cayman Islands. The registered office of the Company is located at the offices of Caledonian Bank & Trust Limited, Caledonian House, 69 Dr. Roy's Drive, P.O. Box 1043 KY1-1102, George Town, Grand Cayman, Cayman Islands, British West Indies.

During the year, the Group's principal activities consisted of the manufacturing and trading of snack foods, confectionery, beverages, frozen food products, noodles, poultry products, ham and ham-related products, and the operations of restaurants.

2.1 BASIS OF PREPARATION

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

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 March 2010. The results of subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All income, expenses and unrealised gains and losses resulting from intercompany transactions and intercompany balances within the Group are eliminated on consolidation in full.

1. 公司資料

四洲集團有限公司為一家於開曼群島註冊成立之有限公司。本公司之註冊辦事處為 Caledonian Bank & Trust Limited 之辦公室，地址為 Caledonian House, 69 Dr. Roy's Drive, P.O. Box 1043 KY1-1102, George Town, Grand Cayman, Cayman Islands, British West Indies。

年內，本集團之主要業務為製造及銷售零食、糖果、飲料、冷凍食品、麵食、家禽產品、火腿及火腿有關產品，以及經營餐廳。

2.1 編製基準

此等財務報表乃按照香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」，當中包括所有香港財務報告準則、香港會計準則（「香港會計準則」）和詮釋）、香港普遍採納之會計原則及香港公司條例之披露規定而編製。除若干非當期禽畜、投資物業、若干物業、衍生金融工具及若干權益投資已按估值或公平值計量，此等財務報告乃根據歷史成本慣例編製。財務報告以港元（「港幣」）呈列，除另有註明者外，所有數值均進位至最接近千位數。

綜合賬目基準

綜合財務報告包括本公司及其附屬公司（統稱「本集團」）截至二零一零年三月三十一日止年度之財務報告。附屬公司之業績乃自其收購日期（即本集團獲取控制權之日）起綜合計算，並繼續以綜合賬目方式計算至失去有關控制權之日為止。所有集團公司間之交易所產生之收入、開支、未變現收益及虧損以及公司間之結存均已於綜合賬目時全數對銷。

2.1 BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

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

Minority interests represent the interests of outside shareholders not held by the Group in the results and net assets of the Company's subsidiaries. An acquisition of minority interests is accounted for using the parent entity extension method whereby the difference between the consideration and the book value of the share of the net assets acquired is recognised as goodwill.

2.1 編製基準 (續)

綜合賬目基準 (續)

年內收購之附屬公司乃使用收購會計法列賬。該方法包括將企業合併之成本按照於收購日所取得之可識別資產、負債及或然負債之公平值分配。收購成本以於交易日期所付出資產之公平值、所發行之權益工具及所產生或已承擔之負債之總額，另加與收購直接相關之成本計量。

少數股東權益即並非由本集團持有之外界股東應佔本公司附屬公司之業績及資產淨值之權益。收購少數股東權益以母公司延伸法計算，據此，代價與所收購的淨資產賬面值差額被確認為商譽。

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements. Except for in certain cases, giving rise to new and revised accounting policies and additional disclosures, the adoption of these new and revised HKFRSs has had no significant effect on these financial statements.

HKFRS 1 and HKAS 27 Amendments	Amendments to HKFRS 1 <i>First-time Adoption of HKFRSs</i> and HKAS 27 <i>Consolidated and Separate Financial Statements – Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate</i>
HKFRS 2 Amendments	Amendments to HKFRS 2 <i>Share-based Payment – Vesting Conditions and Cancellations</i>
HKFRS 7 Amendments	Amendments to HKFRS 7 <i>Financial Instruments: Disclosures – Improving Disclosures about Financial Instruments</i>
HKFRS 8	<i>Operating Segments</i>
HKAS 1 (Revised)	<i>Presentation of Financial Statements</i>
HKAS 18 Amendment*	Amendment to Appendix to HKAS 18 <i>Revenue – Determining whether an entity is acting as a principal or as an agent</i>
HKAS 23 (Revised)	<i>Borrowing Costs</i>
HKAS 32 and HKAS 1 Amendments	Amendments to HKAS 32 <i>Financial Instruments: Presentation</i> and HKAS 1 <i>Presentation of Financial Statements – Puttable Financial Instruments and Obligations Arising on Liquidation</i>
HK(IFRIC)-Int 9 and HKAS 39 Amendments	Amendments to HK(IFRIC)-Int 9 <i>Reassessment of Embedded Derivatives</i> and HKAS 39 <i>Financial Instruments: Recognition and Measurement – Embedded Derivatives</i>
HK(IFRIC)-Int 13	<i>Customer Loyalty Programmes</i>
HK(IFRIC)-Int 15	<i>Agreements for the Construction of Real Estate</i>
HK(IFRIC)-Int 16	<i>Hedges of a Net Investment in a Foreign Operation</i>
HK(IFRIC)-Int 18	<i>Transfers of Assets from Customers</i> (adopted from 1 July 2009)
Improvements to HKFRSs (October 2008)	Amendments to a number of HKFRSs

* Included in *Improvements to HKFRSs 2009* (as issued in May 2009).

2.2 會計政策及披露之變動

本集團已於本年度之財務報表首次採納下列新訂及經修訂香港財務報告準則。除在若干情況下產生新訂及經修訂會計政策以及額外披露外，採納該等新訂及經修訂香港財務報告準則對該等財務報表並無重大影響。

香港財務報告準則第1號及香港會計準則第27號之修訂本	香港財務報告準則第1號「首次執行香港財務報告準則」和香港會計準則第27號「綜合和獨立財務報表 – 對附屬公司、合營公司或聯營公司的投資成本」之修訂本
香港財務報告準則第2號之修訂本	香港財務報告準則第2號「以股份為基礎的付款 – 歸屬條件及註銷」之修訂本
香港財務報告準則第7號之修訂本	香港財務報告準則第7號「金融工具：披露 – 改善金融工具的披露」之修訂本
香港財務報告準則第8號 香港會計準則第1號 (經修訂)	「經營分部」 「財務報表的呈列」
香港會計準則第18號之修訂本*	香港會計準則第18號「收入 – 釐定實體是以當事人或代理的身份行事」之附錄的修訂本
香港會計準則第23號 (經修訂)	「借貸成本」
香港會計準則第32號及香港會計準則第1號之修訂本	香港會計準則第32號「金融工具：呈列」和香港會計準則第1號「財務報表的呈列 – 可贖回金融工具及清盤產生的承擔」之修訂本
香港(國際財務報告詮釋委員會) – 詮釋第9號及香港會計準則第39號之修訂本	香港(國際財務報告詮釋委員會) – 詮釋第9號「重新評估嵌入式衍生工具」及香港會計準則第39號「金融工具：確認和計量 – 嵌入式衍生工具」之修訂本
香港(國際財務報告詮釋委員會) – 詮釋第13號	「客戶忠誠度計劃」
香港(國際財務報告詮釋委員會) – 詮釋第15號	「房產建造協議」
香港(國際財務報告詮釋委員會) – 詮釋第16號	「海外業務投資淨額對沖」
香港(國際財務報告詮釋委員會) – 詮釋第18號	「由客戶轉讓資產」(由二零零九年七月一日起採納)
香港財務報告準則之改進 (二零零八年十月)	多項香港財務報告準則之修訂本

* 包括在「二零零九年香港財務報告準則之改進」(於二零零九年五月頒佈)之內。

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES (continued)

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

- (a) Amendments to HKFRS 1 *First-time Adoption of HKFRSs* and HKAS 27 *Consolidated and Separate Financial Statements – Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate*

The HKAS 27 Amendment requires all dividends from subsidiaries, associates or jointly-controlled entities to be recognised in the income statement in the parent's separate financial statements. The distinction between pre and post acquisition profits is no longer required. However, the payment of such dividends requires the Company to consider whether there is an indicator of impairment. The amendment is applied prospectively. HKAS 27 has also been amended to deal with the measurement of the cost of investments where a parent reorganises the structure of its group by establishing a new entity as its parent. The HKFRS 1 Amendment allows a first-time adopter of HKFRSs to measure its investments in subsidiaries, associates or jointly-controlled entities using a deemed cost. As the Group is not a first-time adopter of HKFRSs, the HKFRS 1 Amendment is not applicable to the Group.

- (b) Amendments to HKFRS 2 *Share-based Payment – Vesting Conditions and Cancellations*

The HKFRS 2 Amendments clarify that vesting conditions are service conditions and performance conditions only. Any other conditions are non-vesting conditions. Where an award does not vest as a result of a failure to meet a non-vesting condition that is within the control of either the entity or the counterparty, this is accounted for as a cancellation. As the Group has not entered into share-based payment schemes with non-vesting conditions attached, the amendments have had no impact on the financial position or results of operations of the Group.

2.2 會計政策及披露之變動 (續)

採納此等新訂及經修訂香港財務報告準則之主要影響如下：

- (a) 香港財務報告準則第1號「首次執行香港財務報告準則」和香港會計準則第27號「綜合和獨立財務報表－對附屬公司、合營公司或聯營公司的投資成本」之修訂本

香港會計準則第27號之修訂本規定來自附屬公司、聯營公司或共同控制實體的所有股息將於母公司的獨立財務報表內的收益表內確認。不再要求區別收購前後溢利。然而，支付有關股息要求本公司考慮是否有減值跡象。修訂不予追溯應用。香港會計準則第27號亦已經修訂，以處理倘若母公司透過成立新實體為其母公司重組其集團架構，投資成本之計量。香港財務報告準則第1號之修訂本允許首次採納香港財務報告準則者在計量於附屬公司、聯營公司或共同控制實體之投資時採用視為成本。由於本集團並非首次採納香港財務報告準則者，因此，香港財務報告準則第1號之修訂本並不適用於本集團。

- (b) 香港財務報告準則第2號「以股份為基礎的付款－歸屬條件及註銷」之修訂

本香港財務報告準則第2號之修訂本釐清歸屬條件僅為服務條件及表現條件。任何其他條件並非歸屬條件。倘若由於未能符合實體或對方控制範圍內之非歸屬條件，獎勵並無歸屬，則入賬為註銷。由於本集團並無訂立附有非歸屬條件之以股份支付款項計劃，因此，該等修訂並無對本集團之財務狀況或營運業績產生影響。

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES (continued)

- (c) Amendments to HKFRS 7 *Financial Instruments: Disclosures – Improving Disclosures about Financial Instruments*

The HKFRS 7 Amendments require additional disclosures about fair value measurement and liquidity risk. Fair value measurements related to items recorded at fair value are to be disclosed by sources of inputs using a three-level fair value hierarchy, by class, for all financial instruments recognised at fair value. In addition, a reconciliation between the beginning and ending balances is now required for level 3 fair value measurements, as well as significant transfers between levels in the fair value hierarchy. The fair value measurement disclosures are presented in note 39 to the financial statements. The amendments also clarify the requirements for liquidity risk disclosures with respect to derivative transactions and assets used for liquidity management. As the Group does not have derivative financial liabilities as at 31 March 2010, the amendments on liquidity risk disclosures have no impact to the Group.

- (d) HKFRS 8 *Operating Segments*

HKFRS 8, which replaces HKAS 14 *Segment Reporting*, specifies how an entity should report information about its operating segments, based on information about the components of the entity that is available to the chief operating decision maker for the purposes of allocating resources to the segments and assessing their performance. The standard also requires the disclosure of information about the products and services provided by the segments, the geographical areas in which the Group operates, and revenue from the Group's major customers. The Group concluded that the operating segments determined in accordance with HKFRS 8 are the same as the business segments previously identified under HKAS 14. These revised disclosures, including the related revised comparative information, are shown in note 4 to the financial statements.

2.2 會計政策及披露之變動 (續)

- (c) 香港財務報告準則第7號「金融工具：披露－改善金融工具的披露」之修訂本

香港財務報告準則第7號之修訂本要求對公平值計量及流動資金風險作出額外披露。有關以公平值入賬之項目之公平值計量須就以公平值確認之所有金融工具，透過採用三層公平值架構得出之輸入來源按類別予以披露。此外，現須就第三層公平值計量以及公平值架構內各層之間的重大轉撥進行期初與期終結餘間之對賬。公平值計量披露載於財務報表附註39。修訂亦釐清有關衍生工具交易及用作流動資金管理之資產之流動資金風險的披露規定。由於本集團於二零一零年三月三十一日並無衍生金融負債，流動資金風險披露之修訂並無對本集團造成影響。

- (d) 香港財務報告準則第8號「經營分部」

香港財務報告準則第8號取代了香港會計準則第14號**分部報告**，指定企業應當如何披露業務分部信息。該信息是依據與企業相關，並被主要經營決策者用於分部資源的分配以及評價其表現。該準則也要求披露不同分部所提供的產品和服務、集團業務經營的地區分類，以及本集團主要客戶不同地區的業務收入。本集團認為，根據香港財務報告準則第8號所釐定之營運分部與過往根據香港會計準則第14號所識別之業務分部相同。此等經修訂披露（包括相關經修訂比較資料）已載於財務報表附註4。

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES (continued)

(e) HKAS 1 (Revised) *Presentation of Financial Statements*

HKAS 1 (Revised) introduces changes in the presentation and disclosures of financial statements. The revised standard separates owner and non-owner changes in equity. The statement of changes in equity includes only details of transactions with owners, with all non-owner changes in equity presented as a single line. In addition, this standard introduces the statement of comprehensive income, with all items of income and expense recognised in profit or loss, together with all other items of recognised income and expense recognised directly in equity, either in one single statement, or in two linked statements. The Group has elected to present two statements.

(f) Amendment to Appendix to HKAS 18 *Revenue – Determining whether an entity is acting as a principal or as an agent*

Guidance has been added to the appendix (which accompanies the standard) to determine whether the Group is acting as a principal or as an agent. The features to consider are whether the Group (i) has the primary responsibility for providing the goods or services, (ii) has inventory risk, (iii) has the discretion to establish prices and (iv) bears credit risk. The Group has assessed its revenue arrangements against these criteria and concluded that it is acting as a principal in all arrangements. The amendment has had no impact on the financial position or results of operations of the Group.

2.2 會計政策及披露之變動 (續)

(e) 香港會計準則第1號(經修訂)「財務報表的呈列」

香港會計準則第1號(經修訂)引入了一些財務報表列報和披露的變化。新修訂的準則區分了所有者權益和非所有者權益的變動。權益變動表只包括與所有者權益相關的具體交易，並僅以一項列示全部非所有者權益的變化。另外，該準則還引入了全面收益表，採用單獨表格或以兩個連接的表格的形式列示所有在損益表或直接在所有者權益中確認的收入和費用。本集團選擇使用兩個表格進行列示。

(f) 香港會計準則第18號「收入—釐定實體是以當事人或代理的身份行事」之附錄的修訂本

準則附錄中(附帶在準則內)就如何確定本集團的行為屬於當事人還是屬於代理已經增加了指引。本集團需要考慮是否具備以下條件：(i)承擔提供商品和服務的主要責任；(ii)承擔存貨風險；(iii)擁有定價權；(iv)承擔信用風險。本集團根據這些標準評估了其收入安排，並得出結論是在所有方面都作為當事人。該修訂本對本集團的財務狀況及經營業績並無影響。

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES (continued)

(g) HKAS 23 (Revised) *Borrowing Costs*

HKAS 23 has been revised to require capitalisation of borrowing costs when such costs are directly attributable to the acquisition, construction or production of a qualifying asset. As the Group's current policy for borrowing costs aligns with the requirements of the revised standard, the revised standard has had no impact on the financial position or results of operations of the Group.

(h) Amendments to HKAS 32 *Financial Instruments: Presentation* and HKAS 1 *Presentation of Financial Statements – Puttable Financial Instruments and Obligations Arising on Liquidation*

The HKAS 32 Amendments provide a limited scope exception for puttable financial instruments and instruments that impose specified obligations arising on liquidation to be classified as equity if they fulfil a number of specified features. The HKAS 1 Amendments require disclosure of certain information relating to these puttable financial instruments and obligations classified as equity. As the Group currently has no such financial instruments or obligations, the amendments have had no impact on the financial position or results of operations of the Group.

2.2 會計政策及披露之變動 (續)

(g) 香港會計準則第23號(經修訂)「借貸成本」

新修訂的香港會計準則第23號要求當借款費用可直接歸屬於購置、建造或生產符合條件的資產時，該借款費用應當予以資本化。因本集團現行的借貸成本會計政策符合修訂後的準則，該修訂後的準則對本集團的財務狀況及經營業績並無影響。

(h) 香港會計準則第32號「金融工具：呈列」和香港會計準則第1號「財務報表的呈列－可贖回金融工具及清盤產生的承擔」之修訂本

香港會計準則第32號之修訂本為滿足特定條件的可贖回金融工具及清算產生的債務分類為權益提供了範圍有限的例外處理。新修訂的香港會計準則第1號要求披露可贖回金融工具及分類為權益的債務之若干相關信息。由於本集團現時並無此類金融工具或債務，故該修訂不會對本集團的財務狀況及經營業績造成影響。

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES (continued)

- (i) Amendments to HK(IFRIC)-Int 9 *Reassessment of Embedded Derivatives* and HKAS 39 *Financial Instruments: Recognition and Measurement – Embedded Derivatives*

The amendment to HK(IFRIC)-Int 9 requires an entity to assess whether an embedded derivative must be separated from a host contract when the entity reclassifies a hybrid financial asset out of the fair value through profit or loss category. This assessment is to be made based on circumstances that existed on the later of the date the entity first became a party to the contract and the date of any contract amendments that significantly change the cash flows of the contract. HKAS 39 has been revised to state that if an embedded derivative cannot be separately measured, the entire hybrid instrument must remain classified as fair value through profit or loss in its entirety. The adoption of the amendments has had no impact on the financial position or results of operations of the Group.

- (j) HK(IFRIC)-Int 13 *Customer Loyalty Programmes*

HK(IFRIC)-Int 13 requires customer loyalty award credits to be accounted for as a separate component of the sales transaction in which they are granted. The consideration received in the sales transaction is allocated between the loyalty award credits and the other components of the sale. The amount allocated to the loyalty award credits is determined by reference to their fair value and is deferred until the awards are redeemed or the liability is otherwise extinguished. The adoption of this interpretation has had no significant effect on these financial statements.

2.2 會計政策及披露之變動 (續)

- (i) 香港(國際財務報告詮釋委員會)－詮釋第9號「重新評估嵌入式衍生工具」及香港會計準則第39號「金融工具：確認和計量－嵌入式衍生工具」之修訂本

香港(國際財務報告詮釋委員會)－詮釋第9號之修訂本要求當公司將一項混合金融資產從以公平值計量且其變化反映於當期損益類別中重新分類出來時，對是否需要從主合同中分拆出嵌入衍生工具進行評估。這一評估不僅當公司首次成為合同一方時需要進行，當合同條款發生修訂從而對預期現金流量產生重大影響時也需要進行。香港會計準則第39號已經修訂為如果一項嵌入衍生工具無法被單獨計量，必須將整個混合金融工具分類為以公平值計量且其變動計入當期損益的金融工具。採取該項修訂不會對本集團的財務狀況及經營業績產生影響。

- (j) 香港(國際財務報告詮釋委員會)－詮釋第13號「客戶忠誠度計劃」

香港(國際財務報告詮釋委員會)－詮釋第13號要求顧客獎勵計劃下獎勵的積分在銷售交易中應單獨列示。銷售交易中收取的代價在獎勵積分和銷售的其他部分之間進行分配。分配至獎勵積分的款項，乃參照相關的公平值而釐定，並在直至獎勵被兌現或獎勵計劃終結的期間內進行攤銷。採納此項詮釋並無對該等財務報表造成重大影響。

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES (continued)

- (k) HK(IFRIC)-Int 15 *Agreements for the Construction of Real Estate*

HK(IFRIC)-Int 15 replaces HK Interpretation 3 *Revenue – Pre-completion Contracts for the Sale of Development Properties*. It clarifies when and how an agreement for the construction of real estate should be accounted for as a construction contract in accordance with HKAS 11 *Construction Contracts* or an agreement for the sale of goods or services in accordance with HKAS 18 *Revenue*. As the Group currently is not involved in any construction of real estate, the interpretation has had no impact on the financial position or results of operations of the Group.

- (l) HK(IFRIC)-Int 16 *Hedges of a Net Investment in a Foreign Operation*

HK(IFRIC)-Int 16 provides guidance on the accounting for a hedge of a net investment in a foreign operation. This includes clarification that (i) hedge accounting may be applied only to the foreign exchange differences arising between the functional currencies of the foreign operation and the parent entity; (ii) a hedging instrument may be held by any entities within a group; and (iii) on disposal of a foreign operation, the cumulative gain or loss relating to both the net investment and the hedging instrument that was determined to be an effective hedge should be reclassified to the income statement as a reclassification adjustment. As the Group currently has no hedge of a net investment in a foreign operation, the interpretation has had no impact on the financial position or results of operations of the Group.

2.2 會計政策及披露之變動 (續)

- (k) 香港(國際財務報告詮釋委員會)－詮釋第15號「*房產建造協議*」

香港(國際財務報告詮釋委員會)－詮釋第15號取代了香港詮釋第3號「*收入－開發中房地產的預售合約*」。該詮釋說明了房地產建造合同在何種情況下才符合香港會計準則第11號「*建造合同*」的相關規定，作為建造合同進行會計處理，或何種情況下銷售貨物或提供服務合同才符合香港會計準則第18號「*收入*」的相關規定。由於本集團不存在房地產建造活動，該詮釋對本集團的財務狀況或經營業績沒有影響。

- (l) 香港(國際財務報告詮釋委員會)－詮釋第16號「*海外業務投資淨額對沖*」

香港(國際財務報告詮釋委員會)－詮釋第16號為海外投資中的淨投資套期的會計處理提供了指引，包括：(i)套期會計僅適用於因母公司記功能貨幣與海外投資功能貨幣之間產生的匯兌差額；(ii)套期工具可以由集團內的任何公司持有；及(iii)當處置海外投資時，與淨投資和已確定為有效套期的套期工具有關的累計盈利或損失應當重新分類調整至損益表。由於本集團現時並未就海外業務投資淨額進行對沖，故該詮釋對本集團的財務狀況或經營業績並無影響。

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES (continued)

- (m) HK(IFRIC)-Int 18 *Transfers of Assets from Customers* (adopted from 1 July 2009)

HK(IFRIC)-Int 18 provides guidance on accounting by recipients that receive from customers items of property, plant and equipment or cash for the acquisition or construction of such items, provided that these assets must then be used to connect customers to networks or to provide ongoing access to a supply of goods or services, or both. As the Group currently has no such transactions, the interpretation has had no impact on the financial position or results of operations of the Group.

- (n) In October 2008, the HKICPA issued its first *Improvements to HKFRSs* which sets out amendments to a number of HKFRSs. Except for the amendments to HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations – Plan to Sell the Controlling Interest in a Subsidiary* which is effective for annual periods beginning on or after 1 July 2009, the Group adopted all the amendments from 1 April 2009. While the adoption of some of the amendments results in changes in accounting policies, none of these amendments has had a significant financial impact to the Group. Details of the key amendments most applicable to the Group are as follows:

- HKFRS 7 *Financial Instruments: Disclosures*: Removes the reference to “total interest income” as a component of finance costs.
- HKAS 1 *Presentation of Financial Statements*: Clarifies that assets and liabilities which are classified as held for trading in accordance with HKAS 39 are not automatically classified as current in the statement of financial position.

2.2 會計政策及披露之變動 (續)

- (m) 香港(國際財務報告詮釋委員會)－詮釋第18號「由客戶轉讓資產」(由二零零九年七月一日起採納)

香港(國際財務報告詮釋委員會)－詮釋第18號為來自客戶的資產轉移提供會計處理的指引，並明確了香港財務報告準則確認此類資產轉移協議的要求，即企業接受來自客戶方的一項固定資產，必須用於與客戶建立的網絡關係或用於向客戶持續提供貨物或服務，或同時提供二者。由於本集團並無此類交易，該詮釋不會對本集團的財務狀況或經營業績構成影響。

- (n) 二零零八年十月，香港會計師公會首次頒佈了對「香港財務報告準則之改進」，針對若干香港財務報告準則作出了修訂。除了香港財務報告準則第5號「持有待售之非流動資產及終止經營業務－計劃出售附屬公司之控股權益」之修訂本是從二零零九年七月一日開始的會計期間施行採納以外，其他的修訂均自二零零九年四月一日開始的會計期間進行採納。雖然修訂後的各項準則會導致會計政策的變更，但是沒有任何一個修訂後的準則對本集團產生重大財務影響。有關最適用於本集團的重要修訂的詳情如下：

- 香港財務報告準則第7號「金融工具：披露」：刪除關於「利息收入總額」作為財務費用之組成部份。
- 香港會計準則第1號「財務報表的呈列」：闡明按照香港會計準則第39號分類為持作買賣之資產及負債，不會於財務狀況表自動分類為流動資產及負債。

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES (continued)

(n) (continued)

- HKAS 16 *Property, Plant and Equipment*: Replaces the term “net selling price” with “fair value less costs to sell” and the recoverable amount of property, plant and equipment is the higher of an asset’s fair value less costs to sell and its value in use.

In addition, items of property, plant and equipment held for rental that are routinely sold in the ordinary course of business after rental are transferred to inventories when rental ceases and they are held for sale.

- HKAS 28 *Investments in Associates*: Clarifies that an investment in an associate is a single asset for the purpose of conducting the impairment test and that no impairment is separately allocated to goodwill included in the investment balance.
- HKAS 36 *Impairment of Assets*: When discounted cash flows are used to estimate “fair value less costs to sell”, additional disclosures (e.g., discount rate and growth rate used) are required which are consistent with the disclosures required when the discounted cash flows are used to estimate “value in use”.

2.2 會計政策及披露之變動 (續)

(n) (續)

- 香港會計準則第16號「物業、廠房及設備」：以「公平值與出售成本之差額」取代「淨售價」項目，而物業、廠房及設備之可收回數額應以資產公平值減銷售成本與資產使用價值兩者之較高者為準。

此外，在正常租賃期滿後出售之持有待租之物業、廠房及設備，應當在租賃期滿日轉入存貨以持有待售。

- 香港會計準則第28號「於聯營公司的投資」：闡明於聯營公司之投資在進行減值測試時，應作為一項單獨的資產進行測試，且減值撥備將不被單獨分配至包含在投資餘額中的商譽。
- 香港會計準則第36號「資產減值」：當折現現金流用於估計「公平值與出售成本之差額」時，須另行披露（如所用折現率及增長率），與折現現金流用於估計「使用價值」時要求之披露一致。

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

HKFRS 1 (Revised)	First-time Adoption of Hong Kong Financial Reporting Standards ¹
HKFRS 1 Amendments	Amendments to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Additional Exemptions for First-time Adopters</i> ²
HKFRS 1 Amendment	Amendment to HKFRS 1 <i>First-time Adoption of Hong Kong Financial Reporting Standards – Limited Exemption from Comparative HKFRS 7 Disclosures for First-time Adopters</i> ⁴
HKFRS 2 Amendments	Amendments to HKFRS 2 <i>Share-based Payment – Group Cash-settled Share-based Payment Transactions</i> ²
HKFRS 3 (Revised)	<i>Business Combinations</i> ¹
HKFRS 9	<i>Financial Instruments</i> ⁶
HKAS 24 (Revised)	<i>Related Party Disclosures</i> ⁵
HKAS 27 (Revised)	<i>Consolidated and Separate Financial Statements</i> ¹
HKAS 32 Amendment	Amendment to HKAS 32 <i>Financial Instruments: Presentation – Classification of Rights Issues</i> ³
HKAS 39 Amendment	Amendment to HKAS 39 <i>Financial Instruments: Recognition and Measurement – Eligible Hedged Items</i> ¹
HK(IFRIC)-Int 14 Amendments	Amendments to HK(IFRIC)-Int 14 <i>Prepayments of a Minimum Funding Requirement</i> ⁵
HK(IFRIC)-Int 17	<i>Distributions of Non-cash Assets to Owners</i> ¹
HK(IFRIC)-Int 19	<i>Extinguishing Financial Liabilities with Equity Instruments</i> ⁴
Amendments to HKFRS 5 included in Improvements to HKFRSs issued in October 2008	Amendments to HKFRS 5 <i>Non-current Assets Held for Sale and Discontinued Operations – Plan to Sell the Controlling Interest in a Subsidiary</i> ¹
HK Interpretation 4 (Revised in December 2009)	<i>Leases – Determination of the Length of Lease Term in respect of Hong Kong Land Leases</i> ²
Improvements to HKFRSs (May 2009)	Amendments to a number of HKFRSs ⁷
Improvements to HKFRSs (May 2010)	Amendments to a number of HKFRSs ⁸

2.3 已頒佈但未生效之香港財務報 告準則

本集團並未於本財務報表中應用以下已頒佈但尚未生效的新訂及經修訂香港財務報告準則。

香港財務報告準則第1號(經修訂)	首次採用香港財務報告準則 ¹
香港財務報告準則第1號之修訂本	香港財務報告準則第1號「首次採用香港財務報告準則 – 對於首次採用之附加豁免」之修訂本 ²
香港財務報告準則第1號之修訂本	香港財務報告準則第1號「首次採納香港財務報告準則 – 首次採納香港財務報告準則第7號之披露對比較數字之有限度豁免」之修訂本 ⁴
香港財務報告準則第2號之修訂本	香港財務報告準則第2號「基於股權之付款 – 集團以現金結算之股份支付交易」之修訂本 ²
香港財務報告準則第3號(經修訂)	「企業合併」 ¹
香港財務報告準則第9號	「金融工具」 ⁶
香港會計準則第24號(經修訂)	「關連人士披露」 ⁵
香港會計準則第27號(經修訂)	「綜合和單獨財務報表」 ¹
香港會計準則第32號之修訂本	香港會計準則第32號「金融工具：列示 – 供股分類」之修訂本 ³
香港會計準則第39號之修訂本	香港會計準則第39號「金融工具：確認及計量 – 符合條件之被套期保值項目」之修訂本 ¹
香港(國際財務報告詮釋委員會) – 詮釋第14號之修訂本	香港(國際財務報告詮釋委員會) – 詮釋第14號「最低資金要求之預付款項」之修訂本 ⁵
香港(國際財務報告詮釋委員會) – 詮釋第17號	「向所有者分配非現金資產」 ¹
香港(國際財務報告詮釋委員會) – 詮釋第19號	「以權益工具抵銷金融負債」 ⁴
香港財務報告準則第5號之修訂本，已包含於2008年10月頒佈之香港財務報告準則之改進內	香港財務報告準則第5號「持有待售之非流動資產及終止經營業務 – 計劃出售附屬公司之控股權益」之修訂本
香港詮釋第4號(二零零九年十二月修訂)	租賃 – 釐定香港土地租賃之合約期限 ²
香港財務報告準則之改進(二零零九年五月)	多項香港財務報告準則之修訂本 ⁷
香港財務報告準則之改進(二零一零年五月)	多項香港財務報告準則之修訂本 ⁸

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

Apart from the above, the HKICPA has issued *Improvements to HKFRSs 2009* and *Improvements to HKFRSs 2010* which sets out amendments to a number of HKFRSs primarily with a view to removing inconsistencies and clarifying wording. The amendments to HKFRS 2, HKAS 38, HK(IFRIC)-Int 9 and HK(IFRIC)-Int 16 are effective for annual periods beginning on or after 1 July 2009 while the amendments to HKFRS 5, HKFRS 8, HKAS 1, HKAS 7, HKAS 17, HKAS 36 and HKAS 39 are effective for annual periods beginning on or after 1 January 2010 although there are separate transitional provisions for each standard or interpretation. The amendments to HKFRS 3 and transition requirements for amendments arising as a result of HKAS 27 are effective for annual periods beginning on or after 1 July 2010 while the amendments to HKFRS 1, HKFRS 7, HKAS 1, HKAS 34 and HK(IFRIC)-Int 13 are effective for annual periods beginning on or after 1 January 2011.

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

HKFRS 1 (Revised) was issued with an aim to improve the structure of the standard. The revised version of the standard does not make any changes to the substance of accounting by first-time adopters. As the Group is not a first-time adopter of HKFRSs, the amendments will not have any financial impact on the Group.

2.3 已頒佈但未生效之香港財務報 告準則 (續)

除上述項目以外，香港會計師公會還頒佈了「二零零九年香港財務報告準則之改進」及「二零一零年香港財務報告準則之改進」，當中載列若干香港財務報告準則之修訂，主要目之是為刪除歧義及釐清用字。對香港財務報告準則第2號、香港會計準則第38號、香港（國際財務報告詮釋委員會）－詮釋第9號和詮釋第16號之修訂於二零零九年七月一日開始之年度期間施行採納，而對香港財務報告準則第5號和第8號、香港會計準則第1號、第7號、第17號、第36號和第39號自二零一零年一月一日開始之年度期間施行採納，惟各項準則或詮釋有獨立之過渡性條款。香港財務報告準則第3號之修訂及因應香港會計準則第27號所引致之過渡性修訂於二零一零年七月一日或之後開始之年度期間生效，而香港財務報告準則第1號、香港財務報告準則第7號、香港會計準則第1號、香港會計準則第34號及香港（國際財務報告詮釋委員會）－詮釋第13號之修訂將於二零一一年一月一日或之後開始之年度期間生效。

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

香港財務報告準則第1號（經修訂）頒佈的目的旨在改進準則的架構。修訂後的準則並不會對首次採納者的會計內容造成任何變動。由於本集團並非首次採納香港財務報告準則，該修訂不會對本集團構成任何財務影響。

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

The HKFRS 1 Amendments provide relief from the full retrospective application of HKFRSs for the measurement of oil and gas assets and leases. As a result of extending the options for determining deemed cost to oil and gas assets, the existing exemption relating to decommissioning liabilities has also been revised. As the Group is not a first-time adopter of HKFRSs, the amendments will not have any financial impact on the Group.

The HKFRS 1 Amendment provides first-time adopters with the same transitional provisions as included in the amendments to HKFRS 7. The transitional provisions in HKFRS 7 have been amended to clarify that an entity need not provide the disclosure required by the amendments to HKFRS 7 for (i) any annual or interim period, including any statement of financial position, presented within an annual comparative period ended before 31 December 2009 or (ii) any statement of financial position as at the beginning of the earliest comparative period as at a date before 31 December 2009. As the Group is not a first-time adopter of HKFRSs, the amendments will not have any financial impact on the Group.

The HKFRS 2 Amendments provide guidance on how to account for cash-settled share-based payment transactions in the separate financial statements of the entity receiving the goods and services when the entity has no obligation to settle the share-based payment transactions. The amendments also incorporate guidance that was previously included in HK(IFRIC)-Int 8 *Scope of HKFRS 2* and HK(IFRIC)-Int 11 *HKFRS 2 – Group and Treasury Share Transactions*. The amendments are unlikely to have any significant implications on the Group's accounting for share-based payments.

HKFRS 3 (Revised) introduces a number of changes in the accounting for business combinations that will impact the amount of goodwill recognised, the reported results in the period that an acquisition occurs, and future reported results.

2.3 已頒佈但未生效之香港財務報 告準則 (續)

香港財務報告準則第1號之修訂本豁免就石油及天然氣資產和租賃之計量全面追溯應用香港財務報告準則。由於擴大了確定石油及天然氣資產之視同成本之選擇，故有關解除負債之現有豁免亦已被修訂。由於本集團並非首次採納者香港財務報告準則，該修訂不會對本集團構成任何財務影響。

香港財務報告準則第1號之修訂本向首次採納者提供與香港財務報告準則第7號之修訂本所載之相同過渡性條文。香港財務報告準則第7號所載之過渡性條文已經修訂，以闡明實體毋須就(i)於截至二零零九年十二月三十一日前止年度比較期間所呈列之任何年度或中期期間，包括任何財務狀況表，或(ii)截至二零零九年十二月三十一日前某個日期之最早可比較期間開始時之任何財務狀況表，提供香港財務報告準則第7號之修訂本所規定之披露資料。由於本集團並非香港財務報告準則之首次採納者，故有關修訂不會對本集團造成財務影響。

香港財務報告準則第2號之修訂本對於當企業沒有義務對股份支付進行結算之情況下取得商品和服務時，如何在單獨財務報表中核算以現金結算之股份支付款項提供了指引。該修訂亦涵蓋之前列入香港(國際財務報告詮釋委員會)－詮釋第8號「香港財務報告準則第2號之範圍」和香港(國際財務報告詮釋委員會)－詮釋第11號「香港財務報告準則第2號－集團和庫存股份交易」之指引。有關修訂對本集團股份支付之相關會計處理不會產生重大影響。

香港財務報告準則第3號(經修訂)引入多項有關企業合併之會計處理變化，並將影響商譽確認之金額、收購期間之業績以及未來業績。

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

HKAS 27 (Revised) requires that a change in the ownership interest of a subsidiary without loss of control is accounted for as an equity transaction. Therefore, such a change will have no impact on goodwill, nor will it give rise to a gain or loss. Furthermore, the revised standard changes the accounting for losses incurred by the subsidiary as well as the loss of control of a subsidiary. Other consequential amendments were made to HKAS 7 *Statement of Cash Flows*, HKAS 12 *Income Taxes*, HKAS 21 *The Effects of Changes in Foreign Exchange Rates*, HKAS 28 *Investments in Associates* and HKAS 31 *Interests in Joint Ventures*.

The Group expects to adopt HKFRS 3 (Revised) and HKAS 27 (Revised) from 1 April 2010. The changes introduced by these revised standards must be applied prospectively and will affect the accounting of future acquisitions, loss of control and transactions with minority interests.

HKFRS 9 issued in November 2009 is the first part of phase 1 of a comprehensive project to entirely replace HKAS 39 *Financial Instruments: Recognition and Measurement*. This phase focuses on the classification and measurement of financial assets. Instead of classifying financial assets into four categories, an entity shall classify financial assets as subsequently measured at either amortised cost or fair value, on the basis of both the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. This aims to improve and simplify the approach for the classification and measurement of financial assets compared with the requirements of HKAS 39.

HKAS 39 is aimed to be replaced by HKFRS 9 in its entirety by the end of 2010. The Group expects to adopt HKFRS 9 from 1 April 2013.

2.3 已頒佈但未生效之香港財務報 告準則 (續)

香港會計準則第27號(經修訂)規定對並無喪失控制權之附屬公司權益變動以股權交易方式入帳。因此,該等變動既不影響商譽,也不會產生收益或虧損。此外,該準則改變了承擔附屬公司所產生損失以及喪失附屬公司控制權之會計處理。香港會計準則第7號「現金流量表」、香港會計準則第12號「所得稅」、香港會計準則第21號「匯率變動之影響」、香港會計準則第28號「聯營公司投資」以及香港會計準則第31號「於聯營公司之權益」也做了其他後續之修訂。

本集團將於二零一零年四月一日起開始執行新修訂之香港財務報告準則第3號和香港會計準則第27號。這些準則之修訂採用未來適用法,並將影響日後之收購事項、控制權之喪失和與少數股東交易之會計處理。

於二零零九年十一月發佈之香港財務報告準則第9號作為其取代香港會計準則第39號「金融工具:確認及計量」全面計劃的第一階段。本階段重點關注金融資產之分類及計量。不同於過去之四分類標準,企業應該根據公司管理金融資產之商業模式及合約現金流量之特性將金融資產分類為以攤銷成本或公平值進行後續計量。其目的是改進及簡化香港會計準則第39號關於金融資產分類及計量之規定。

香港財務報告準則第9號預計在二零一零年末完全取代香港會計準則第39號。本集團將於二零一三年四月一日開始施行採納。

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

HKAS 24 (Revised) clarifies and simplifies the definition of related parties. It also provides for a partial exemption of related party disclosure to government-related entities for transactions with the same government or entities that are controlled, jointly controlled or significantly influenced by the same government. While the adoption of the revised standard will result in changes in the accounting policy, the revised standard is unlikely to have any impact on the related party disclosures as the Group currently does not have any significant transactions with government-related entities.

The HKAS 32 Amendment revises the definition of financial liabilities such that rights, options or warrants issued to acquire a fixed number of the entity's own equity instruments for a fixed amount of any currency are equity instruments, provided that the entity offers the rights, options or warrants pro rata to all of its existing owners of the same class of its own non-derivative equity instruments. The Group expects to adopt the HKAS 32 Amendment from 1 April 2011. As the Group currently has no such rights, options or warrants in issue, the amendment is unlikely to have any financial impact on the Group.

The HKAS 39 Amendment addresses the designation of a one-sided risk in a hedged item, and the designation of inflation as a hedged risk or portion in particular situations. It clarifies that an entity is permitted to designate a portion of the fair value changes or cash flow variability of a financial instrument as a hedged item. The Group expects to adopt the HKAS 39 Amendment from 1 April 2010. As the Group has not entered into any such hedges, the amendment is unlikely to have any financial impact on the Group.

2.3 已頒佈但未生效之香港財務報 告準則 (續)

香港會計準則第24號(經修訂)明確及簡化關連人士之定義,並對政府關聯企業與政府、受同一政府控制、共同控制或存在重大影響之企業之間之關連人士交易披露提供了部分豁免。儘管採納經修訂準則將導致會計政策發生變動,但經修訂準則不大可能對關連人士披露造成影響,因為本集團目前並無與政府相關實體進行任何重大交易。

香港會計準則第32號之修訂本更改對金融負債之定義。該修訂認為以任何貨幣計量之固定金額之供股權、期權或認股權證按比例授予公司現有之非衍生股權益工具中所有同一類別所有者,以收購公司本身固定數量之權益工具時,該等供股權、期權或認股權證應分類為權益工具。本集團將於二零一一年四月一日採納此修訂。由於本集團目前無發行之供股權、期權或認股權證,該修訂不會對本集團構成任何財務影響。

香港會計準則第39號之修訂本指定被套期項目中之單邊風險,及指定通貨膨脹在特定情況下為全部或部分被套期風險。該準則闡明企業可指定金融工具之部分公平值變動或現金流量變化為被套期項目。本集團將於二零一零年四月一日採納此修訂。由於本集團沒有此類被套期項目,該修訂不會對本集團構成任何財務影響。

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

The HK(IFRIC)-Int 14 Amendments remove an unintended consequence arising from the treatment of prepayments of future contributions in certain circumstances when there is a minimum funding requirement. The amendments require an entity to treat the benefit of an early payment as a pension asset. The economic benefit available as a reduction in future contributions is thus equal to the sum of (i) the prepayment for future services and (ii) the estimated future services costs less the estimated minimum funding requirement contributions that would be required as if there were no prepayments. As the Group has no defined benefit scheme, the amendments will not have any financial impact on the Group.

HK(IFRIC)-Int 17 standardises practice in the accounting for non-reciprocal distributions of non-cash assets to owners. The interpretation clarifies that (i) a dividend payable should be recognised when the dividend is appropriately authorised and is no longer at the discretion of the entity; (ii) an entity should measure the dividend payable at the fair value of the net assets to be distributed; and (iii) an entity should recognise the difference between the dividend paid and the carrying amount of the net assets distributed in profit or loss. Other consequential amendments were made to HKAS 10 *Events after the Reporting Period* and HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*. While the adoption of the interpretation may result in changes in certain accounting policies, the interpretation is unlikely to have any material financial impact on the Group.

2.3 已頒佈但未生效之香港財務報 告準則 (續)

香港(國際財務報告詮釋委員會)－詮釋第14號之修訂本消除因在設有最低資金要求之若干情況下處理未來供款之預付款項所引起之預期以外後果。該修訂規定企業應當將提前付款之利益視作退休金資產。未來供款扣減帶來之經濟利益因此相等於：(i)未來服務預付款項，及(ii)估計未來服務成本減若在無預付款項下所需之估計最低資金要求供款之總和。由於本集團沒有此類設定受益計劃，該修訂不會對本集團構成任何財務影響。

香港(國際財務報告詮釋委員會)－詮釋第17號統一非互惠分配非現金資產予所有者之會計實務標準。該解釋闡明：(i)應付股息應於該股息獲適當授權且不再受企業支配時確認；(ii)企業應以擬分配資產淨值之公平值計量應付股息；及(iii)企業應在損益表中確認已付股息與已分配資產淨值賬面值之間之差額。其他後續之修訂分別為香港會計準則第10號「報告期日後事項」及香港財務報告準則第5號「持有待售之非流動資產及終止經營業務」。實施該解釋可能引起特定會計政策之變更，但該解釋不會對本集團構成任何重大財務影響。

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

HK(IFRIC)-Int 19 addresses the accounting by an entity when the terms of a financial liability are renegotiated and result in the entity issuing equity instruments to a creditor of the entity to extinguish all or part of the financial liability. The Group expects to adopt the interpretation from 1 April 2011. The interpretation clarifies that equity instruments issued to a creditor to extinguish a financial liability are consideration paid in accordance with HKAS 39 *Financial Instruments: Recognition and Measurement* and the difference between the carrying amount of the financial liability extinguished, and the consideration paid, shall be recognised in profit or loss. The consideration paid should be measured based on the fair value of the equity instrument issued or, if the fair value of the equity instrument cannot be reliably measured, the fair value of the financial liability extinguished. As the Group has not undertaken such transactions, the interpretation is unlikely to have any material financial impact on the Group.

The amendments to HKFRS 5 clarify that all assets and liabilities of a subsidiary shall be classified as held for sale if an entity has a sale plan involving loss of control of the subsidiary, regardless of whether the entity will retain a non-controlling interest. The Group expects to adopt the amendments from 1 April 2010. The changes must be applied prospectively and will affect future sale transactions or plans involving loss of control of a subsidiary.

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

2.3 已頒佈但未生效之香港財務報 告準則 (續)

香港(國際財務報告詮釋委員會)–詮釋第19號解決公司因金融負債之條款被重新訂立而導致向其債權人發放權益工具以抵銷全部或部分之金融負債之會計處理。本集團將於二零一一年四月一日採納此修訂。該解釋闡明按照香港會計準則第39號「金融工具：確認和計量」，向債權人發行權益工具以抵銷金融負債被視為已付代價。抵銷之金融負債賬面值與已付代價之差額應在損益中確認。已付代價按已發放權益工具之公平值計量。若權益工具之公平值不能被可靠計量，則以抵銷之金融負債之公平值計量。由於本集團未發生此類交易，該修訂不會對本集團構成任何重大財務影響。

香港財務報告準則第5號之修訂本釐清如果公司存在一項涉及失去附屬公司控制權之計劃，該附屬公司之資產及負債應分類為持有待售，無論該公司是否將會於出售後保留非控股權益。本集團將於二零一零年四月一日採納此修訂。該修訂採用未來適用法，將對未來涉及失去附屬公司控制權之出售交易或計劃產生影響。

香港詮釋第4號「租賃—釐定香港土地租賃之合約期限」乃由於包含在「二零零九年香港財務報告準則之改進」中之香港會計準則第17號「租賃」之後續修訂。經此修訂後，香港詮釋第4號之範圍已被擴展到覆蓋包括分類為融資租賃之全部土地租賃。此外，該解釋也同樣適用於按照香港會計準則第16號、香港會計準則第17號和香港會計準則第40號列賬之全部房產租賃。

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

Improvements to HKFRSs 2009 issued in May 2009 sets out amendments to a number of HKFRSs. Except for the amendment to HKAS 18, the Group expects to adopt the amendments from 1 April 2010. There are separate transitional provisions for each standard. While the adoption of some of the amendments may result in changes in accounting policies, none of these amendments are expected to have a significant financial impact on the Group.

Improvements to HKFRSs 2010 issued in May 2010 sets out amendments to a number of HKFRSs. The Group expects to adopt the amendments from 1 April 2011. There are separate transitional provisions for each standard. While the adoption of some of the amendments may result in changes in accounting policies, none of these amendments are expected to have a significant financial impact on the Group.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Subsidiaries

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

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

Associates

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

2.3 已頒佈但未生效之香港財務報 告準則 (續)

「二零零九年香港財務報告準則之改進」於二零零九年五月發佈，包含對若干香港財務報告之修訂。除香港會計準則第18號之修訂本外，本集團將於二零一零年四月一日採納該改進。每一個準則均存在單獨之過渡性條款。雖然部分修訂之適用會導致會計政策之變更，但不會對本集團構成任何重大財務影響。

「二零一零香港財務報告準則之改進」於二零一零年五月發佈，包含對若干香港財務報告之修訂。本集團將於二零一一年四月一日開始施行採納該改進。每一個準則均存在單獨之過渡性條款。雖然部分修訂之適用會導致會計政策之變更，但不會對本集團構成任何重大財務影響。

2.4 主要會計政策摘要

附屬公司

附屬公司乃本公司直接或間接控制其財務及營運政策，以從其業務中獲取利益之實體。

附屬公司之業績計入本公司收益表內，惟以已收及應收之股息為限。本公司於附屬公司之投資乃按成本扣除任何減值虧損列賬。

聯營公司

聯營公司乃附屬公司以外，本集團長期擁有一些不少於20%其股份投票權益，且本集團可對其行使重大影響力之實體。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Associates (continued)

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

Goodwill

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

Goodwill on acquisitions for which the agreement date is on or after 1 January 2005

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

2.4 主要會計政策摘要 (續)

聯營公司 (續)

本集團於聯營公司之權益以權益法扣除任何減值虧損後於綜合財務狀況表內列為本集團應佔之資產淨值。本集團所佔聯營公司之收購後業績及儲備分別列入綜合收益表及綜合儲備。本集團與其聯營公司之間交易所產生之未變現盈餘及虧損已予撇銷，程度限於本集團於聯營公司之權益，惟若未變現虧損乃顯示資產減值已予轉讓之證據。該等於收購聯營公司所產生之商譽，已包括於本集團聯營公司權益之部份內，且不會獨立進行減值測試。

商譽

因收購附屬公司及聯營公司及所產生之商譽，乃指業務合併之成本超逾本集團於收購當日購入被收購人所持有之可辨認資產、負債及或然負債的應佔部份的公平值淨值之差額。

協議日期為二零零五年一月一日或之後之收購之商譽

收購產生之商譽在綜合財務狀況表中確認為資產，並初步以成本計量，而隨後則以成本減任何累計減值虧損計量。倘為聯營公司，商譽乃計入有關之賬面值，而非在綜合財務狀況表中獨立列為可識別資產。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Goodwill (continued)

Goodwill on acquisitions for which the agreement date is on or after 1 January 2005 (continued)

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

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

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

2.4 主要會計政策摘要 (續)

商譽 (續)

協議日期為二零零五年一月一日或之後之收購之商譽 (續)

商譽的賬面值每年須作減值測試，但倘有事件或情況變動而顯示賬面值可能有損，則須更頻密地作減值測試。本集團會於每年三月三十一日進行減值測試。為了進行減值測試，企業合併取得的商譽自收購日起，分配給本集團的每一個預期從企業合併協同獲益的現金產出單元或現金產出單元組，而不論本集團的其他資產或負債是否被分配給上述單元或單元組。

減值乃透過評估與商譽有關的現金產出單元(或現金產出單元之組別)的可收回金額而確定。倘現金產出單元(或現金產出單元之組別)的可收回金額少於其賬面值，則應確認減值虧損。因商譽而確認的減值損失不應在期後撥回。

當商譽構成一個現金產出單元(或現金產出單元之組別)的一部份而該單元的某部份業務被出售，並在決定出售業務的損益時，與出售業務相關的商譽將包括在該業務的賬面值內。在此情況下出售的商譽將以出售業務和現金產出單元的保留部份的相對價值為基礎作計量。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Excess over the cost of business combinations

Any excess of the Group's interest in the net fair value of the acquirees' identifiable assets, liabilities and contingent liabilities over the cost of acquisition of subsidiaries, after reassessment, is recognised immediately in the income statement.

Impairment of non-financial assets other than goodwill

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

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

2.4 主要會計政策摘要 (續)

超過業務合併成本的差額

本集團於被收購者之可辨認資產、負債及或然負債的公平淨額的權益超過收購附屬公司的成本之任何差額經重新評估後，即時在收益表中確認。

非金融資產減值 (商譽除外)

倘有顯示出現減值，或當需要對資產 (存貨、遞延稅項資產、生物資產、金融資產、投資物業及商譽除外) 作每年減值測試，則須估計資產之可收回價值。資產之可收回價值按資產或現金產出單元之使用價值，以及其公平值減出售成本之較高者計算，並就各個別資產而釐訂，除非資產並未能在大致獨立於其他資產或組別資產之情況下賺取現金流入，在此情況下，須釐訂資產所屬的現金產生單位之可收回金額。

減值虧損只於資產之賬面值超過其可收回數額時確認。於評估使用價值時使用反映當時市場對貨幣時間值以及與資產相關的特定風險的除稅前貼現率貼現出估計未來現金流量之現值。減值虧損於其產生之期間在收益表中支銷，除非資產乃按估值列賬，則減值虧損乃根據該項重估資產的有關會計政策入賬。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets other than goodwill (continued)

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

Related parties

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

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

2.4 主要會計政策摘要 (續)

非金融資產減值 (商譽除外) (續)

於各報告期末，將評估是否有顯示之前確認之減值虧損已不會出現或可能已減少。倘出現有關顯示，則須估計可收回之金額。之前確認之資產(商譽除外)減值虧損只能於用以釐訂資產之可收回數額之估計出現變動始能撥回，惟該數額不得超過假設有關資產於過往年度並未有確認減值虧損而予以釐訂之賬面值(扣除任何折舊／攤銷)。該撥回之減值虧損乃於其產生之期間計入收益表，除非該資產仍按重估價值列賬，則該撥回減值虧損乃根據該項重估資產的有關會計政策入賬。

關連人士

在下列情況下，一方將被視為與本集團有關：

- (a) 一方直接或間接透過一間或以上中介機構，(i)控制本集團或被本集團控制或與本集團受共同控制；(ii)於本集團擁有權益使其能對本集團行使重大影響力；或(iii)對本集團擁有共同控制權；
- (b) 一方為聯營公司；
- (c) 一方為共同控制公司；
- (d) 一方為本集團之主要管理人員之成員；
- (e) 一方為由(a)或(d)項之任何人士之家族成員之近親；

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties (continued)

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

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost or valuation less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the income statement in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation.

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

2.4 主要會計政策摘要 (續)

關連人士 (續)

- (f) 一方為由(d)或(e)項之任何人士直接或間接控制、共同控制或能行使重大影響力或擁有其重大投票權之公司；或
- (g) 一方為本集團作為本集團關連人士之任何公司之僱員而設的離職後福利計劃。

物業、廠房及設備及折舊

除在建工程外，物業、廠房及設備乃按成本或估值扣除累計折舊及任何減值虧損列賬。物業、廠房及設備之成本值包括其購入價及令資產達致符合預計用途之操作狀況及運到使用地點之任何直接應計費用。在物業、廠房及設備項目投產後產生之開支，例如維修及保養，通常在產生之期間從收益表扣除。如達致確認標準，大型檢修開支將當作更換進行資本化，列入資產之賬面值。在物業、廠房及設備之重要部份需要定期更換時，本集團會將這些部份作為具有特定可使用期限及折舊之個別資產進行確認。

進行估值之頻率應足以確保重估資產之公平值不會與其賬面值有重大差異。物業、廠房及設備價值之變動乃作為資產重估儲備變動處理。倘若重估儲備總數不足以填補其虧絀(按個別資產基準計)，則多出之虧絀會於收益表內扣除。其後如有任何重估盈餘，會以先前扣除之虧絀為限，計入收益表。重新估值之資產如予出售，資產重估儲備中就先前估值所變現之有關部份會轉至保留盈利，作為儲備變動。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

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

Leasehold land and buildings	2% – 10%
Leasehold improvements	10% – 20%
Furniture, fixtures and equipment	10% – 25%
Plant and machinery	10% – 20%
Motor vehicles	15% – 30%

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

Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

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

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

2.4 主要會計政策摘要 (續)

物業、廠房及設備及折舊 (續)

折舊乃以直線法計算，並按各物業廠房及設備項目之估計可使用期限撇銷其成本值或估值至其餘值。所採用之主要折舊年率如下：

租賃土地及樓宇	2%至10%
租賃樓宇裝修	10%至20%
傢俬、裝置及設備	10%至25%
機械設備	10%至20%
汽車	15%至30%

倘物業、廠房及設備項目之各部分有不同之可使用年期，此項目各部分成本或價值將按合理之基礎分配，而每部分將作個別折舊。

餘值、可使用年期及折舊法乃最少於各財政年度結算日予以檢討，並在有需要時作出調整。

物業、廠房及設備項目及已初步確認之任何重要部份於出售或當預期不會從其使用或出售獲取未來經濟利益時不再確認。物業、廠房及設備出售或報廢所產生之收益或損失按售出淨額減去該等資產賬面淨值後之差額確認於本年度收益表中。

在建工程指興建中的樓宇，乃按成本值扣減任何減值虧損列賬，且並無折舊。成本包括建築期內直接建築成本，在建工程會於竣工時及可供使用時重新分類至物業、廠房及設備項目之合適類別中。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment property

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

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

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

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

2.4 主要會計政策摘要 (續)

投資物業

投資物業為於持作賺取租金收入及／或資本增值(而非用於生產或供應貨品或服務或行政目的)或作日常業務過程中出售的土地及樓宇之權益(包括就原應符合投資物業定義之物業根據經營租賃而持有之租賃權益)。該等物業初始以成本(包括交易成本)列賬。於初次確認後,投資物業以反映於報告期末之市況之公平值列賬。

投資物業之公平值變動之盈虧,計入所產生年度之收益表。

報廢或出售投資物業之任何盈虧,於報廢或出售年度在收益表中確認。

由投資物業轉為自置物業時,該物業其後之核算成本按改變用途當日之公平值入賬。若本集團之自置物業轉為投資物業,該物業在改變用途當日前按「物業、廠房及設備及折舊」一節所述政策計算列賬,該物業賬面值與公平值間之差額按上文「物業、廠房及設備及折舊」一節之政策作為一項重估入賬。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Operating leases

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

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

Investments and other financial assets

Initial recognition and measurement

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

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

The Group's financial assets include cash and cash equivalents, amounts due from associates, trade and other receivables, deposits and available-for-sale investments.

2.4 主要會計政策摘要 (續)

經營租賃

經營租賃乃資產擁有權之所有回報及風險仍保留在出租人之租約。當本集團為出租人時，由本集團以經營租賃出租之資產包括在非流動資產，而經營租賃之應收租金按租賃年期以直線法計入收益表內。當本集團為承租人時，經營租賃的應付租金按租賃年期以直線法於收益表扣除。

根據經營租賃之預付土地租賃款項，初步以成本列賬，並隨後於租約期內以直線法確認。倘租賃款項不能可靠地分配至土地及樓宇元素，則整筆租賃款項將計入土地及樓宇成本，作為物業、廠房及設備之融資租賃。

投資及其他金融資產

初步確認及計量

香港會計準則第39號範疇下的金融資產，歸入按公平值透過損益入賬之金融資產、貸款及應收款及可供出售之金融資產(如適用)。本集團於初步確認時釐定其金融資產之分類。金融資產初步確認時以公平值計算，另加(倘非為按公平值透過損益列賬之投資)直接應佔交易成本。

所有定期購買或出售金融資產乃按交易日(即本集團承諾購買或出售資產之日)基準確認。定期購買或出售金融資產乃指於市場上按規則或慣例設定之時間框架內完成資產交易。

本集團之金融資產包括現金及現金等值項目、應收聯營公司款項、應收貿易賬款及其他款項、訂金及可供出售投資。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Subsequent measurement

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

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include the financial assets held for trading. Financial assets are classified as held for trading if they are acquired for the purpose of sale in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKAS 39. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with changes in fair value recognised in the income statement. These net fair value changes do not include any dividends or interest earned on these financial assets, which are recognised in accordance with the policies set out for “Revenue recognition” below.

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

Loans and receivables

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

2.4 主要會計政策摘要 (續)

投資及其他金融資產 (續)

後續計量

金融資產之後續計量取決於其如下分類：

按公平值透過損益入賬的金融資產

按公平值透過損益入賬的金融資產包括持作買賣之金融資產。倘購入金融資產乃旨在短期內出售，則分類為持作買賣。此類別包括本集團所訂立並未指定為對沖關係(定義見香港會計準則第39號)中之對沖工具之衍生金融工具。衍生工具(包括個別嵌入式衍生工具)亦分類為持作買賣用途，惟被指定為實際對沖工具者除外。按公平值透過損益入賬之金融資產按公平值於財務狀況表入賬，而公平值變動則於收益表內確認。該等公平值淨值變動不包括金融資產所賺取之任何股息和利息，股息和利息按照下面「收入確認」載列的政策予以確認。

本集團透過評估按公平值透過損益入賬之金融資產(持作買賣用途)以確定近期銷售金融資產之意向是否仍然恰當。倘因市場不活躍及管理層於可見將來將之出售之意向出現重大變化而未能買賣該等金融資產，則本集團將會選擇在此罕見情況下重列此等資產。根據資產之性質，按公平值透過損益入賬之金融資產將被重列為貸款與應收款項、可出售金融資產或持有至到期投資。

貸款與應收款項

貸款與應收款為有固定或可釐定付款且沒有在活躍市場上報價的非衍生金融資產。於初步計量後，此等資產其後以實際利率法按攤銷成本扣除任何減值撥備後計量。攤銷成本乃考慮收購時之任何折讓或溢價後計算，並包括屬實際利率之一個主要部分之費用或成本。實際利率攤銷計入收益表之其他收入內。減值產生之虧損於收益表確認為其他經營開支。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in listed and unlisted equity securities and club debenture. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated at fair value through profit or loss.

After initial recognition, available-for-sale financial investments are subsequently measured at fair value, with unrealised gains or losses recognised as other comprehensive income in the available-for-sale investment valuation reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the income statement in other income, or until the investment is determined to be impaired, at which time the cumulative gain or loss is recognised in the income statement and removed from the available-for-sale investment valuation reserve. Interest and dividends earned are reported as interest income and dividend income, respectively and are recognised in the income statement as other income in accordance with the policies set out for “Revenue recognition” below.

When the fair value of unlisted equity securities cannot be reliably measured because (a) the variability in the range of reasonable fair value estimates is significant for that investment or (b) the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair value, such securities are stated at cost less any impairment losses.

The Group evaluates its available-for-sale financial assets whether the ability and intention to sell them in the near term are still appropriate. When the Group is unable to trade these financial assets due to inactive markets and management’s intent to do so significantly changes in the foreseeable future, the Group may elect to reclassify these financial assets in rare circumstances. Reclassification to loans and receivables is permitted when the financial assets meet the definition of loans and receivables and the Group has the intent and ability to hold these assets for the foreseeable future or to maturity. The reclassification to the held-to-maturity category is permitted only when the entity has the ability and intent to hold until the maturity date of the financial asset.

2.4 主要會計政策摘要 (續)

投資及其他金融資產 (續)

可出售金融投資

可出售金融投資乃於上市及非上市股本證券之非衍生金融資產以及會所債券。列為可出售之股本投資乃既未分類為持作買賣用途亦未指定為按公平值透過損益入帳之股本投資。

於初步確認後，可出售金融投資隨後按公平值計量，未變現盈虧於該投資取消確認時於可出售投資估值儲備內確認為其他全面收入，屆時累計盈虧乃於損益表內確認為其他收入，或至該投資釐定為減值，屆時累計盈虧乃於損益表內確認並剝離可出售投資估值儲備。賺取之利息及股息分別作為利息收入和股息收入呈報，按照下文「收入確認」所載政策在損益表確認為「其他收入」。

當(a)該項投資合理之公平值之估計範圍存在重大可變性或(b)在一定範圍內各種估計之可能性不能合理評估並用於估算公平值，故非上市股本證券之公平值不能可靠計量，則有關證券以成本減任何減值虧損列賬。

本集團就其可出售金融資產，評估於近期之出售能力或其出售意圖是否仍然恰當。倘因市場不活躍及管理層於可見將來將之出售之意見出現重大變化而導致本集團未能買賣該等金融資產，則本集團將會選擇在此罕見情況下重列該等金融資產。倘金融資產符合貸款及應收款項之定義且本集團有於可預見未來持有該等資產或持有該等資產直至屆滿日之能力及意圖，可將彼等重新列為貸款及應收款項。該實體須具備持有金融資產直至屆滿日之能力及意圖，方可將彼等重新列為持至屆滿日類別。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Available-for-sale financial investments (continued)

For a financial asset reclassified out of the available-for-sale category, any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the effective interest rate. Any difference between the new amortised cost and the expected cash flows is also amortised over the remaining life of the asset using the effective interest rate. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the income statement.

Derecognition of financial assets

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

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

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

2.4 主要會計政策摘要 (續)

投資及其他金融資產 (續)

可出售金融投資 (續)

對於重新分類劃出可出售類別之金融資產，已於權益內確認資產之任何過往盈虧將使用實際利率法按投資之剩餘年限於損益內攤銷。任何新攤銷成本與預期現金流量間之差額亦將使用實際利率法按該項資產之剩餘年限攤銷。倘該資產隨後確認為減值，則權益內計入之金額將重新分類至損益表。

不再確認金融資產

金融資產 (或倘適用，作為金融資產或類似金融資產組別一部份) 在下列情況不予確認：

- 從資產收取現金流之權利已屆滿；
- 本集團已轉讓從資產收取現金流之權利，或已承擔根據「過賬」安排而在沒有重大時差下悉數將已收取之現金流支付有關第三者之責任；及(a)本集團已將資產的大致所有風險及回報轉讓，或(b)本集團並無轉讓或保留資產的大致所有風險及回報，但已轉讓資產之控制權。

倘本集團已轉讓其收取從該項資產所得的現金流量之權利或已訂立過賬安排，且無轉讓或保留資產的大部份所有風險及回報，亦無轉讓資產之控制權，資產乃按本集團於資產之持續參與而確認。於該情況下，本集團亦確認相關負債。已轉讓資產及相關負債乃按反映本集團保留之權利及義務之基準計量。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial assets (continued)

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

Impairment of financial assets

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

Financial assets carried at amortised cost

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

2.4 主要會計政策摘要 (續)

不再確認金融資產 (續)

持續參與倘屬就所轉讓資產提供擔保，則以資產之原賬面值以及本集團可能須償還之代價最高金額之較低者計量。

金融資產減值

本集團於各報告期末評估是否有任何客觀證據表明某項金融資產或某類金融資產出現減值。只有在於初步確認某項或某類金融資產後發生一項或多項事件(一項已發生的「虧損事件」)導致存在客觀減值證據，而該項虧損事件對該項或該組金融資產的估計未來現金流量所造成之影響乃能夠可靠地估計，則該項或該組金融資產會被視作減值。減值證據可包括一名或一群債務人正面臨重大經濟困難、違約或未能償還利息或本金、彼等有可能破產或進行其他財務重組，以及有可觀察得到之數據顯示估計未來現金流量出現可計量之減少，例如欠款數目變動或出現與違約相關的經濟狀況。

以攤銷成本列賬之金融資產

就以攤銷成本列賬之金融資產而言，本集團首先會按個別基準就個別屬重大之金融資產或按組合基準就個別不屬重大之金融資產，個別評估是否存在客觀減值證據。倘本集團認定按個別基準經評估之金融資產(無論是否屬重大)並無客觀證據顯示存有減值，則該項資產會歸入一組具有相似信貸風險特性之金融資產內，並共同評估該組金融資產是否存在減值。經個別評估減值之資產，其減值虧損會予確認或繼續確認入賬，而不會納入綜合減值評估之內。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Financial assets carried at amortised cost (continued)

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate (i.e., the effective interest rate computed at initial recognition). If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

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

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

Assets carried at cost

If there is objective evidence that an impairment loss has been incurred on an unquoted equity instrument that is not carried at fair value because its fair value cannot be reliably measured, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Impairment losses on these assets are not reversed.

2.4 主要會計政策摘要 (續)

金融資產減值(續)

以攤銷成本列賬之金融資產(續)

倘有客觀證據顯示出現減值虧損，則虧損金額按該資產賬面值與估計未來現金流量(不包括並未產生之未來信貸虧損)現值之差額計量。估計未來現金流量之現值以金融資產之初始實際利率(即初次確認時計算之實際利率)折現。倘貸款之利率為浮動利率，則計量任何減值虧損之折現率為當前實際利率。

該資產之賬面值會直接減少或通過使用備抵賬而減少，而虧損金額於收益表確認。利息收入於減少後之賬面值中持續產生，且採用計量減值虧損時用以折現未來現金流量之利率累計。若日後收回不可實現，則撇清貸款及應收款項連同任何相關撥備。

倘若在其後期間估計減值虧損金額由於確認減值之後發生之事項增加或減少，則透過調整撥備抵賬增加或減少先前確認之減值虧損。倘於其後收回未來撇銷，該項收回將計入收益表內。

按成本列值之資產

倘有客觀證據顯示，因未能可靠計量公平值而未按公平值列值之非上市股權工具出現減值虧損，則虧損金額按該資產之賬面值與估計未來現金流量之現值(按類似金融資產之現行市場回報率折現)之差額計量。該等資產之減值虧損不予撥回。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Available-for-sale financial investments

For available-for-sale financial investments, the Group assesses at the end of each reporting period whether there is objective evidence that an investment or a group of investments is impaired.

If an available-for-sale asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the income statement, is removed from other comprehensive income and recognised in the income statement.

In the case of equity investments classified as available for sale, objective evidence would include a significant or prolonged decline in the fair value of an investment below its cost. The determination of what is “significant” or “prolonged” requires judgement. “Significant” is evaluated against the original cost of the investment and “prolonged” against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the income statement – is removed from other comprehensive income and recognised in the income statement. Impairment losses on equity instruments classified as available-for-sale are not reversed through the income statement. Increases in their fair value after impairment are recognised directly in other comprehensive income.

2.4 主要會計政策摘要 (續)

金融資產減值 (續)

可出售金融投資

就可出售金融投資而言，本集團會於各報告期末評估有否客觀證據顯示一項投資或一組投資出現減值。

當可出售資產減值時，其成本 (扣除任何本金付款和攤銷) 和其現有公平值，扣減之前曾被確認在損益表之任何減值虧損之差額，將自其他全面收益移除，並在損益表中確認。

倘股本投資被列作可出售類別，則客觀證據將包括該項投資之公平值大幅或長期跌至低於其成本值。釐定「大幅」或「長期」時需要判斷。「大幅」是相對於投資之原始成本評估，而「長期」則相對於公平值低於原始成本之時期而評估。倘出現減值證據，則累計虧損 (按收購成本與現時公平值之差額減該項投資先前在損益表內確認之任何減值虧損計量) 將從其他全面收益中移除，並於損益表內確認。歸類為可出售之股本投資之減值虧損不可透過損益表撥回，而其公平值於減值後的增加部份會直接於其他全面收益中確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities within the scope of HKAS 39 are classified as loans and borrowings. The Group determines the classification of its financial liabilities at initial recognition.

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

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

Subsequent measurement

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

Loans and borrowings

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

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

2.4 主要會計政策摘要 (續)

金融負債

初步確認與計量

根據香港會計準則第39號，金融負債被分類為貸款及借貸。本集團在初始確認時決定其金融負債之分類。

所有金融負債初步按公平值確認及倘為貸款及借貸，則應加上直接應佔交易成本。

本集團之金融負債包括貿易及其他應付款項及計息銀行借貸。

後續計量

金融負債按其分類之續後計量如下：

貸款及借貸

於初步確認後，計息貸款及借貸其後按實際利率法以攤銷成本計量，惟倘折算之影響並不重大則以成本列賬。盈虧乃當負債不再被確認，並在按實際利率法進行攤銷程序時在收益表確認。

攤銷成本於計及收購事項任何折讓或溢價及屬實際利率不可或缺一部份之費用或成本後計算。實際利率攤銷計入收益表之融資成本內。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities (continued)

Financial guarantee contracts

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

Derecognition of financial liabilities

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

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

Offsetting of financial instruments

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

2.4 主要會計政策摘要 (續)

金融負債 (續)

財務擔保合約

本集團發行之財務擔保合約即要求發行人作出特定付款以償付持有人因特定債務人未能根據債務工具之條款償還到期款項而招致損失之合約。財務擔保合約初步按其公平值確認為一項負債，並就作出該擔保直接產生之交易成本作出調整。於初步確認後，本集團按(i)報告期末之現有責任所需開支之最佳估計金額；及(ii)初步確認之金額減(如適用)累計攤銷(以較高者為準)計量財務擔保合約。

不再確認金融負債

倘負債下之責任獲履行或註銷或屆滿，金融負債不再確認。

當現有金融負債被同一貸款人以明顯不同之條款提供之另一金融負債取代，或現有負債之條款大幅修訂，例如交換或修訂，則被視為不再確認原負債而確認新負債，而相關之賬面金額之差額則在收益表確認。

金融工具的抵銷

只有在現行可予執行之法律權利以抵銷已確認金額及有意按淨額基準償付，或變現資產與清還負債同時進行，則抵銷金融資產及金融負債及於財務狀況表內呈報淨金額。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value of financial instruments

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

Derivative financial instruments

The Group invests in certain derivative financial instruments such as currency-linked deposits to enhance its investment return. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. They are classified as financial assets at fair value through profit or loss. Any gains or losses arising from changes in fair value are taken directly to the income statement.

Treasury shares

Own equity instruments which are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in the income statement on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration is recognised in equity.

2.4 主要會計政策摘要 (續)

金融工具之公平值

於活躍市場買賣之金融工具之公平值參照市場報價或交易商之報價表(好倉買入價及淡倉賣出價)而釐定,並且不會扣除任何交易成本。就無活躍市場之金融工具而言,使用合適估值技術釐定公平值。該等技術包括使用近期公平市場交易;參照大致相同之另一工具目前市值;折算現金流量分析;期權定價模式。

衍生金融工具

本集團持有衍生金融工具(例如貨幣掛鈎存款),以提升其投資回報。該等衍生金融工具初步按訂立衍生合約當日之公平值確認,其後則按公平值再次計量。該等工具乃分類為按公平值計入損益中之金融資產。公平值變動產生之任何盈虧均直接計入收益表。

庫存股份

購回本集團之股權工具(庫存股份)按成本值確認,並於權益中扣除。本集團購買、出售、配發或註銷本身之股權工具所得收益或虧損將不計入收益表。賬面值與代價之差額於權益中確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Livestock

Livestock are stated at fair value less estimated point-of-sale costs, except where the fair value cannot be measured reliably, in which case they are stated at cost less accumulated amortisation and any impairment losses. The fair value of livestock is determined based on market prices of livestock of similar age, breed and genetic merit.

Net increments or decrements in the fair value of livestock are included in the income statement, and are determined as:

- (a) the difference between the total fair value of the livestock recognised at the beginning of the financial year and the total fair value of the livestock recognised at the end of the financial year; and
- (b) the costs incurred, during the financial year the livestock are acquired and bred.

Non-current livestock stated at cost less accumulated amortisation and any impairment losses, represent breeder peafowls and are amortised over ten years using the sum-of-digits method.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis and includes all costs of purchase, costs of conversion, and other costs incurred in bringing the inventories to their present location and condition. In the case of work in progress and self-produced finished goods, cost comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on the estimated selling prices less any estimated costs to be incurred to completion and disposal.

2.4 主要會計政策摘要 (續)

禽畜

禽畜乃以公平值減預計出售時成本列賬，當公平值未能可靠衡量，將以成本減累計攤銷及減值虧損入賬。禽畜之公平值乃基於市場上相似之生長期、品種及遺傳質量優劣而釐定。

禽畜之公平值之增長或縮減淨值已計入收益表，並取決於：

- (a) 於財務年度初禽畜之總公平值及於財務年度末禽畜之總公平值之差價；及
- (b) 於財務年度內收購及繁殖禽畜之成本。

非當期禽畜，即育種孔雀，按其成本減累計攤銷及減值虧損入賬，惟攤銷以十年期年數合計法計算。

存貨

存貨按成本值及可變現淨值二者之較低者入賬。成本以加權平均法計算，包括購貨之所有成本、轉換成本、將存貨運至現時地點及達致目前狀態所產生之其他成本。於半成品及自製產成品方面，成本包括直接材料、直接人工及適量之經常費用分配。可變現淨值乃將估計售價減去預期於製成及出售時引致之額外成本計算。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and cash equivalents

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

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

Income tax

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

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

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

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

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

2.4 主要會計政策摘要 (續)

現金及現金等值項目

就綜合現金流量表而言，現金及現金等值項目指手頭現金及活期存款與短期及高流動性投資，而該等投資可隨時轉換為已知數額之現金。其價值變動風險影響不大，且該等投資於購入時之到期時限不超過三個月，再扣減必須於要求時償還之銀行透支，並為本集團現金管理之組成部分。

就財務狀況表而言，現金及現金等值項目乃手頭現金及銀行現金，包括並無限制用途之定期存款。

所得稅

所得稅包括當期稅項及遞延稅項。與於損益賬外確認之項目有關之所得稅於損益賬外之其他全面收益或直接於權益確認。

當期及過往期間之當期稅項資產及負債，乃根據已實施或於報告期末已大致實施之稅率（及稅法），並考慮本集團業務所在國家之現有詮釋及慣例，按預期將從稅務局收回或將支付予稅務局之金額計量。

遞延稅項就於報告期末資產及負債之稅項基準及其於賬目中之賬面值之所有暫時性差額以負債法作出準備。

所有應課稅暫時性差額均被確認為遞延稅項負債，惟：

- 因初次確認商譽或一項交易而該交易並非為商業合併之資產或負債而產生，及於進行交易時，不會對會計溢利或應課稅溢利或虧損構成影響之遞延稅項負債除外；及
- 有關可控制撥回暫時性差額之時間及暫時性差額於可預見之將來極不可能撥回之附屬公司與聯營公司之投資之應課稅暫時性差額除外。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

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

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

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

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

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

2.4 主要會計政策摘要 (續)

所得稅 (續)

所有可被扣減之暫時性差額及未使用之稅項資產與未使用稅務虧損之結轉均被確認為遞延稅項資產，惟僅限於可能有應課稅溢利以對銷可扣減暫時差額，而未使用之稅項資產及未使用稅務虧損才予確認，惟：

- 因初次確認一項交易而該交易並非為商業合併之資產或負債而產生，及於進行交易時不會對會計溢利或應課稅溢利或虧損構成影響之遞延稅項資產除外；及
- 有關於附屬公司與聯營公司之投資所產生之可扣減暫時性差額，遞延稅項資產以可能出現之暫時性差額於可預見未來可撥回及可能有足夠可動用應課稅溢利抵扣所動用暫時性差額時予以確認。

遞延稅項資產之賬面值於每個報告期末檢討，並扣減至當不再可能有足夠應課稅溢利讓所有或部份遞延稅項資產被動用為止。未被確認之遞延稅項資產會於每個報告期末重新評估，並在可能有足夠應課稅溢利讓所有或部份遞延稅項資產被動用時才予以確認。

遞延稅項資產及負債以當資產被變現或負債被清還時預期之適用稅率衡量，並根據於報告期末已制定或實際會制定之稅率及(稅務法例)計算。

倘有合法可執行權利將當期稅項資產及當期稅項負債抵銷，且遞延稅項資產與同一應課稅公司及同一稅務機關有關，則遞延稅項資產可與遞延負債互相抵銷。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition

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

- (a) from the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Group maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;
- (b) interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset;
- (c) dividend income, when the shareholders' right to receive payment has been established;
- (d) management fee income, in the period in which services are rendered; and
- (e) rental income, on a time proportion basis over the lease terms.

Employee benefits

Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to the income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group's employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

2.4 主要會計政策摘要 (續)

收入確認

倘收入會為集團帶來經濟利益並能可靠地衡量時，方按下列基準予以確認：

- (a) 於銷售貨品時，擁有權之重大風險及收益已轉予買方，惟本集團須不再牽涉擁有權相關之管理事宜，亦不再對出售之貨品有任何實際控制權；
- (b) 利息收入按累計基準利用實際利率法計算，所採用之利率為預期金融工具年期內收取之估計未來現金流量貼現至金融資產賬面淨值之利率；
- (c) 股息，當股東獲派股息之權利已確定時；
- (d) 管理收入，按提供服務之期間；及
- (e) 租金收入，按租約年期以時間比例計算。

僱員福利

退休保障計劃

本集團根據強制性公積金條例，為若干符合資格的僱員設立定額供款強制性公積金退休福利計劃（「該計劃」）。供款乃根據有關僱員之基本薪金百分比計算，根據該計劃之規則於應支付時計入收益表。該計劃之資產乃與本集團之資產分開，並由獨立管理基金持有。根據該計劃之規則，除了本集團之僱主自願性供款部份外，本集團之僱主供款權益於供款時即時歸屬於僱員，倘僱員於有權獲得全數僱主自願性供款前離職，則本集團可收回該供款之未歸屬僱員部份。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Employee benefits (continued)

Pension schemes (continued)

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute 8% to 20% of their payroll costs to the central pension scheme. The contributions are charged to the income statement as they become payable in accordance with the rules of the central pension scheme.

Share-based payment transactions

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

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model or the Black-Scholes model.

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

2.4 主要會計政策摘要 (續)

僱員福利 (續)

退休保障計劃 (續)

本集團於中國大陸營運之附屬公司的僱員均須參加由地方市政府設立之中央退休保障計劃。該等附屬公司須按其工資成本的8%至20%向該中央退休保障計劃作出供款。根據該中央退休保障計劃的規定，供款於應付時在收益表內扣除。

以股份為基礎之付款的交易

本公司設有一項購股權計劃，旨在給予為本集團業務成功作出貢獻之合資格參與者鼓勵及獎勵。本集團僱員（包括董事）按以股份付款形式收取酬金，而僱員則提供服務作為權益工具之代價（「股本結算交易」）。

於二零零二年十一月七日授出與僱員之權益結算交易之成本，參考購股權授出之日之公平值計算。公平值由外部估值師利用二項模式及柏力克-舒爾斯訂價模式釐訂。

股本結算交易之成本在表現及／或服務條件獲達成期間，連同股本之相應升幅一併確認。就股本結算交易於各報告期末至歸屬日期間確認之累計開支，反映過去歸屬期以及本集團就最終歸屬之股本工具之數目之最佳估計。期內在收益表扣除或計入收益表之金額，指於該段期初及期終所確認之累計開支變動。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Employee benefits (continued)

Share-based payment transactions (continued)

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

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

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

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

2.4 主要會計政策摘要 (續)

僱員福利 (續)

以股份為基礎之付款的交易 (續)

最終未能歸屬之獎勵，不會確認開支，除非股本結算交易為根據市場或非歸屬條件而歸屬者，而在此情況下，該等獎勵不論市場或非歸屬條件是否獲達成，仍被視為歸屬，但必須符合所有其他表現及／或服務條件。

當股本結算獎勵的條款修訂時，會確認最少的開支，猶如條款並無修訂一般（倘若獎勵之原定條款獲達成）。此外，倘若按修訂日期的計量，任何修訂導致以股份支付的交易的總公平值有所增加，或對僱員帶來其他利益，則應就該等修訂確認開支。

當股本結算獎勵註銷時，會視作獎勵已於註銷當日經已歸屬，而獎勵尚未確認的任何支出會即時確認。是項包括非歸屬條件於本集團或僱員控制範圍內未能達成之任何獎勵。然而，倘註銷的獎勵有任何替代的新獎勵，並指定為授出當日的替代獎勵，則該項註銷及新獎勵會如上段所述被視為原有獎勵的修訂般處理。所有註銷之以股本結算之交易報酬均獲公平處理。

尚未行使購股權之攤薄影響，於計算每股盈利時，被反映為額外股份攤薄。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Dividends

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

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

Foreign currencies

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

2.4 主要會計政策摘要 (續)

股息

董事建議之末期股息於財務狀況表內列於權益中另列為保留溢利分配，直至其於股東大會上獲股東批准為止。於此等股息獲股東批准及宣派後，即確認為負債。

中期股息將同時建議及宣派，因本公司之公司組織章程大綱及細則授予董事權力可宣派中期股息。因此，中期股息將於其建議及宣派後隨即確認為負債。

外幣

財務報告乃以港元(即本公司之功能及呈報貨幣)呈列。本集團內各公司釐訂本身之功能貨幣，而計入各公司財務報告之項目乃利用該功能貨幣而計量。本集團實體記錄之外幣交易初步以交易日期彼等各自之功能貨幣匯率記錄。以外幣計值之貨幣資產及負債，按報告期末之匯率再換算為功能貨幣。所有差額計入收益表。以外幣歷史成本計算之非幣值項目，利用初步交易之日之匯率換算。以外幣按公平值計算之非幣值項目，利用釐訂公平值之日之匯率換算。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

The functional currencies of certain overseas subsidiaries and associates are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into the presentation currency of the Company at the exchange rates ruling at the end of the reporting period and their income statements are translated into Hong Kong dollars at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the income statement.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

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

2.4 主要會計政策摘要 (續)

外幣 (續)

若干海外附屬公司及聯營公司之功能貨幣並非港元。於報告期末，該等公司之資產及負債按報告期末之匯率換算為本公司之呈列貨幣，而其收益表乃按年內之加權平均匯率換算為港元。所得出匯兌變動於其他全面收益確認，並於匯兌波動儲備累計。出售海外公司時，有關該特定外國業務相關之其他全面收益部份在收益表中確認。

因收購海外業務而產生之商譽，以及收購所產生之資產及負債之賬面值進行公平值調整，則列作海外業務之資產及負債，並於結算日換算。

就綜合現金流量表而言，海外附屬公司之現金流量按現金流量當日之匯率換算為港元。海外附屬公司之全年經常性現金流量則按年內之加權平均匯率換算為港元。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

Judgement

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

Impairment of assets

In determining whether an asset is impaired or the event previously causing the impairment no longer exists, the Group has to exercise judgement in the area of asset impairment, particularly in assessing: (1) whether an event has occurred that may affect the asset value or such event affecting the asset value has not been in existence; (2) whether the carrying value of an asset can be supported by the net present value of future cash flows which are estimated based upon the continued use of the asset or derecognition; and (3) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by the management to determine the level of impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test.

3. 主要會計判斷及估計

編製本集團財務報告須要管理層對在報告期末所報告之收入、支出、資產及負債之金額，以及或然負債之披露作出判斷、估計及假設。然而，有關該等假設及估計之不確定因素可能導致日後需要對受影響之資產或負債之賬面值作出重大調整。

判斷

在採用本集團會計政策之過程中，除涉及估計者外，管理層已作出下列對財務報告已確認之金額產生最重大影響之判斷：

資產減值

釐定資產有否出現減值或過往導致減值之情況不再存在時，本集團須就資產減值範圍作出判斷，特別是評估(1)有否出現可能影響資產價值之事件或影響資產價值之該等事件已不存在；(2)資產賬面值是否獲得日後現金流量現值淨額支持，而日後現金流量按持續使用資產評估或剔除確認估計；及(3)編製現金流量預測所用合適主要假設包括現金流量預測是否以合適比率折算。倘管理層所選用以決定減值水平之假設有變，當中包括現金流量預測所用折算率或增長率假設，或對減值檢測所用現值淨額構成重大影響。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty

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

Impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment. For the purposes of impairment reviews, the recoverable amount of goodwill is determined based on value-in-use calculations or market valuations. The value-in-use calculations and market valuations primarily use cash flow projections based on financial budgets approved by management and estimated terminal value at the end of the budget period, by reference to prior years' performance, current business plans and market development expectations. There are also a number of estimates involved in the preparation of cash flow projections for the period covered by the approved budgets. Key estimates include expected growth in revenues and gross margin, timing of future capital expenditure, and selection of discount rates to reflect the risks and cost of capital involved. Changes to these key judgement and estimates could materially affect the determination of whether there is an impairment and the related amounts. If there are significant adverse changes in the aforementioned judgement and estimates, it may be necessary to record significant additional impairment charge in future periods. The carrying amount of goodwill at 31 March 2010 was HK\$35,551,000 (2009: HK\$34,607,000).

3. 主要會計判斷及估計(續)

估計之不明朗因素

對下一個財政年度內之資產及負債之賬面值構成重大調整風險之未來及其他主要假設及於報告期末之估計之不明朗因素主要來源討論如下。

商譽減值

本集團會每年測試商譽有否出現任何減值。就檢討減值而言，商譽之可收回金額根據使用中價值計算方法或市值估值而釐定。使用中價值及市場估值主要使用以管理層批准之財務預算為基準之現金流量預測以及結算日估計最終價值，並參考過往年度的表現、現有業務計劃及市場發展預期而計算得出。編製經批准預算所涵蓋期間之現金流量預測涉及多項估計。主要的估計包括收入及毛利率之預期增長、未來資本開支之時間、以及反映所涉及風險和資金成本之折讓率選擇。該等主要判斷及估計之變動可能對是否存在減值及相關金額之釐定造成重大影響。倘上述判斷及估計有重大不利變動，則可能有需要於未來期間記錄重大的額外減值支出。於二零一零年三月三十一日，商譽之賬面值為35,551,000港元(二零零九年：34,607,000港元)。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Deferred tax assets

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets relating to recognised tax losses at 31 March 2010 was HK\$415,000 (2009: HK\$415,000). The amount of unrecognised tax losses for subsidiaries situated in Hong Kong and Mainland China at 31 March 2010 were HK\$85,060,000 (2009: HK\$91,258,000) and HK\$124,725,000 (2009: HK\$105,463,000), respectively. Further details are contained in note 29 to the financial statements.

Impairment of available-for-sale investments

The Group classifies certain assets as available-for-sale and recognises movements of their fair values in equity. When the fair value declines, management makes assumptions about the decline in value to determine whether there is an impairment that should be recognised in the income statement. During the year, no impairment losses had been recognised for available-for-sale investments (2009: HK\$36,342,000). At 31 March 2010, the carrying amount of available-for-sale investments was HK\$65,039,000 (2009: HK\$52,619,000).

3. 主要會計判斷及估計 (續)

估計之不明朗因素 (續)

遞延稅項資產

在很有可能將有足夠的應課稅溢利來抵扣稅務虧損的限度內，應就所有未利用的稅務虧損確認遞延稅項資產。這需要管理層作出重大判斷來估計未來應課稅溢利發生的時間和金額，結合未來稅務規劃策略，以決定應確認的遞延稅項資產的金額。於二零一零年三月三十一日，與已確認稅項虧損相關的遞延稅項資產的賬面值為415,000港元(二零零九年：415,000港元)。位於香港及中國大陸的附屬公司於二零一零年三月三十一日的未確認稅項虧損分別為85,060,000港元(二零零九年：91,258,000港元)及124,725,000港元(二零零九年：105,463,000港元)。進一步詳情載於財務報告附註29。

可供出售投資減值

本集團將若干資產列為可供出售資產，並於權益確認其公平值之變動。倘公平值下降，管理層須就下降的金額作出評估，以釐定是否應在收益表中確認減值。於年內，並無就可供出售投資確認減值虧損(二零零九年：36,342,000港元)。於二零一零年三月三十一日，可供出售投資之賬面值為65,039,000港元(二零零九年：52,619,000港元)。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Impairment of trade receivables, deposits and other receivables

The Group conducts impairment reviews of financial assets whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable in accordance with the relevant accounting standards. Determining whether an asset is impaired requires an estimation of the future cash flows and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than expected, the Group would be required to revise the basis of making the allowance and its future results would be affected. At 31 March 2010, an aggregate impairment of trade receivables of HK\$3,296,000 (2009: HK\$2,763,000) has been made and the carrying amounts of trade receivables were HK\$439,808,000 (2009: HK\$429,687,000). At 31 March 2010, the carrying amounts of deposits and other receivables were HK\$44,044,000 (2009: HK\$39,476,000) and no impairment loss was made.

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on geographical areas and has two reportable operating segments as follows:

- (i) the Hong Kong segment is engaged in the manufacturing and trading of snack foods, confectionery, beverages, frozen food products, ham and ham-related products, noodles and the retailing of snack foods, confectionery and beverages, and the operations of restaurants; and
- (ii) the Mainland China segment is engaged in the manufacturing and trading of snack foods, confectionery, beverages, frozen food products, poultry products, and ham and ham-related products, noodles and the operations of restaurants.

3. 主要會計判斷及估計 (續)

估計之不明朗因素 (續)

應收貿易賬款、按金及其他應收款項減值

本集團會對金融資產進行減值審閱，以了解是否有事件或情況變動顯示金融資產之賬面值按照相關會計準則為不可收回。釐定資產有否減值，需要對未來現金流量作出估計並使用適當貼現率以計算現值。倘實際未來現金流量少於預期，本集團將須修改撥備基準，而其未來業績亦會受到影響。於二零一零年三月三十一日，應收貿易賬款之減值合共3,296,000港元(二零零九年：2,763,000港元)，而應收貿易款項之賬面值為439,808,000港元(二零零九年：429,687,000港元)。於二零一零年三月三十一日，按金及其他應收款項之賬面值為44,044,000港元(二零零九年：39,476,000港元)，並無作出減值虧損。

4. 經營分部資料

就管理而言，本集團根據區域而劃分業務單位，並有以下兩個須予報告之經營分部：

- (i) 香港部份從事製造及銷售小食、糖果、飲料、冷凍食品、火腿及火腿類產品、麵食，及零售小食、糖果及飲料，以及經營餐廳；及
- (ii) 中國大陸部份從事製造及銷售小食、糖果、飲料、冷凍食品、家禽產品、火腿及火腿類產品、麵食，以及經營餐廳。

4. OPERATING SEGMENT INFORMATION (continued)

Management monitors the results of its operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group's profit/(loss) before tax except that interest income, dividend income and unallocated gains/(losses), net, impairment of available-for-sale investments, gain on disposal of interests in an associate, excess over the cost of business combinations, finance costs, share of profits and losses of associates and corporate and other unallocated expenses are excluded from such measurement.

Segment assets exclude available-for-sale investments, deferred tax assets, tax recoverable and cash and cash equivalents as these assets are managed on a group basis.

Segment liabilities exclude interest-bearing bank borrowings, tax payable and deferred tax liabilities as these liabilities are managed on a group basis.

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

4. 經營分部資料 (續)

管理層透過監控其各經營分部之業績，就資源分配及業績評價作出決策。分部業績乃基於可呈報分部溢利／(虧損) (即經調整除稅前溢利／(虧損)) 進行評價。經調整除稅前溢利／(虧損) 與本集團除稅前溢利／(虧損) 採用一致方法進行計量，惟該項計量不包括利息收入、股息收入及未分配收益／(虧損)，淨額、可供出售投資減值、出售聯營公司權益之收益、超過業務合併成本之款項、融資成本、應佔聯營公司收益或虧損以及公司及其他未分配開支。

分部資產不包括可供出售投資、遞延稅項資產、可收回稅項以及現金及現金等值項目，此乃由於該等資產作為整體資產進行管理。

分部負債不包括須繳付利息之銀行貸款、應付稅項及遞延稅項負債，此乃由於該等負債作為整體負債進行管理。

各業務分部間之銷售及轉讓乃經參考與第三方交易時之售價，按當時現行市價進行交易。

4. OPERATING SEGMENT
INFORMATION (continued)

4. 經營分部資料 (續)

Geographical segments

區域分部

Group 集團	Hong Kong 香港		Mainland China 中國大陸		Total 總計	
	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Segment revenue:	分部收入：					
Sales to external customers	1,553,981	1,497,048	793,601	793,578	2,347,582	2,290,626
Intersegment sales	2,471	1,969	143,439	109,327	145,910	111,296
	<u>1,556,452</u>	<u>1,499,017</u>	<u>937,040</u>	<u>902,905</u>	<u>2,493,492</u>	<u>2,401,922</u>
<i>Reconciliation:</i>	<i>對賬：</i>					
Elimination of intersegment sales					(145,910)	(111,296)
Revenue					<u>2,347,582</u>	<u>2,290,626</u>
Segment results	分部業績					
<i>Reconciliation:</i>	<i>對賬：</i>					
Interest income	98,263	114,964	(7,186)	(59,309)	91,077	55,655
Dividend income and unallocated gains/(losses), net					597	5,165
Impairment of available-for-sale investments					29,642	(32,645)
Gain on disposal of interests in an associate					-	(36,342)
Excess over the cost of business combinations					-	87,144
Finance costs					387	50,638
Share of profits and losses of associates					(12,676)	(20,504)
Corporate and other unallocated expenses					7,369	11,519
Profit before tax					<u>(16,361)</u>	<u>(13,857)</u>
					<u>100,035</u>	<u>106,773</u>

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4. OPERATING SEGMENT INFORMATION (continued)

4. 經營分部資料 (續)

Geographical segments (continued)

區域分部 (續)

Group 集團	Hong Kong 香港		Mainland China 中國大陸		Total 總計		
	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	
Segment assets	分部資產	992,590	938,023	653,330	645,975	1,645,920	1,583,998
Interests in associates	於聯營公司之權益	90,093	86,648	56,305	52,656	146,398	139,304
<i>Reconciliation:</i>	<i>對賬:</i>						
Elimination of intersegment receivables	內部應收款項抵銷					(211,275)	(175,124)
Corporate and other unallocated assets	公司及其他未分配資產					582,755	537,908
Total assets	資產總值					2,163,798	2,086,086
Segment liabilities	分部負債	217,868	196,575	290,531	255,753	508,399	452,328
<i>Reconciliation:</i>	<i>對賬:</i>						
Elimination of intersegment payables	內部應付款項抵銷					(211,275)	(175,124)
Corporate and other unallocated liabilities	公司及其他未分配負債					845,003	815,043
Total liabilities	負債總值					1,142,127	1,092,247
Other segment information:	其他分部資料:						
Share of profits and losses of associates	應佔聯營公司溢利及虧損	(4,778)	(14,573)	(2,591)	3,054	(7,369)	(11,519)
Impairment of trade receivables	應收貿易賬款減值	1,181	224	264	1,301	1,445	1,525
Impairment/(reversal of impairment) of slow-moving inventories	滯銷存貨減值/(減值撥回)	(1,341)	57	293	6,499	(1,048)	6,556
Depreciation and amortisation	折舊及攤銷	15,256	15,129	32,425	26,154	47,681	41,283
Interests in associates	於聯營公司之權益	90,093	86,648	56,305	52,656	146,398	139,304
Capital expenditure*	資本開支*	16,150	41,145	23,398	97,080	39,548	138,225
Non-current assets	非流動資產	204,883	203,103	483,471	494,804	688,354	697,907

* Capital expenditure consists of additions to property, plant and equipment, prepaid land lease payments and investment property including assets from the acquisition of subsidiaries.

* 資本開支包括添置物業、廠房及設備、預付土地租賃款項及投資物業(包括收購附屬公司之資產)。

5. REVENUE, OTHER INCOME AND GAINS/(LOSSES), NET

Revenue, which is also the Group's turnover, represents the invoiced value of goods sold, net of discounts and returns. An analysis of revenue, other income and gains/(losses), net is as follows:

5. 收入、其他收入及收益／（虧損），淨額

收入即本集團之營業額，指除去折扣及退貨後售出貨品之發票價值。收入、其他收入及收益／（虧損），淨額之分析如下：

		Group 集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Revenue	收入	2,347,582	2,290,626
Other income	其他收入		
Bank interest income	銀行利息收入	597	5,165
Dividend income from listed available-for-sale investments	可供出售上市投資 之股息收入	742	899
Management fee income	管理費收入	604	554
Rental income	租金收入	1,792	983
Others	其他	3,898	7,852
		7,633	15,453
Gains/(losses), net	收益／（虧損），淨額		
Investment gains/(losses), net*	投資收益／（虧損），淨額*	1,263	(34,585)
Fair value gains on available- for-sale investments (transfer from equity on disposal)	可供出售投資之公平值 收益（出售時自權益轉撥）	27,637	1,041
		28,900	(33,544)
		36,533	(18,091)

* Investment gains/(losses), net comprise net gain from currency-linked deposits of HK\$95,000 (2009: net loss of HK\$16,895,000) and net exchange gains on cash and cash equivalents of HK\$1,168,000 (2009: net loss of HK\$17,690,000).

* 投資收益／（虧損），淨額包括貨幣掛鈎存款淨收益95,000港元（二零零九年：淨虧損16,895,000港元）及現金及現金等值項目之淨匯兌收益1,168,000港元（二零零九年：淨虧損17,690,000港元）。

6. FINANCE COSTS

An analysis of finance costs is as follows:

6. 融資成本

融資成本之分析如下：

		Group	
		集團	
		2010	2009
		二零一零年	二零零九年
		<i>HK\$'000</i>	<i>HK\$'000</i>
		港幣千元	港幣千元
Interest on bank and trust receipt loans wholly repayable within five years	須於五年內全數償還之 銀行貸款及信託收據 貸款利息	12,676	20,504

7. PROFIT BEFORE TAX

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

7. 除稅前溢利

本集團之除稅前溢利已扣除／(計入)：

		Group 集團	
	Notes 附註	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Cost of inventories sold	已售存貨之成本	1,703,494	1,685,688
Depreciation	折舊	14	37,671
Amortisation of non-current livestock	非當期禽畜攤銷	18	944
Minimum lease payments under operating leases in respect of land and buildings	土地及樓宇經營租賃之最低租金	108,476	99,301
Auditors' remuneration	核數師酬金	2,566	2,510
Employee benefit expense (excluding directors' remuneration (note 8)):	僱員福利開支 (不包括董事酬金 (附註8)):		
Wages, salaries, allowances and benefits in kind	工資、薪金、津貼及實物福利	200,405	190,735
Pension scheme contributions	退休金計劃供款	10,807	9,611
Less: Forfeited contributions	減：收回供款	(305)	-
Net pension scheme contributions**	退休金計劃供款淨額**	10,502	9,611
		210,907	200,346
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目之虧損	2,236	1,793
Foreign exchange differences, net	匯兌差異，淨額	2,809	5,240
Rental income on an investment property less direct operating expenses of HK\$350,000 (2009: HK\$373,000)	投資物業之租金收入減直接營運開支350,000港元 (二零零九年：373,000港元)	(1,442)	(610)
Impairment of available-for-sale investments	可供出售投資之減值	-	36,342
Gain on disposal of interests in an associate	出售一間聯營公司權益之收益	-	(87,144)
Decrease/(increase) in fair value less estimated point-of-sale costs attributable to:	公平值減少／(增加) 減預計出售時之成本價歸屬於：		
physical change on non-current livestock	非當期禽畜之數目變動	18	(9)
price change on non-current livestock	非當期禽畜之價格變動	18	42
Excess over the cost of business combinations	超過業務合併成本之款項	33	(50,638)
Impairment of trade receivables*	應收貿易賬款減值*	24	1,525
Impairment/(reversal of impairment) of slow-moving inventories***	滯銷存貨減值／(減值撥回)***	(1,048)	6,556

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7. PROFIT BEFORE TAX (continued)

- * The impairment of trade receivables is included in “Other operating expenses” in the consolidated income statement.
- ** At 31 March 2010, the Group had forfeited contributions of HK\$305,000 (2009: Nil) available to reduce its contributions to the pension scheme in future years.
- *** The impairment/(reversal of impairment) of slow-moving inventories is included in “Cost of sales” in the consolidated income statement.

8. DIRECTORS’ REMUNERATION

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

7. 除稅前溢利 (續)

- * 應收貿易賬款之減值已包括於綜合收益表上之「其他營運開支」內。
- ** 於二零一零年三月三十一日，本集團之收回供款305,000港元(二零零九年：無)可用作減低未來年度退休金計劃供款。
- *** 滯銷存貨減值/(減值撥回)已包括於綜合收益表上之「銷售成本」內。

8. 董事酬金

年內董事酬金按香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)及香港公司條例第161條作如下披露：

		Group 集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Fees	袍金	640	640
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物 利益	6,274	5,785
Pension scheme contributions	退休金計劃之供款	44	133
		6,318	5,918
		6,958	6,558

8. DIRECTORS' REMUNERATION (continued)

(a) Independent non-executive directors

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

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Leung Mei Han	梁美嫻	80	80
Chan Yuk Sang, Peter	陳玉生	80	80
Hiroshi Zaizen	財前宏	80	80
		<u>240</u>	<u>240</u>

There were no other emoluments payable to the independent non-executive directors during the year (2009: Nil).

(b) Executive directors

		Fees 袍金 HK\$'000 港幣千元	Salaries, allowances and benefits in kind 薪金、津貼 及實物利益 HK\$'000 港幣千元	Pension scheme contributions 退休金計劃 之供款 HK\$'000 港幣千元	Total remuneration 薪酬總額 HK\$'000 港幣千元
2010	二零一零年				
Tai Tak Fung, Stephen	戴德豐	80	3,600	4	3,684
Wu Mei Yung, Quinly	胡美容	80	1,125	12	1,217
Man Wing Cheung, Ellis	文永祥	80	-	4	84
Yip Wai Keung	葉偉強	80	741	12	833
Wu Wing Bui	胡永標	80	808	12	900
		<u>400</u>	<u>6,274</u>	<u>44</u>	<u>6,718</u>

8. 董事酬金 (續)

(a) 獨立非執行董事

年內已給予獨立非執行董事之袍金如下：

	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Leung Mei Han	80	80
Chan Yuk Sang, Peter	80	80
Hiroshi Zaizen	80	80
	<u>240</u>	<u>240</u>

年內並無其他酬金應給予獨立非執行董事 (二零零九年：無)。

(b) 執行董事

		Fees 袍金 HK\$'000 港幣千元	Salaries, allowances and benefits in kind 薪金、津貼 及實物利益 HK\$'000 港幣千元	Pension scheme contributions 退休金計劃 之供款 HK\$'000 港幣千元	Total remuneration 薪酬總額 HK\$'000 港幣千元
2010	二零一零年				
Tai Tak Fung, Stephen	戴德豐	80	3,600	4	3,684
Wu Mei Yung, Quinly	胡美容	80	1,125	12	1,217
Man Wing Cheung, Ellis	文永祥	80	-	4	84
Yip Wai Keung	葉偉強	80	741	12	833
Wu Wing Bui	胡永標	80	808	12	900
		<u>400</u>	<u>6,274</u>	<u>44</u>	<u>6,718</u>

8. DIRECTORS' REMUNERATION (continued)

(b) Executive directors (continued)

2009 二零零九年

		Fees	Salaries, allowances and benefits in kind	Pension scheme contributions	Total remuneration
		袍金	薪金、津貼 及實物利益	退休金計劃 之供款	薪酬總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Tai Tak Fung, Stephen	戴德豐	80	3,480	4	3,564
Wu Mei Yung, Quinly	胡美容	80	1,090	59	1,229
Man Wing Cheung, Ellis	文永祥	80	–	4	84
Yip Wai Keung	葉偉強	80	679	36	795
Wu Wing Biu	胡永標	80	536	30	646
		400	5,785	133	6,318

Included in the executive directors' remuneration is an estimated rental of HK\$3,600,000 (2009: HK\$3,480,000) for a director's quarter owned by the Group.

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2009: Nil).

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two (2009: two) directors, details of whose remuneration are set out in note 8 above. Details of the remuneration of the remaining three (2009: three) non-director, highest paid employees for the year are as follows:

8. 董事酬金 (續)

(b) 執行董事 (續)

		Fees	Salaries, allowances and benefits in kind	Pension scheme contributions	Total remuneration
		袍金	薪金、津貼 及實物利益	退休金計劃 之供款	薪酬總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Tai Tak Fung, Stephen	戴德豐	80	3,480	4	3,564
Wu Mei Yung, Quinly	胡美容	80	1,090	59	1,229
Man Wing Cheung, Ellis	文永祥	80	–	4	84
Yip Wai Keung	葉偉強	80	679	36	795
Wu Wing Biu	胡永標	80	536	30	646
		400	5,785	133	6,318

執行董事酬金中包括本集團擁有及為一名董事提供之宿舍單位之估計租金3,600,000港元(二零零九年:3,480,000港元)。

年內,各董事概無根據任何安排放棄或同意放棄領取酬金(二零零九年:無)。

9. 五位薪酬最高僱員

年內,五位薪酬最高僱員包括兩位董事(二零零九年:兩位),該等董事之酬金詳載於上文附註8。其餘三位(二零零九年:三位)非董事及薪酬最高僱員之酬金詳情如下:

		Group 集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	3,021	3,205
Pension scheme contributions	退休金計劃之供款	122	87
		3,143	3,292

9. FIVE HIGHEST PAID EMPLOYEES (continued)

The number of non-director, highest paid employees whose remuneration fell within the following bands is as follows:

		Number of employees 僱員人數	
		2010 二零一零年	2009 二零零九年
Nil to HK\$1,000,000	零港元至1,000,000港元	2	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	1
		<u>3</u>	<u>3</u>

10. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2009: 16.5%) on the estimated assessable profits arising in Hong Kong during the year. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries/jurisdictions in which the Group operates.

9. 五位薪酬最高僱員 (續)

非董事及薪酬最高僱員酬金在下列組別之數目：

		Number of employees 僱員人數	
		2010 二零一零年	2009 二零零九年
Nil to HK\$1,000,000	零港元至1,000,000港元	2	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	1
		<u>3</u>	<u>3</u>

10. 所得稅

香港利得稅乃按年內於香港所產生之估計應課稅溢利按16.5% (二零零九年：16.5%) 之稅率作出撥備。其他地區之應課稅溢利乃根據本集團經營業務之國家／司法管轄區之現行稅率計算。

		Group 集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Current – Hong Kong	當期 – 香港		
Charge for the year	本年度稅項	15,609	17,446
Overprovision in prior years	過往年度超額撥備	(16)	(2,438)
Current – Elsewhere	當期 – 其他地區		
Charge for the year	本年度稅項	1,235	1,622
Deferred (note 29)	遞延 (附註29)	(112)	(394)
Total tax charge for the year	本年度之總稅項支出	<u>16,716</u>	<u>16,236</u>

10. INCOME TAX (continued)

A reconciliation of the tax expense applicable to profit before tax at the statutory rates for the countries/jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate, and a reconciliation of the applicable rate (i.e., the statutory tax rate) to the effective tax rate, are as follows:

		Group 集團			
		2010 二零一零年		2009 二零零九年	
		HK\$'000 港幣千元	%	HK\$'000 港幣千元	%
Profit before tax	除稅前溢利	<u>100,035</u>		<u>106,773</u>	
Tax at applicable tax rates	按適用稅率計算之稅項	16,977	17.0	19,378	18.1
Effect on opening deferred tax of decrease in rates	稅率下調對年初遞延稅項之影響	-	-	(913)	(0.9)
Adjustments in respect of current tax of previous periods	前期之現行稅項之調整	(16)	-	(2,438)	(2.3)
Profits and losses attributable to associates	應佔聯營公司溢利及虧損	(1,952)	(2.0)	(2,194)	(2.0)
Income not subject to tax	毋須課稅之收入	(1,232)	(1.2)	(25,335)	(23.7)
Expenses not deductible for tax	不可用作稅項扣減之支出	678	0.7	8,354	7.8
Effect of withholding tax at 5% on the distributable profits of the Group's Mainland China subsidiaries	預扣稅5%對本集團於中國大陸之附屬公司之可供分派溢利之影響	511	0.5	368	0.3
Tax losses utilised from previous periods	動用過往期間之稅項虧損	(6,227)	(6.2)	(1,000)	(0.9)
Deferred tax assets not recognised	未確認之遞延稅項資產	7,898	7.9	19,821	18.6
Others	其他	79	-	195	0.2
Tax charge at the Group's effective rate	按本集團實際稅率計算之稅項	<u>16,716</u>	<u>16.7</u>	<u>16,236</u>	<u>15.2</u>

The share of tax attributable to associates amounting to HK\$1,935,000 (2009: HK\$3,176,000) is included in "Share of profits and losses of associates" in the consolidated income statement.

Certain subsidiaries of the Group in Mainland China are entitled to preferential tax rates granted by relevant authorities to these subsidiaries.

10. 所得稅(續)

按採用本公司及其主要附屬公司所在國家/司法管轄區之法定稅率計算且適用於除稅前溢利之稅項支出及以實際稅率計算之稅項支出對賬，以及適用稅率(即法定稅率)與實際稅率之對賬如下：

應佔聯營公司之稅項共1,935,000港元(二零零九年：3,176,000港元)已包括於綜合收益表上之「應佔聯營公司溢利及虧損」內。

本集團於中國大陸之若干附屬公司可享有相關機構授予優惠稅率。

11. PROFIT ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The consolidated profit attributable to equity holders of the Company for the year ended 31 March 2010 includes a profit of HK\$31,309,000 (2009: HK\$33,680,000) which has been dealt with in the financial statements of the Company (note 32(b)).

12. DIVIDENDS

Interim – HK2.0 cents (2009: HK2.0 cents) per ordinary share	中期 – 每股普通股2.0港仙 (二零零九年：2.0港仙)
Proposed final – HK5.0 cents (2009: HK5.0 cents) per ordinary share	建議末期 – 每股普通股5.0港仙 (二零零九年：5.0港仙)

2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
7,847	7,991
19,537	19,978
<u>27,384</u>	<u>27,969</u>

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of basic earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the Company and the weighted average number of ordinary shares in issue during the year.

No adjustment has been made to the basic earnings per share amounts presented for the years ended 31 March 2010 and 2009 in respect of a dilution as the Group had no potentially dilutive ordinary shares in issue during those years.

11. 本公司權益所有者應佔溢利

截至二零一零年三月三十一日止年度之本公司權益所有者應佔綜合溢利包括31,309,000港元(二零零九年：33,680,000港元)之溢利，已計入本公司之財務報告(附註32(b))。

12. 股息

本年度之建議末期股息須於本公司之應屆股東週年大會上獲股東批准後方可作實。

13. 本公司普通權益所有者應佔每股盈利

每股基本盈利乃根據本年度本公司普通權益所有者應佔溢利及年內已發行普通股之加權平均數計算。

由於本集團於截至二零一零年及二零零九年三月三十一日止年度均無具攤薄潛力之已發行普通股，因此並無就攤薄事項對該等年度所呈列之每股基本盈利作出調整。

13. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY (continued)

The calculations of basic and diluted earnings per share are based on:

13. 本公司普通權益所有者應佔每股盈利(續)

每股基本及攤薄盈利乃根據下列基準計算：

	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Earnings		
Profit attributable to ordinary equity holders of the Company, used in the basic and diluted earnings per share calculation	86,440	105,048
	Number of shares	
	股份數目	
	2010	2009
	二零一零年	二零零九年
Shares		
Weighted average number of ordinary shares in issue during the year in the basic and diluted earnings per share calculation	396,581,157	399,565,640

14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

Group

集團

		Leasehold land and buildings 租賃土地 及樓宇 HK\$'000 港幣千元	Leasehold improvements 租賃樓宇 裝修 HK\$'000 港幣千元	Furniture, fixtures and equipment 傢俬、 裝置及設備 HK\$'000 港幣千元	Plant and machinery 廠房設備 及機器 HK\$'000 港幣千元	Motor vehicles 汽車 HK\$'000 港幣千元	Construction in progress 在建工程 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
31 March 2010	二零一零年三月三十一日							
At 1 April 2009:	於二零零九年四月一日：							
Cost or valuation	成本或估值	376,084	70,514	88,792	196,251	37,649	14,898	784,188
Accumulated depreciation	累計折舊	(80,044)	(26,610)	(52,872)	(110,275)	(26,766)	-	(296,567)
Net carrying amount	賬面淨值	<u>296,040</u>	<u>43,904</u>	<u>35,920</u>	<u>85,976</u>	<u>10,883</u>	<u>14,898</u>	<u>487,621</u>
At 1 April 2009, net of accumulated depreciation	於二零零九年四月一日， 已扣除累計折舊	296,040	43,904	35,920	85,976	10,883	14,898	487,621
Additions	添置	7,475	4,425	6,486	13,108	4,471	1,950	37,915
Acquisition of a subsidiary (note 33)	收購附屬公司(附註33)	-	-	767	-	-	-	767
Disposals	出售	-	(675)	(795)	(714)	(133)	-	(2,317)
Depreciation provided during the year	年內已撥備之折舊	(11,807)	(7,670)	(8,974)	(11,368)	(3,782)	-	(43,601)
Exchange realignment	匯兌調整	461	97	77	172	19	46	872
At 31 March 2010, net of accumulated depreciation	於二零一零年三月三十一日， 已扣除累計折舊	<u>292,169</u>	<u>40,081</u>	<u>33,481</u>	<u>87,174</u>	<u>11,458</u>	<u>16,894</u>	<u>481,257</u>
At 31 March 2010:	於二零一零年三月三十一日：							
Cost or valuation	成本或估值	384,173	71,862	94,488	208,889	39,279	16,894	815,585
Accumulated depreciation	累計折舊	(92,004)	(31,781)	(61,007)	(121,715)	(27,821)	-	(334,328)
Net carrying amount	賬面淨值	<u>292,169</u>	<u>40,081</u>	<u>33,481</u>	<u>87,174</u>	<u>11,458</u>	<u>16,894</u>	<u>481,257</u>
Analysis of cost or valuation:	成本或估值分析：							
At cost	按成本	299,173	71,862	94,488	208,889	39,279	16,894	730,585
At 31 March 1994 valuation	於一九九四年三月三十一日 之估值	85,000	-	-	-	-	-	85,000
		<u>384,173</u>	<u>71,862</u>	<u>94,488</u>	<u>208,889</u>	<u>39,279</u>	<u>16,894</u>	<u>815,585</u>

14. PROPERTY, PLANT AND EQUIPMENT (continued)

14. 物業、廠房及設備(續)

Group

集團

		Leasehold land and buildings 租賃土地 及樓宇 HK\$'000 港幣千元	Leasehold improvements 租賃樓宇 裝修 HK\$'000 港幣千元	Furniture, fixtures and equipment 傢俬、 裝置及設備 HK\$'000 港幣千元	Plant and machinery 廠房設備 及機器 HK\$'000 港幣千元	Motor vehicles 汽車 HK\$'000 港幣千元	Construction in progress 在建工程 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
31 March 2009	二零零九年三月三十一日							
At 1 April 2008:	於二零零八年四月一日:							
Cost or valuation	成本或估值	305,533	59,312	70,871	133,617	36,201	29,551	635,085
Accumulated depreciation	累計折舊	(52,022)	(21,622)	(47,701)	(76,513)	(24,135)	-	(221,993)
Net carrying amount	賬面淨值	<u>253,511</u>	<u>37,690</u>	<u>23,170</u>	<u>57,104</u>	<u>12,066</u>	<u>29,551</u>	<u>413,092</u>
At 1 April 2008, net of accumulated depreciation	於二零零八年四月一日， 已扣除累計折舊	253,511	37,690	23,170	57,104	12,066	29,551	413,092
Additions	添置	9,557	6,677	19,943	1,938	1,750	4,187	44,052
Acquisition of subsidiaries (note 33)	收購附屬公司(附註33)	41,727	-	63	22,398	480	-	64,668
Disposals	出售	-	(971)	(665)	-	(195)	-	(1,831)
Depreciation provided during the year	年內已撥備之折舊	(11,164)	(8,651)	(6,934)	(7,565)	(3,357)	-	(37,671)
Transfers	轉移	-	8,564	-	10,921	-	(19,485)	-
Exchange realignment	匯兌調整	2,409	595	343	1,180	139	645	5,311
At 31 March 2009, net of accumulated depreciation	於二零零九年三月三十一日， 已扣除累計折舊	<u>296,040</u>	<u>43,904</u>	<u>35,920</u>	<u>85,976</u>	<u>10,883</u>	<u>14,898</u>	<u>487,621</u>
At 31 March 2009:	於二零零九年三月三十一日:							
Cost or valuation	成本或估值	376,084	70,514	88,792	196,251	37,649	14,898	784,188
Accumulated depreciation	累計折舊	(80,044)	(26,610)	(52,872)	(110,275)	(26,766)	-	(296,567)
Net carrying amount	賬面淨值	<u>296,040</u>	<u>43,904</u>	<u>35,920</u>	<u>85,976</u>	<u>10,883</u>	<u>14,898</u>	<u>487,621</u>
Analysis of cost or valuation:	成本或估值分析:							
At cost	按成本	291,084	70,514	88,792	196,251	37,649	14,898	699,188
At 31 March 1994 valuation	於一九九四年三月三十一日 之估值	85,000	-	-	-	-	-	85,000
		<u>376,084</u>	<u>70,514</u>	<u>88,792</u>	<u>196,251</u>	<u>37,649</u>	<u>14,898</u>	<u>784,188</u>

14. PROPERTY, PLANT AND EQUIPMENT (continued)

The Group's leasehold land and buildings included above are held under medium term leases and are situated in:

		At cost 按成本 HK\$'000 港幣千元	At valuation 按估值 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Hong Kong	香港	76,952	85,000	161,952
Mainland China	中國大陸	222,221	–	222,221
		<u>299,173</u>	<u>85,000</u>	<u>384,173</u>

Certain of the Group's buildings, which are situated in Hong Kong, were revalued at 15 July 1993, by C.Y. Leung & Company Limited, independent professionally qualified valuers. The leasehold land and buildings were revalued at open market value, based on their existing use. Since the year ended 31 March 1994, no further revaluations of the Group's leasehold land and buildings have been carried out, as the Group has relied upon the exemption granted under the transitional provisions in paragraph 80A of HKAS 16 from the requirement to carry out future revaluations of its property, plant and equipment which were stated at valuation at that time.

Had this leasehold land and building been carried at historical cost less accumulated depreciation, their carrying amount would have been approximately HK\$33,519,000 (2009: HK\$34,497,000).

At 31 March 2010, certain buildings of a non-wholly-owned subsidiary with a net book value of approximately HK\$9,014,000 (2009: HK\$5,009,000) were pledged to secure general banking facilities granted to that non-wholly-owned subsidiary (note 28).

14. 物業、廠房及設備 (續)

上述本集團之租賃土地及樓宇按中期租約持有並位於以下地方：

		At cost 按成本 HK\$'000 港幣千元	At valuation 按估值 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Hong Kong	香港	76,952	85,000	161,952
Mainland China	中國大陸	222,221	–	222,221
		<u>299,173</u>	<u>85,000</u>	<u>384,173</u>

本集團部份位於香港之樓宇，乃於一九九三年七月十五日由獨立專業合資格估值師梁振英測量師行有限公司作出估值。租賃土地及樓宇乃按現行用途之公開市場基準作出估值。自截至一九九四年三月三十一日止年度起，由於本集團依據香港會計準則第16號80A段之過渡條款允許豁免日後對物業、廠房及設備進行定期重估，故並無對本集團之租賃土地及樓宇進行進一步重估。

倘所有租賃土地及樓宇以歷史成本值減累計折舊列賬，則有關租賃土地及樓宇之賬面值金額約為33,519,000港元(二零零九年：34,497,000港元)。

於二零一零年三月三十一日，一間非全資擁有附屬公司若干樓宇物業淨賬面值約9,014,000港元(二零零九年：5,009,000港元)已予抵押，以取得該非全資擁有附屬公司之一般銀行融資額度(附註28)。

Notes to Financial Statements

財務報告附註

31 March 2010 二零一零年三月三十一日

15. INVESTMENT PROPERTY

15. 投資物業

		Group 集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Carrying amount at beginning of year	年初之賬面值	15,310	14,984
Exchange realignment	匯兌調整	46	326
Carrying amount at end of year	年終之賬面值	<u>15,356</u>	<u>15,310</u>

The Group's investment property is situated in Mainland China and is held under a medium term lease.

The Group's investment property was revalued on 31 March 2010 by DTZ Debenham Tie Leung Limited, independent professionally qualified valuers, at RMB13,500,000 (equivalent to HK\$15,356,000) on an open market, existing use basis. The investment property is leased to an associate of the Group under an operating lease, further summary details of which are included in notes 35(a) and 37(a)(iv) to the financial statements.

Further particulars of the Group's investment property are included on page 188.

本集團之投資物業位於中國大陸，並按中期租約持有。

本集團之投資物業，於二零一零年三月三十一日由獨立專業合資格估值師戴德梁行有限公司作出估值。投資物業乃按現行用途之公開市場基準作出估值人民幣13,500,000元（等值15,356,000港元）。投資物業以經營租約形式租賃予聯營公司，詳情附載於財務報告附註35(a)及37(a)(iv)。

本集團投資物業之其他詳情載於第188頁。

16. PREPAID LAND LEASE PAYMENTS

16. 預付土地租賃款項

		Group 集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Carrying amount at beginning of year	於年初之賬面值	158,620	130,427
Addition	添置	866	-
Acquisition of a subsidiary (Note 33)	收購一間附屬公司 (附註33)	-	29,505
Recognised during the year	年內確認	(4,080)	(3,612)
Exchange realignment	匯兌調整	337	2,300
Carrying amount at end of year	於年終之賬面值	155,743	158,620
Current portion included in prepayments, deposits and other receivables	包括在預付款項、按金及其他應收款項之流動部分	(4,085)	(3,896)
Non-current portion	非流動部分	151,658	154,724

The Group's prepaid land lease payments included above relate to leasehold land which are held under medium term leases and are situated in:

本集團於上述之預付土地租賃款項與租賃土地有關，按中期租約持有，並位於：

		2010 二零一零年 HK\$'000 港幣千元
Hong Kong	香港	44,474
Mainland China	中國大陸	111,269
		155,743

16. PREPAID LAND LEASE PAYMENTS (continued)

During the year ended 31 March 2007, the Group acquired 廣州市泮溪酒家有限公司 (“GZ Panxi”) which operates restaurants on a piece of land (the “Land”) in Liwan District, Guangzhou, the People’s Republic of China (the “PRC”). At 31 March 2010, the carrying value of the Land was HK\$46,295,000 (2009: HK\$47,418,000). In the opinion of the directors, based on the advice from the Group’s external legal advisors, GZ Panxi has the right to use the Land and occupy the buildings for its restaurant operation, and upon the payment of the land premium for the Land, the Group can obtain the land use right certificate for the Land.

At 31 March 2010, certain leasehold land of a non-wholly-owned subsidiary with a net book value of approximately HK\$2,706,000 (2009: HK\$1,840,000) were pledged to secure general banking facilities granted to that non-wholly-owned subsidiary (*note 28*).

16. 預付土地租賃款項 (續)

截至二零零七年三月三十一日止年度內，本集團收購了廣州市泮溪酒家有限公司（「廣州泮溪」）。廣州泮溪在中華人民共和國（「中國」）廣州荔灣區一幅土地（「該土地」）經營酒家，於二零一零年三月三十一日，該土地之賬面值為46,295,000港元（二零零九年：47,418,000港元）。根據本集團所聘之法律顧問意見，董事認為，廣州泮溪有權使用該土地並佔用該樓房作經營酒家之用，以及於支付該土地之土地溢價後，本集團可獲取該土地之土地使用權證。

於二零一零年三月三十一日，一間非全資擁有附屬公司若干租賃土地賬面淨值約2,706,000港元（二零零九年：1,840,000港元）已予抵押，以取得該非全資擁有附屬公司之一般銀行融資額度（*附註28*）。

17. GOODWILL

17. 商譽

Group
集團
HK\$'000
港幣千元

At 1 April 2008:	於二零零八年四月一日：	
Cost	成本	28,159
Accumulated impairment	累計減值	(1,350)
		<hr/>
Net carrying amount	賬面淨值	26,809
		<hr/> <hr/>
Cost at 1 April 2008, net of accumulated impairment	於二零零八年四月一日之成本， 已扣除累計減值	26,809
Acquisition of additional interests in a non-wholly-owned subsidiary	購入非全資擁有附屬公司之 額外權益	3,836
Exchange realignment	匯兌調整	3,962
		<hr/>
At 31 March 2009	於二零零九年三月三十一日	34,607
		<hr/> <hr/>
At 31 March 2009:	於二零零九年三月三十一日：	
Cost	成本	35,957
Accumulated impairment	累計減值	(1,350)
		<hr/>
Net carrying amount	賬面淨值	34,607
		<hr/> <hr/>
Cost at 1 April 2009, net of accumulated impairment	於二零零九年四月一日之成本， 已扣除累計減值	34,607
Acquisition of additional interests in a non-wholly-owned subsidiary	購入非全資擁有附屬公司之 額外權益	847
Exchange realignment	匯兌調整	97
		<hr/>
At 31 March 2010	於二零一零年三月三十一日	35,551
		<hr/> <hr/>
At 31 March 2010:	於二零一零年三月三十一日：	
Cost	成本	36,901
Accumulated impairment	累計減值	(1,350)
		<hr/>
Net carrying amount	賬面淨值	35,551
		<hr/> <hr/>

17. GOODWILL (continued)

Impairment testing of goodwill

The carrying amount of goodwill allocated to the cash-generating units is as follows:

	Trading business		GZ Panxi operation		Poultry business		Others		Total	
	2010	2009	2010	2009	2010	2009	2010	2009	2010	2009
	二零一零年	二零零九年	二零一零年	二零零九年	二零一零年	二零零九年	二零一零年	二零零九年	二零一零年	二零零九年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Carrying amount of goodwill	16,205	16,157	11,644	11,608	3,847	3,836	3,855	3,006	35,551	34,607

Trading business cash-generating unit

The recoverable amount of the trading business cash-generating unit is determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The discount rate applied to the cash flow projections is 4% (2009: 4%).

Key assumptions were used in the value in use calculation of the trading business cash-generating unit for 31 March 2010 and 31 March 2009. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Budgeted gross margins – The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budget year, increased for expected efficiency improvements.

Discount rates – The discount rates used are before tax and reflect specific risks relating to the relevant units.

17. 商譽 (續)

商譽減值測試

分配至現金產生單位之商譽之賬面值載列如下：

貿易業務現金產生單位

貿易業務現金產生單位之可收回款項根據使用價值釐訂。使用價值按照高級管理層所批准涵蓋五年之財政預算運用現金流預測計算。現金流預測所使用之貼現率為4% (二零零九年：4%)

就計算截至二零一零年及二零零九年三月三十一日止年度之貿易業務現金產生單位之使用價值已採納主要假設。以下描述管理層於作出現金流預測時採納之各主要假設以進行商譽減值測試：

預算毛利率 – 用以釐定預算毛利率之價值之基準為緊接預算年度前一年取得之平均毛利率，並會因應預計效率提升而增加。

貼現率 – 所採用之貼現率為除稅前，且反映與相關單位有關之個別風險。

17. GOODWILL (continued)

Impairment testing of goodwill (continued)

Trading business cash-generating unit (continued)

Purchase price inflation – The basis used to determine the value assigned to inventory price inflation is the forecast price indices during the budget year from where inventories are sourced. The values assigned to key assumptions are consistent with external information sources.

GZ Panxi operation cash-generating unit

The recoverable amount of the GZ Panxi operation cash-generating unit is based on fair value less costs to sell. Certain assets of the GZ Panxi operation cash-generating unit was valued on 31 March 2010 by DTZ Debenham Tie Leung Limited, independent professionally qualified valuers, on an open market, existing use basis.

Poultry business cash-generating unit

The recoverable amount of the poultry business cash-generating unit is based on fair value less costs to sell. Certain assets of the poultry business cash-generating unit was valued on 31 March 2010 by DTZ Debenham Tie Leung Limited, independent professionally qualified valuers, on an open market, existing use basis.

17. 商譽 (續)

商譽減值測試 (續)

貿易業務現金產生單位 (續)

購買價格上漲 – 存貨價格上漲之決定基準乃按預算年度內存貨來源地之預測價格指標。主要假設之價值與外部資料來源相符一致。

廣州泮溪業務現金產生單位

廣州泮溪業務現金產生單位之可收回款項乃根據公平值減銷售成本計算。廣州泮溪業務現金產生單位之若干資產已於二零一零年三月三十一日由獨立專業合資格估值師戴德梁行有限公司根據現有用途按公開市場基準進行估值。

家禽業務現金產生單位

家禽業務現金產生單位之可收回款項乃根據公平值減銷售成本計算。家禽業務現金產生單位之若干資產已於二零一零年三月三十一日由獨立專業合資格估值師戴德梁行有限公司根據現有用途按公開市場基準進行估值。

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18. NON-CURRENT LIVESTOCK

18. 非當期禽畜

		Group 集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Livestock:	禽畜：		
At fair value	公平值	521	652
At cost less accumulated amortisation and impairment losses	成本減累計攤銷及 減值虧損	185	477
		<u>706</u>	<u>1,129</u>
Physical quantity of peafowls:	孔雀數目：		
Number of day-old peafowls	成長孔雀數目	4,241	5,328
Number of breeder peafowls	育種孔雀數目	6,988	6,988
		<u>11,229</u>	<u>12,316</u>

The Group's non-current livestock comprises breeder and day-old peafowls owned by a subsidiary. The day-old peafowls are raised for sale. The breeder peafowls are held to produce further day-old peafowls. Breeder peafowls are stated at cost less accumulated amortisation and any impairment losses as no active or ready markets exist for these breeder peafowls and their fair values cannot be measured reliably. Day-old peafowls are valued at fair value less estimated point-of-sale costs.

本集團之非當期禽畜包括育種及成長孔雀，並由附屬公司擁有。成長孔雀作出售用途，育種孔雀則用作生產成長孔雀幼雛。因育種孔雀並無活躍或流通市場而未能可靠釐定其公平值，故按其成本減累計攤銷及減值虧損入賬。成長孔雀以公平值減預計出售時之成本價入賬。

18. NON-CURRENT LIVESTOCK (continued)

18. 非當期禽畜(續)

Group
集團
HK\$'000
港幣千元

The movements in non-current livestock at fair value are as follows:	非當期禽畜公平值之變動如下：	
Balance at 1 April 2008, at fair value	於二零零八年四月一日之結餘，按公平值	504
Increase/(decrease) in fair value less estimated point-of-sale costs attributable to:	公平值增加／(減少)減預計出售時成本歸屬於：	
– physical change	– 數目變動	10
– price change	– 價格變動	(42)
Increase due to raising	因飼養而增加	553
Decrease due to harvest	因收成而減少	(383)
Exchange realignment	匯兌調整	10
Balance at 31 March 2009 and 1 April 2009, at fair value	於二零零九年三月三十一日及二零零九年四月一日之結餘，按公平值	652
Increase in fair value less estimated point-of-sale costs attributable to:	公平值增加減預計出售時成本歸屬於：	
– physical change	– 數目變動	9
– price change	– 價格變動	43
Increase due to raising	因飼養而增加	625
Decrease due to harvest	因收成而減少	(810)
Exchange realignment	匯兌調整	2
Balance at 31 March 2010, at fair value	於二零一零年三月三十一日之結餘，按公平值	<u>521</u>

18. NON-CURRENT LIVESTOCK (continued)

Particulars of the gross carrying amount and the accumulated amortisation of breeder peafowls, which are stated at cost less accumulated amortisation and any impairment losses, are as follows:

18. 非常期禽畜 (續)

以成本減累計攤銷及任何減值虧損列賬之育種孔雀之賬面總值及累計攤銷詳情如下：

		Group 集團 HK\$'000 港幣千元
31 March 2010	二零一零年三月三十一日	
At 1 April 2009:	於二零零九年四月一日：	
Cost	成本	5,843
Accumulated amortisation and impairment losses	累計攤銷及減值	(5,366)
Net carrying amount	賬面淨值	<u>477</u>
At 1 April 2009, net of accumulated amortisation and impairment losses	於二零零九年四月一日， 已扣除累計攤銷及減值	477
Increase due to raising	因飼養而增加	69
Amortisation provided during the year	年內已撥備之攤銷	(361)
At 31 March 2010, net of accumulated amortisation and impairment losses	於二零一零年三月三十一日， 已扣除累計攤銷及減值	<u>185</u>
At 31 March 2010:	於二零一零年三月三十一日：	
Cost	成本	5,556
Accumulated amortisation and impairment losses	累計攤銷及減值	(5,371)
Net carrying amount	賬面淨值	<u>185</u>
31 March 2009	二零零九年三月三十一日	
At 1 April 2008:	於二零零八年四月一日：	
Cost	成本	5,718
Accumulated amortisation and impairment losses	累計攤銷及減值	(4,326)
Net carrying amount	賬面淨值	<u>1,392</u>
At 1 April 2008, net of accumulated amortisation and impairment losses	於二零零八年四月一日， 已扣除累計攤銷及減值	1,392
Amortisation provided during the year	年內已撥備之攤銷	(944)
Exchange realignment	匯兌調整	29
At 31 March 2009, net of accumulated amortisation and impairment losses	於二零零九年三月三十一日， 已扣除累計攤銷及減值	<u>477</u>
At 31 March 2009:	於二零零九年三月三十一日：	
Cost	成本	5,843
Accumulated amortisation and impairment losses	累計攤銷及減值	(5,366)
Net carrying amount	賬面淨值	<u>477</u>

19. INVESTMENTS IN SUBSIDIARIES

19. 於附屬公司之投資

		Company 公司	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Unlisted shares, at cost	非上市股份，按成本值	<u>93,098</u>	<u>93,098</u>

The amounts due from/to subsidiaries included in the Company's current assets and current liabilities respectively are unsecured, interest-free and repayable on demand.

分列於公司流動資產及流動負債內之應收／應付附屬公司款項並無抵押、免息，且須按通知還款。

Particulars of the principal subsidiaries are as follows:

本公司之主要附屬公司詳情如下：

Name 公司名稱	Place of incorporation/ registration and operations 註冊成立／ 登記及經營地點	Nominal value of issued ordinary/ registered and fully paid-up capital 已發行 普通股／註冊 及繳足股本面值	Percentage of equity attributable to the Company 本公司應佔權益 百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Abundant Capital Inc.	British Virgin Islands 英屬處女群島	US\$100 100美元	–	100.0	Investment holding 投資控股
Cowboy Food Company Limited 牛仔食品有限公司	Hong Kong 香港	HK\$6,000,000 6,000,000港幣元	–	85.0	Manufacturing of peanut products 花生食品製造
Crowne Profits Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	–	100.0	Investment holding 投資控股
E-Options Technology Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	–	100.0	Property holding 物業控股
Eat & International (H.K.) Co., Limited* ("Eat & International") 大阪王將有限公司* (「大阪王將」)	Hong Kong 香港	HK\$700,000 700,000港幣元	–	91.0 (2009: Nil) (二零零九年：無)	Restaurant operations 餐廳經營

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19. INVESTMENTS IN SUBSIDIARIES (continued)

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

19. 於附屬公司之投資 (續)

本公司之主要附屬公司詳情如下：(續)

Name 公司名稱	Place of incorporation/ registration and operations 註冊成立/ 登記及經營地點	Nominal value of issued ordinary/ registered and fully paid-up capital 已發行 普通股/註冊 及繳足股本面值	Percentage of equity attributable to the Company 本公司應佔權益 百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Fancy Talent Limited* 零食物語有限公司*	Hong Kong 香港	HK\$100,000,000 100,000,000港元	–	100.0	Marketing of snack foods 小食之市場 推廣
Four Seas Enterprises (BVI) Limited	British Virgin Islands 英屬處女群島	US\$20,000 20,000美元	100.0	–	Investment holding 投資控股
Four Seas China Holdings Limited 四洲中國投資有限公司	British Virgin Islands 英屬處女群島	US\$1,000,000 1,000,000美元	–	100.0	Investment holding 投資控股
Four Seas Mercantile Limited 四洲貿易有限公司	Hong Kong 香港	(i) Ordinary HK\$200 (ii) Non-voting deferred HK\$20,000,000 (i) 普通股200港元 (ii) 無投票權 遞延股份 20,000,000港元	–	100.0	Trading in snack foods, confectionery and beverages 小食、糖果及 飲品之貿易
Four Seas Property Holdings Limited 四洲物業有限公司	Hong Kong 香港	HK\$50,000,000 50,000,000港元	–	100.0	Investment holding 投資控股

19. INVESTMENTS IN SUBSIDIARIES (continued)

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

19. 於附屬公司之投資(續)

本公司之主要附屬公司詳情如下:(續)

Name 公司名稱	Place of incorporation/ registration and operations 註冊成立/ 登記及經營地點	Nominal value of issued ordinary/ registered and fully paid-up capital 已發行 普通股/註冊 及繳足股本面值	Percentage of equity attributable to the Company 本公司應佔權益 百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Four Seas Confectionery (Shantou) Company Limited* ^ 汕頭四洲製果有限公司* ^	PRC/ Mainland China 中國/中國大陸	HK\$14,320,000 14,320,000港元	-	100.0	Manufacturing of cakes 蛋糕製造
Four Seas (Suzhou) Food Co., Ltd.* ^ 四洲(蘇州)食品有限公司* ^	PRC/ Mainland China 中國/中國大陸	US\$11,000,000 11,000,000美元	-	100.0	Manufacturing of canned beverages 罐裝飲品製造
Four Seas (Shantou) Foods Industrial Park Management Co., Ltd.* ^ 四洲(汕頭)食品工業城 管理有限公司* ^	PRC/ Mainland China 中國/中國大陸	HK\$30,500,000 30,500,000港元	-	100.0	Property holding 物業控股
Four Seas (Yang Shan) Development Company Limited* ^ 四洲(陽山)發展有限公司* ^	PRC/ Mainland China 中國/中國大陸	HK\$20,000,000 (2009: HK\$14,000,000) 20,000,000港元 (二零零九年: 14,000,000港元)	-	100.0	Property holding 物業控股
Four Seas Foods (Shantou) Co., Ltd.* ^ 四洲食品(汕頭)有限公司* ^	PRC/ Mainland China 中國/中國大陸	HK\$71,000,000 71,000,000港元	-	100.0	Trading in confectionery and food products 糖果及食品 之貿易

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19. INVESTMENTS IN SUBSIDIARIES (continued)

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

19. 於附屬公司之投資 (續)

本公司之主要附屬公司詳情如下：(續)

Name 公司名稱	Place of incorporation/ registration and operations 註冊成立/ 登記及經營地點	Nominal value of issued ordinary/ registered and fully paid-up capital 已發行 普通股/註冊 及繳足股本面值	Percentage of equity attributable to the Company 本公司應佔權益 百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Four Seas (Hebei) Food Company Limited* ^ 四洲(河北)食品有限公司* ^	PRC/ Mainland China 中國/中國大陸	HK\$24,000,000 24,000,000港元	–	100.0	Processing of chestnuts 栗子加工
Four Seas Logistics Company Limited 四洲物流有限公司	Hong Kong 香港	HK\$200,000 200,000港元	–	100.0	Provision of transportation services 運輸服務
Four Seas Trading (Shanghai) Co., Ltd.* ^ 四洲貿易(上海)有限公司* ^	PRC/ Mainland China 中國/中國大陸	US\$200,000 200,000美元	–	100.0	Trading in confectionery and food products 糖果及食品 之貿易
Four Seas Catering Enterprises Company Limited 四洲飲食企業有限公司	Hong Kong 香港	HK\$10,000 10,000港元	–	100.0	Investment holding 投資控股
Four Seas Confectionery (Shenzhen) Co., Ltd.* ^ 四洲製果(深圳)有限公司* ^	PRC/ Mainland China 中國/中國大陸	HK\$7,000,000 7,000,000港元	–	80.0	Manufacturing of snack foods 小食製造
Gainfaith Investments Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	–	100.0	Investment holding 投資控股
Guang Dong Fourseas Frozen Food Products Co., Ltd.* ^ 廣東四洲冷凍食品 有限公司* ^	PRC/ Mainland China 中國/中國大陸	RMB10,300,000 人民幣 10,300,000元	–	100.0	Trading in confectionery and food products and frozen food products 糖果及食品及 冷凍食品之貿易

19. INVESTMENTS IN SUBSIDIARIES (continued)

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

19. 於附屬公司之投資 (續)

本公司之主要附屬公司詳情如下：(續)

Name 公司名稱	Place of incorporation/ registration and operations 註冊成立/ 登記及經營地點	Nominal value of issued ordinary/ registered and fully paid-up capital 已發行 普通股/註冊 及繳足股本面值	Percentage of equity attributable to the Company 本公司應佔權益 百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
High Joy Investments Limited 晉康投資有限公司	Hong Kong 香港	HK\$1,000,000 1,000,000港元	–	100.0	Restaurant operations 餐廳經營
Hong Kong Confectionery Company Limited 香港糖果有限公司	Hong Kong 香港	HK\$7,000,000 7,000,000港元	–	100.0	Investment holding 投資控股
Hong Kong Ham Holdings Limited 香港火腿廠控股有限公司	Hong Kong 香港	HK\$20 20港元	–	100.0	Manufacturing and packaging of ham and ham-related products 製造及包裝 火腿及有關 火腿類產品
Hong Kong Biscuit (International) Limited* 香港餅乾(國際)有限公司*	Hong Kong 香港	HK\$40,000,000 40,000,000港元	–	99.3	Investment holding 投資控股
Homeright Properties Limited 家權產業有限公司	British Virgin Islands 英屬處女群島	US\$1 1美元	–	100.0	Holding of trademarks 持有商標
IFSCO Hong Kong Limited	Hong Kong 香港	HK\$57,200,000 57,200,000港元	100.0	–	Investment holding 投資控股
J.P. Inglis Company Limited 英利士洋行有限公司	Hong Kong 香港	HK\$1,000,000 1,000,000港元	–	100.0	Trading in food materials 食品原料貿易

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19. INVESTMENTS IN SUBSIDIARIES (continued)

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

19. 於附屬公司之投資 (續)

本公司之主要附屬公司詳情如下：(續)

Name 公司名稱	Place of incorporation/ registration and operations 註冊成立/ 登記及經營地點	Nominal value of issued ordinary/ registered and fully paid-up capital 已發行 普通股/註冊 及繳足股本面值	Percentage of equity attributable to the Company 本公司應佔權益 百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
KTC Corporation* 鹿兒島商事株式會社*	Japan 日本	JPY10,000,000 10,000,000日圓	–	100.0	Trading in cakes 蛋糕貿易
Kanro Four Seas Foods Company Limited 甘樂四洲食品有限公司	Hong Kong 香港	HK\$50,550,000 50,550,000港元	–	82.5	Investment holding 投資控股
Kanro Four Seas Foods (Shantou) Co., Ltd.* ^ 甘樂四洲食品(汕頭) 有限公司* ^	PRC/ Mainland China 中國/中國大陸	HK\$50,203,380 50,203,380港元	–	82.5	Manufacturing of candies 糖果製造
Kwong Cheung Development Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	–	100.0	Investment holding 投資控股
Kung Tak Lam Shanghai Vegetarian Cuisine Limited 功德林上海素食有限公司	Hong Kong 香港	HK\$3,660,000 3,660,000港元	–	99.0	Restaurant operations 餐廳經營
Li Fook (Qingdao) Foods Co., Ltd.* ^ 利福(青島)食品 有限公司* ^	PRC/ Mainland China 中國/中國大陸	US\$3,320,000 3,320,000美元	–	100.0	Manufacturing of noodles 麵食製造
Luck Healthy Limited	Hong Kong 香港	HK\$1 1港元	–	100.0	Property holding 物業控股
Matchless Bakery Company Limited 美奇思麵包西餅有限公司	British Virgin Islands 英屬處女群島	HK\$20,000,000 20,000,000港元	–	100.0	Investment holding 投資控股

19. INVESTMENTS IN SUBSIDIARIES (continued)

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

19. 於附屬公司之投資(續)

本公司之主要附屬公司詳情如下:(續)

Name 公司名稱	Place of incorporation/ registration and operations 註冊成立/ 登記及經營地點	Nominal value of issued ordinary/ registered and fully paid-up capital 已發行 普通股/註冊 及繳足股本面值	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 本公司應佔權益 百分比 直接	Indirect 間接	
Mass Joy Investments Limited	Hong Kong 香港	HK\$1 1港元	–	51.0	Investment holding 投資控股
More Ways Industrial Limited 多威實業有限公司	Hong Kong 香港	HK\$10,000 10,000港元	–	66.7	Investment holding 投資控股
Namtien Noodle Limited* 南天製麵有限公司*	Hong Kong 香港	HK\$1,000 1,000港元	–	51.0	Manufacturing of noodles 麵食製造
New Kondo Trading Company Limited 近藤貿易有限公司	Hong Kong 香港	HK\$1,000,000 1,000,000港元	–	100.0	Trading in Japanese food materials 日本食品 原料貿易
Papochou Holdings Limited 百寶洲集團有限公司	British Virgin Islands 英屬處女群島	HK\$15,000,000 15,000,000港元	–	100.0	Investment holding 投資控股
Restaurant Shiki Limited	Hong Kong 香港	HK\$3,200,000 3,200,000港元	–	100.0	Restaurant operations 餐廳經營
Royalstar Technology Limited	Hong Kong 香港	HK\$2 2港元	–	100.0	Car park operations 停車場經營

19. INVESTMENTS IN SUBSIDIARIES
(continued)

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

19. 於附屬公司之投資 (續)

本公司之主要附屬公司詳情如下：(續)

Name 公司名稱	Place of incorporation/ registration and operations 註冊成立/ 登記及經營地點	Nominal value of issued ordinary/ registered and fully paid-up capital 已發行 普通股/註冊 及繳足股本面值	Percentage of equity attributable to the Company 本公司應佔權益 百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Shenzhen Matchless Food Co., Ltd.* ^ 深圳美奇思食品 有限公司* ^	PRC/ Mainland China 中國/中國大陸	RMB12,300,000 人民幣 12,300,000元	–	100.0	Bakery and factory operations 飽餅店及 工廠之營運
Somerset Technology Limited	British Virgin Islands 英屬處女群島	US\$1 1美元	–	100.0	Investment holding 投資控股
Sushi Pro Limited ("Sushi Pro") 壽司皇有限公司 (「壽司皇」)	Hong Kong 香港	HK\$9,000,000 9,000,000港元	–	100.0 (2009: 50.0*) (二零零九年: 50.0*)	Investment holding 投資控股
Shousihuang Restaurant (Shenzhen) Company Limited* ^ 壽司皇餐廳(深圳) 有限公司* ^	PRC/ Mainland China 中國/中國大陸	HK\$7,300,000 7,300,000港元	–	100.0 (2009: 50.0*) (二零零九年: 50.0*)	Restaurant operations 餐廳經營
Tohato Four Seas Company Limited 東鳩四洲有限公司	Hong Kong 香港	HK\$7,000,000 7,000,000港元	–	80.0	Investment holding 投資控股

19. INVESTMENTS IN SUBSIDIARIES (continued)

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

19. 於附屬公司之投資 (續)

本公司之主要附屬公司詳情如下：(續)

Name 公司名稱	Place of incorporation/ registration and operations 註冊成立/ 登記及經營地點	Nominal value of issued ordinary/ registered and fully paid-up capital 已發行 普通股/註冊 及繳足股本面值	Percentage of equity attributable to the Company 本公司應佔權益 百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Tsun Fat (Huizhou) Biscuit Factory Limited* ^ 駿發(惠州)餅乾廠 有限公司* ^	PRC/ Mainland China 中國/中國大陸	HK\$13,000,000 13,000,000港元	-	99.3	Manufacturing of biscuits 餅乾製造
T & M Advertising Company Limited 德美廣告有限公司	Hong Kong 香港	HK\$20 20港元	-	100.0	Advertising agency 廣告代理
Yaohan (Yanwin) Food Co., Limited 八佰伴(仁榮)食品有限公司	Hong Kong 香港	HK\$10,000 10,000港元	-	100.0	Investment holding 投資控股
新興縣多威實業 有限公司* ^	PRC/ Mainland China 中國/中國大陸	HK\$8,000,000 8,000,000港元	-	66.7	Poultry business 家禽業務
廣州泮溪 GZ Panxi* ^^	PRC/ Mainland China 中國/中國大陸	RMB48,959,210 (2009: RMB32,208,680) 人民幣48,959,210元 (二零零九年: 人民幣32,208,680元)	-	##99.0	Restaurant operations 餐廳經營
廣州市英吉利孔雀 有限公司* ^	PRC/ Mainland China 中國/中國大陸	RMB6,500,000 人民幣 6,500,000元	-	100.0	Raising and sale of peafowls 飼養及銷售 孔雀業務

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19. INVESTMENTS IN SUBSIDIARIES (continued)

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

19. 於附屬公司之投資 (續)

本公司之主要附屬公司詳情如下：(續)

Name 公司名稱	Place of incorporation/ registration and operations 註冊成立/ 登記及經營地點	Nominal value of issued ordinary/ registered and fully paid-up capital 已發行 普通股/註冊 及繳足股本面值	Percentage of equity attributable to the Company		Principal activities 主要業務
			Direct 直接	Indirect 本公司應佔權益 百分比 間接	
佛山市順德區唯德紙品 實業有限公司* ^	PRC/ Mainland China 中國/中國大陸	HK\$1,000,000 1,000,000港元	-	51.0	Manufacturing of packing materials 包裝物料製造
陽山四洲愛心果子有限公司*	PRC/ Mainland China 中國/中國大陸	RMB\$200,000 人民幣200,000元	-	100.0	Retailers of snack foods 小食零售商
上海升誠貿易有限公司* ^	PRC/ Mainland China 中國/中國大陸	RMB500,000 人民幣500,000元	-	100.0	Trading in confectionery and food products 糖果及 食品之貿易
東莞四洲肉類製品 有限公司* ^	PRC/ Mainland China 中國/中國大陸	HK\$37,000,000 37,000,000港元	-	100.0	Manufacturing and packaging of ham and ham-related products 製造及包裝 火腿及有關 火腿類產品
恭道貿易(深圳) 有限公司* ^	PRC/ Mainland China 中國/中國大陸	HK\$2,000,000 2,000,000港元	-	100.0	Trading in food materials 食品物料之貿易

19. INVESTMENTS IN SUBSIDIARIES (continued)

- * Not audited by Ernst & Young Hong Kong or other member firm of the Ernst & Young global network.
- ^ These subsidiaries are registered as wholly-foreign-owned enterprises under the PRC law.
- ^^ This subsidiary is registered as a Sino-foreign co-operative joint venture under the PRC law.
- # During the year ended 31 March 2009, the Group had a casting vote in these subsidiaries and accordingly the Group had control over them.
- ## Pursuant to the stock purchase agreement entered into by the Group and 廣州市荔灣區人民政府國有資產監督管理局 (the "Vendor") for the acquisition of GZ Panxi, the Vendor retains 1% shareholding in GZ Panxi and is not entitled to any share of the profit or loss in GZ Panxi nor has the right to participate in the operation or management of GZ Panxi but has the veto right in the following:
- the alteration of the tax registration of GZ Panxi in Liwan District, Guangzhou, the PRC;
 - the alteration of the use of the building occupied by GZ Panxi other than the Cantonese style restaurant operation; and
 - the use of the trademark of GZ Panxi.

During the year ended 31 March 2010, the Group:

- (a) acquired an additional 50% equity interest in Sushi Pro at a cash consideration of HK\$5,600,000; and
- (b) acquired a 91% equity interest in Eat & International at a cash consideration of HK\$1,591,000.

Details of the acquisition set out in note (a) above are included in the Company's announcement dated 10 September 2009.

Further details of the acquisition set out in note (b) above are included in note 33 to the financial statements.

19. 於附屬公司之投資 (續)

- * 並非由香港安永會計師事務所或安永全球網絡其他成員公司審核。
- ^ 該等附屬公司乃按中華人民共和國法律註冊為全資外商投資企業。
- ^^ 該附屬公司乃按中華人民共和國法律註冊為中外合作企業。
- # 截至二零零九年三月三十一日止年度，本集團於該等附屬公司擁有決定性一票，因而本集團擁有其控制權。
- ## 根據本集團與廣州市荔灣區人民政府國有資產監督管理局(「賣方」)就收購廣州泮溪訂立之購股協議，賣方保留1%之廣州泮溪持股權，但無權分享廣州泮溪之任何溢利或虧損，亦無權參與廣州泮溪之經營或管理，惟對下列各項擁有否決權：
- 變更廣州泮溪於中國廣州市荔灣區之稅務登記；
 - 將廣州泮溪所佔用之樓房變更為粵菜酒家經營以外之用途；及
 - 廣州泮溪商標之使用。

截至二零一零年三月三十一日止年度，本集團：

- (a) 收購壽司皇之額外50%股權，現金代價為5,600,000港元；及
- (b) 收購大阪王將之91%股權，現金代價為1,591,000港元。

有關上述附註(a)之收購之進一步詳情，已載於本公司於二零零九年九月十日之公告內。

有關上述附註(b)之收購之進一步詳情，已載於財務報告附註33內。

19. INVESTMENTS IN SUBSIDIARIES (continued)

During the year ended 31 March 2009, the Group:

- (a) acquired an additional 49% equity interest in Abundant Capital Inc. at a cash consideration of HK\$4,536,000;
- (b) acquired an additional 70% equity interest in Four Seas (Suzhou) Food Co., Ltd. (“FS Suzhou”), a then associate of the Group, at a cash consideration of JPY380,000,000 (equivalent to HK\$30,561,000). Since then, FS Suzhou has become a wholly-owned subsidiary of the Group;
- (c) acquired a 51% equity interest in Namtien Noodle Limited (“Namtien”) at a cash consideration of HK\$1; and
- (d) acquired an additional 50% equity interest in Four Seas Confectionery Company Limited (“FS Confectionery”), a then associate of the Group, at a cash consideration of HK\$7,000. Since then, FS Confectionery has become a wholly-owned subsidiary of the Group.

Further details of the acquisitions set out in notes (b) to (d) above are included in note 33 to the financial statements.

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

19. 於附屬公司之投資 (續)

截至二零零九年三月三十一日止年度期間，本集團：

- (a) 收購Abundant Capital Inc.之額外49%股權，現金代價為4,536,000港元；
- (b) 收購本集團當時之聯營公司四洲(蘇州)食品有限公司(「四洲蘇州」)之額外70%股權，現金代價為380,000,000日圓(等值30,561,000港元)。自此，四洲蘇州成為本集團之全資附屬公司；
- (c) 收購南天製麵有限公司(「南天」)之51%股權，現金代價為1港元；及
- (d) 收購本集團當時之聯營公司Four Seas Confectionery Company Limited(「FS Confectionery」)之額外50%股權，現金代價為7,000港元。自此，FS Confectionery成為本集團之全資附屬公司。

有關上述附註(b)至(d)之收購之進一步詳情，已載於財務報表附註33內。

董事認為以上所述為於年內對集團之業績有重大影響或佔集團之重大部分淨資產之主要附屬公司，董事認為如詳列餘下附屬公司會使篇幅過份冗長。

20. INTERESTS IN ASSOCIATES

20. 於聯營公司之權益

		Group 集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Goodwill on acquisition	因收購產生之商譽	477	477
Share of net assets	應佔資產淨值	145,921	138,827
		<u>146,398</u>	<u>139,304</u>

The amounts due from the associates included in the Group's current assets are unsecured, interest-free and repayable on demand.

The Group's trade receivable and payable balances with the associates are disclosed in notes 24 and 27 to the financial statements, respectively.

列於集團流動資產內之聯營公司欠款並無抵押、免息，且須按通知還款。

本集團與聯營公司之應收及應付貿易賬款結餘已分別載列於財務報告附註24及27。

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20. INTERESTS IN ASSOCIATES (continued)

20. 於聯營公司之權益 (續)

Particulars of the associates are as follows:

聯營公司詳情如下：

Name 公司名稱	Particulars of issued shares held 持有已發行 股份詳情	Place of incorporation/ registration 註冊成立/ 登記地點	Percentage of equity attributable to the Group 集團應佔 權益百分比	Principal activities 主要業務
Calbee Four Seas Company Limited 卡樂B四洲有限公司	Ordinary shares of HK\$1 each 每股面值1港元 之普通股	Hong Kong 香港	50.0	Manufacturing of snack foods 小食製造
Calbee Four Seas (Shantou) Company Limited (i) 卡樂B四洲(汕頭)有限公司(i)	Paid-up capital 繳足股本	PRC/ Mainland China 中國/中國大陸	50.0	Manufacturing of snack foods 小食製造
Cadbury Four Seas Company Limited (i)(ii) 吉百利四洲有限公司(i)(ii)	Ordinary shares of HK\$1 each 每股面值1港元 之普通股	Hong Kong 香港	30.0	Trading in confectionery 糖果貿易
Guangzhou Meiji Confectionery Company Limited (i)(ii) 廣州明治製果有限公司(i)(ii)	Paid-up capital 繳足股本	PRC/ Mainland China 中國/中國大陸	30.0	Manufacturing of snack foods and confectionery 小食及糖果製造
Guangdong M&F-Yantang Dairy Products Company Limited (i)(ii) 廣東四明燕塘乳業有限公司(i)(ii)	Paid-up capital 繳足股本	PRC/ Mainland China 中國/中國大陸	21.0	Manufacturing of ice-cream and dairy products 雪糕及乳類 產品製造
Meiji-Four Seas Company Limited (ii) 明治四洲有限公司(ii)	Ordinary shares of HK\$1 each 每股面值1港元 之普通股	Hong Kong 香港	30.0	Investment holding 投資控股

20. INTERESTS IN ASSOCIATES (continued)

20. 於聯營公司之權益 (續)

Particulars of the associates are as follows: (continued)

聯營公司詳情如下：(續)

Name 公司名稱	Particulars of issued shares held 持有已發行 股份詳情	Place of incorporation/ registration 註冊成立/ 登記地點	Percentage of equity attributable to the Group 集團應佔 權益百分比	Principal activities 主要業務
MFD Holding Company Limited (i) 四明乳業有限公司(i)	Ordinary shares of HK\$1 each 每股面值1港元 之普通股	Hong Kong 香港	30.0	Investment holding 投資控股
Nico-Nico Four Seas Company Limited (ii) 你口四洲有限公司(ii)	Ordinary shares of HK\$1 each 每股面值1港元 之普通股	Hong Kong 香港	35.0	Investment holding 投資控股
Nico Four Seas (Shantou) Co., Ltd. (i)(ii) 你口四洲(汕頭)有限公司(i)(ii)	Paid-up capital 繳足股本	PRC/ Mainland China 中國/中國大陸	35.0	Manufacturing of seaweed products 紫菜食品製造
Want Want Four Seas Company Limited (i)(ii) 旺旺四洲有限公司(i)(ii)	Ordinary shares of HK\$1 each 每股面值1港元 之普通股	Hong Kong 香港	30.0	Trading of snack foods 小食貿易

Notes:

附註：

- (i) Not audited by Ernst & Young Hong Kong or other member firm of the Ernst & Young global network.
- (ii) The financial statements of these associates are not coterminous with that of the Group and have financial year ending 31 December. These associates use 31 December as their financial year end date to conform with their holding companies' reporting date or statutory requirements.

- (i) 並非由香港安永會計師事務所或安永全球網絡其他成員公司審核。
- (ii) 該等聯營公司之財務報告的財政年度結算日與本集團的不同，其財政年度結算日為十二月三十一日。該等以十二月三十一日為其財政年度結算日之聯營公司與其控股公司之呈報日期或法定要求相符。

20. INTERESTS IN ASSOCIATES (continued)

The financial statements of above associates are coterminous with those of the Group, except for associates as mentioned in (ii) above, for which the consolidated financial statements are adjusted for the material transactions between their financial year end date and the Group's year end date.

The Group has discontinued the recognition of its share of losses of Cadbury Four Seas Company Limited because the share of losses of the associate exceeded the Group's interest in this associate. The Group's unrecognised share of losses of this associate for the current year and cumulatively were HK\$7,875,000 (2009: HK\$6,274,000) and HK\$14,149,000 (2009: HK\$6,274,000), respectively.

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

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Assets	資產	448,030	461,758
Liabilities	負債	117,689	122,238
Revenue	收入	473,220	523,028
Profit/(loss)	溢利／(虧損)	12,348	(14,178)

20. 於聯營公司之權益 (續)

上述聯營公司之財務報告與本集團財務報告如出一轍，惟附註(ii)所述之聯營公司除外。綜合財務報告就彼等及本集團於財政年度結算日之間之重大交易作出調整。

由於本集團應佔吉百利四洲有限公司之虧損超過本集團於該聯營公司之權益，因此已終止確認應佔該聯營公司之虧損。本集團於本年度應佔該聯營公司未確認之虧損及累計虧損分別為7,875,000港元(二零零九年：6,274,000港元)及14,149,000港元(二零零九年：6,274,000港元)。

下表闡述本集團聯營公司之財務資料概要，乃摘錄自彼等之管理賬目：

21. AVAILABLE-FOR-SALE INVESTMENTS

21. 可供出售投資

		Group		Company	
		集團		公司	
		2010	2009	2010	2009
		二零一零年	二零零九年	二零一零年	二零零九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Listed equity investments, at fair value:	上市權益投資，按公平值：				
Hong Kong	香港	55,889	43,494	254	120
Club debenture, at fair value	會所債券，按公平值	327	327	—	—
Unlisted equity investments, at cost	非上市權益投資，按成本	8,823	8,798	—	—
		65,039	52,619	254	120

During the year, the net gain in respect of the Group's available-for-sale investments recognised in other comprehensive income amounted to HK\$22,028,000 (2009: net loss of HK\$20,730,000), of which gain of HK\$27,637,000 (2009: HK\$1,041,000) was reclassified from other comprehensive income to the income statement for the year.

The above investments consist of investments in equity securities which were designated as available-for-sale financial assets and have no fixed maturity date or coupon rate.

The fair values of listed equity investments are based on quoted market prices. The unlisted available-for-sale equity investments were stated at cost because the range of reasonable fair value estimates is so significant that the directors are of the opinion that their fair values cannot be measured reliably. The Group does not intend to dispose of them in the near future.

年內，本集團於其他全面收入確認之可供出售投資淨收益為22,028,000港元（二零零九年：淨虧損20,730,000港元），而其中27,637,000港元之收益（二零零九年：1,041,000港元）已於本年度從其他全面收入重新分類至收益表。

上述投資包括於權益證券之投資，其指定為可供出售金融資產，且無固定到期日或票面息率。

上市權益投資之公平值乃根據市場報價。非上市可供出售權益投資乃以成本列賬，此乃由於合理公平值估計之範圍太大，董事認為其公平值不能可靠地計量。本集團無意於近期出售上述投資。

21. AVAILABLE-FOR-SALE INVESTMENTS (continued)

During the year ended 31 March 2009, there had been a significant decline in the market value of certain listed equity investments. The directors considered that such a decline indicated that the listed equity investments had been impaired and an impairment loss of HK\$36,342,000, which included a reclassification from other comprehensive income of HK\$36,342,000, had been recognised in the income statement for the year ended 31 March 2009. No impairment losses have been recognised for the listed equity investments during the current year.

22. CURRENT LIVESTOCK

Breeder chicks	育種雞隻
Hatchable eggs	種蛋
Day-old chicks	雞苗

Due to the generally short breeding and raising cycle of the chicks and because an active market does not exist, these livestock are classified as current assets and are stated at cost less any impairment and a reconciliation of changes in the carrying amount of biological assets between the beginning and the end of the current financial year is not presented.

21. 可供出售投資 (續)

截至二零零九年三月三十一日止年度，若干上市權益投資之市值大幅下跌。董事認為，此可顯示上市權益投資出現減值，並錄得減值虧損36,342,000港元，當中包括由其他全面收入重新分類之36,342,000港元，並已於截至二零零九年三月三十一日止年度之收益表確認。於本年度，上市權益投資並無確認減值虧損。

22. 當期禽畜

		Group 集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
		2,301	2,207
		825	905
		1,086	1,416
		<u>4,212</u>	<u>4,528</u>

由於雞苗之一般繁殖期及飼養周期較短，及並無活躍市場，故把此類禽畜歸類為流動資產，並按其成本減任何減值後入賬，及本財政年度初至年終之賬面價值變動之對賬未作出呈列。

23. INVENTORIES

23. 存貨

		Group 集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Raw materials	原料	45,376	42,534
Work in progress	半成品	6,370	6,069
Finished goods	產成品	138,421	119,368
		<u>190,167</u>	<u>167,971</u>

24. TRADE RECEIVABLES

24. 應收貿易賬款

		Group 集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Trade receivables	應收貿易賬款	443,104	432,450
Impairment	減值	(3,296)	(2,763)
		<u>439,808</u>	<u>429,687</u>

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally for a period of one to three months, extending up to four to five months for major customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing.

本集團與客戶之貿易賬期以信貸為主，惟新客戶一般需要預先付款。信貸期一般為一至三個月，就主要客戶而言，可延長至最多四至五個月。每個客戶均有信貸額上限。本集團力求嚴格控制其尚未收取之應收款項，藉此將信貸風險降至最低。高級管理層會定期檢討逾期結餘。鑒於上述措施，以及本集團之應收貿易賬款與眾多多元化的客戶有關，因此並無重大信貸集中風險。應收貿易賬款乃免息。

24. TRADE RECEIVABLES (continued)

An aged analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

		Group 集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Within 1 month	1個月內	172,517	157,960
1 to 2 months	1至2個月	86,394	72,816
2 to 3 months	2至3個月	70,345	69,449
Over 3 months	3個月以上	110,552	129,462
		<u>439,808</u>	<u>429,687</u>

The movements in provision for impairment of trade receivables are as follows:

		Group 集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
At beginning of year	於年初	2,763	1,457
Impairment losses recognised (note 7)	已確認減值虧損 (附註7)	1,445	1,525
Amount written off as uncollectible	列作無法收回之撇銷款項	(912)	(219)
At end of year	於年終	<u>3,296</u>	<u>2,763</u>

24. 應收貿易賬款 (續)

於報告期末，根據發票日期及扣除撥備之應收貿易賬款之賬齡分析如下：

應收貿易賬款之減值撥備之變動情況如下：

24. TRADE RECEIVABLES (continued)

Included in the above provision for impairment of trade receivables is a provision for individually impaired trade receivables of HK\$3,296,000 (2009: HK\$2,763,000) with a gross carrying amount before provision of HK\$3,296,000 (2009: HK\$2,763,000). The individually impaired trade receivables relate to customers that were in default or delinquency in payments and are not expected to be recovered. The Group does not hold any collateral or other credit enhancements over these balances.

The aged analysis of the trade receivables that are not considered to be impaired is as follows:

Neither past due nor impaired	並無逾期或減值
Less than 1 month past due	逾期少於1個月
1 to 3 months past due	逾期1至3個月

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

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

Included in trade receivables are amounts due from the Group's associates of HK\$1,115,000 (2009: HK\$1,870,000), which are repayable on similar credit terms to those offered to the major customers of the Group.

24. 應收貿易賬款(續)

上述應收貿易賬款之減值撥備包括就撥備前總賬面值為3,296,000港元(二零零九年:2,763,000港元)之個別應收貿易賬款作出減值撥備3,296,000港元(二零零九年:2,763,000港元)。有關於客戶之個別已減值之應收貿易賬款乃為違約或拖欠還款,並被視為不可收回。本集團並無就該等結餘持有任何抵押品或其他信貸提升。

視為未減值之應收貿易賬款之賬齡分析如下:

		Group 集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Neither past due nor impaired	並無逾期或減值	429,476	415,705
Less than 1 month past due	逾期少於1個月	2,616	5,484
1 to 3 months past due	逾期1至3個月	7,716	8,498
		<u>439,808</u>	<u>429,687</u>

並無逾期或減值之應收款項涉及近期無違約記錄之大量不同客戶。

已逾期但並未減值之應收款項涉及本集團若干還款紀錄良好之客戶。根據過往經驗,本公司董事認為,由於該等結餘之信貸質素並無重大變動,該等結餘仍被認為可全數收回,故無須作出減值撥備。本集團並無就該等結餘持有任何抵押品或其他信貸提升。

應收貿易賬款包括本集團聯營公司結欠之款項共1,115,000港元(二零零九年:1,870,000港元),而還款期與本集團授予其主要客戶之信貸賬期類同。

25. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

25. 預付款項、訂金及其他應收款項

		Group		Company	
		集團		公司	
		2010	2009	2010	2009
		二零一零年	二零零九年	二零一零年	二零零九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Prepayments	預付款項	67,691	69,009	149	133
Deposits and other receivables	訂金及其他應收款項	47,870	43,992	–	–
		115,561	113,001	149	133
Less: Deposits classified as non-current assets	減：劃分為非流動資產之訂金	(17,941)	(18,466)	–	–
Current portion	流動部分	97,620	94,535	149	133

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

上述資產並無逾期或減值。上述結餘包括的金融資產乃近期無違約記錄之應收款項。

26. CASH AND CASH EQUIVALENTS

26. 現金及現金等值項目

		Group		Company	
		集團		公司	
		2010	2009	2010	2009
		二零一零年	二零零九年	二零一零年	二零零九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Cash and bank balances	現金及銀行結存	239,701	190,127	350	263
Time deposits	定期存款	269,559	292,776	–	–
Cash and cash equivalents	現金及現金等值項目	509,260	482,903	350	263

26. CASH AND CASH EQUIVALENTS (continued)

At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi (“RMB”) amounted to HK\$122,668,000 (2009: HK\$108,449,000). RMB is not freely convertible into other currencies, however, under Mainland China’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

27. TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS

Trade payables	應付貿易賬款
Other payables	其他應付款項
Accruals	應計負債

26. 現金及現金等值項目 (續)

於報告期末，本集團以人民幣(「人民幣」)列值之現金及銀行結存為122,668,000港元(二零零九年：108,449,000港元)。人民幣不得自由兌換為其他貨幣，但根據中國大陸外匯管理條例和結匯、售匯及付匯管理規定，本集團獲准透過獲認可進行外匯兌換業務之銀行將人民幣兌換為其他貨幣。

銀行現金按每日銀行存款利率以浮動利率賺取利息。短期定期存款乃按介乎一日至三個月之不同期間作出，視乎本集團之即時現金需求，並按照各自之短期定期存款利率賺取利息。銀行結餘乃存於近期並無違約記錄而具有良好信譽之銀行。

27. 應付貿易賬款、其他應付款項及應計負債

		Group 集團		Company 公司	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Trade payables	應付貿易賬款	155,458	140,882	–	–
Other payables	其他應付款項	49,765	42,041	–	–
Accruals	應計負債	91,901	94,281	879	1,036
		<u>297,124</u>	<u>277,204</u>	<u>879</u>	<u>1,036</u>

27. TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS (continued)

An aged analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

Within 1 month	1個月內
1 to 2 months	1至2個月
2 to 3 months	2至3個月
Over 3 months	3個月以上

Included in the trade payables are trade payables of HK\$45,965,000 (2009: HK\$52,174,000) due to associates, which are normally settled on 30-day to 60-day terms.

The trade payables are non-interest-bearing and are normally settled on 30-day to 60-day terms. Other payables are non-interest-bearing and have an average term of three months.

27. 應付貿易賬款、其他應付款項及應計負債(續)

於報告期末，根據發票日期之應付貿易賬款之賬齡分析如下：

		Group 集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Within 1 month	1個月內	107,121	81,821
1 to 2 months	1至2個月	22,216	35,529
2 to 3 months	2至3個月	12,564	13,242
Over 3 months	3個月以上	13,557	10,290
		155,458	140,882

應付貿易賬款已包括結欠聯營公司之應付貿易賬款45,965,000港元(二零零九年：52,174,000港元)，彼等一般按30至60日期限結付。

應付貿易賬款為免息及一般按30至60日期限結付。其他應付款項乃免息，信貸期平均為三個月。

28. INTEREST-BEARING BANK BORROWINGS

28. 須繳付利息之銀行貸款

Group 集團	2010 二零一零年			2009 二零零九年		
	Effective interest rate 實際利率	Maturity 到期日	HK\$'000 港幣千元	Effective interest rate 實際利率	Maturity 到期日	HK\$'000 港幣千元
Current 當期						
Trust receipt loans – unsecured 無抵押信托收據貸款	0.5%-2.4%	Within 12 months 12個月內	109,646	1.4%-4.6%	Within 12 months 12個月內	127,418
Bank loans – unsecured 無抵押銀行貸款	0.6%-5.1%	Within 12 months 12個月內	538,447	1.2%-6.9%	Within 12 months 12個月內	618,082
Bank loans – secured 抵押銀行貸款	0.9%-1.6%	Within 12 months 12個月內	7,963	6.4%-6.8%	Within 12 months 12個月內	11,114
			656,056			756,614
Non-current 非當期						
Bank loans – unsecured 無抵押銀行貸款	0.9%-1.0%	2011 – 2013 二零一一年 至二零一三年	143,250	1.3%	2010 – 2011 二零一零年 至二零一一年	22,763
Bank loans – secured 抵押銀行貸款	0.5%	2011 – 2012 二零一一年 至二零一二年	11,375			–
			154,625			22,763
			810,681			779,377

28. INTEREST-BEARING BANK BORROWINGS (continued)

28. 須繳付利息之銀行貸款(續)

		Group 集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Analysed into:	分析為：		
Bank loans:	銀行貸款：		
Within one year	第一年內	656,056	756,614
In the second year	第二年內	57,000	22,763
In the third to fifth years, inclusive	第三至五年內， 包括首尾兩年	97,625	—
		<u>810,681</u>	<u>779,377</u>

Notes:

- (a) Certain bank loans of a non-wholly-owned subsidiary are secured by the pledge of certain leasehold land and buildings of that non-wholly-owned subsidiary amounting to HK\$2,706,000 (2009: HK\$1,840,000) and HK\$9,014,000 (2009: HK\$5,009,000), respectively.
- (b) All the bank and trust receipt loans bear interest at floating interest rates. Their carrying amounts approximate to their fair values.
- (c) Except for the bank loans denominated in Japanese Yen equivalent to HK\$32,082,000 (2009: HK\$76,083,000), the bank loans denominated in RMB equivalent to HK\$138,548,000 (2009: HK\$129,174,000) and the bank loan denominated in United States dollars equivalent to HK\$1,068,000 (2009: HK\$3,101,000), all other bank borrowings at the end of the reporting period were in Hong Kong dollars.

附註：

- (a) 若干非全資擁有附屬公司之銀行借貸分別以該非全資擁有附屬公司價值約2,706,000港元(二零零九年：1,840,000港元)及9,014,000港元(二零零九年：5,009,000港元)之租賃土地及樓宇作為抵押擔保。
- (b) 所有銀行及信託收據貸款均以浮動利率計息。其賬面值與其公平值相若。
- (c) 除相等於32,082,000港元(二零零九年：76,083,000港元)以日圓列賬之銀行貸款、相等於138,548,000港元(二零零九年：129,174,000港元)以人民幣列賬之銀行貸款及相等於1,068,000港元(二零零九年：3,101,000港元)以美元列賬之銀行貸款外，所有其他銀行貸款於報告期末均為港元。

29. DEFERRED TAX

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

Deferred tax liabilities

Group – 2010

		Accelerated tax depreciation 加速稅項 折舊 HK\$'000 港幣千元	Fair value adjustment arising from acquisition of subsidiaries 因收購附屬 公司而產生 之公平值調整 HK\$'000 港幣千元	Revaluation of properties 物業重估 HK\$'000 港幣千元	Withholding taxes 預扣稅 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1 April 2009	於二零零九年四月一日	894	12,972	4,253	368	18,487
Deferred tax charged/ (credited) to the income statement during the year (note 10)	本年度於收益表內 扣除/(計入)之 遞延稅項(附註10)	(87)	(445)	(91)	511	(112)
Exchange realignment	匯兌調整	-	37	-	-	37
At 31 March 2010	於二零一零年三月三十一日	807	12,564	4,162	879	18,412

Deferred tax assets

Group – 2010

		Decelerated tax depreciation 減慢稅項 折舊 HK\$'000 港幣千元	Losses available for offsetting against future taxable profits 可用以與將來 應課稅溢利 抵銷之虧損 HK\$'000 港幣千元	Others 其他 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1 April 2009	於二零零九年四月一日	4	415	880	1,299
Deferred tax credited/(charged) to the income statement during the year (note 10)	本年度於收益表內 計入/(扣除)之 遞延稅項(附註10)	1	-	(1)	-
At 31 March 2010	於二零一零年三月三十一日	5	415	879	1,299

29. 遞延稅項

於年內遞延稅項負債及資產之變動如下：

遞延稅項負債

集團 – 二零一零年

		Accelerated tax depreciation 加速稅項 折舊 HK\$'000 港幣千元	Fair value adjustment arising from acquisition of subsidiaries 因收購附屬 公司而產生 之公平值調整 HK\$'000 港幣千元	Revaluation of properties 物業重估 HK\$'000 港幣千元	Withholding taxes 預扣稅 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1 April 2009	於二零零九年四月一日	894	12,972	4,253	368	18,487
Deferred tax charged/ (credited) to the income statement during the year (note 10)	本年度於收益表內 扣除/(計入)之 遞延稅項(附註10)	(87)	(445)	(91)	511	(112)
Exchange realignment	匯兌調整	-	37	-	-	37
At 31 March 2010	於二零一零年三月三十一日	807	12,564	4,162	879	18,412

遞延稅項資產

集團 – 二零一零年

		Decelerated tax depreciation 減慢稅項 折舊 HK\$'000 港幣千元	Losses available for offsetting against future taxable profits 可用以與將來 應課稅溢利 抵銷之虧損 HK\$'000 港幣千元	Others 其他 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1 April 2009	於二零零九年四月一日	4	415	880	1,299
Deferred tax credited/(charged) to the income statement during the year (note 10)	本年度於收益表內 計入/(扣除)之 遞延稅項(附註10)	1	-	(1)	-
At 31 March 2010	於二零一零年三月三十一日	5	415	879	1,299

Notes to Financial Statements

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29. DEFERRED TAX (continued)

Deferred tax liabilities

Group – 2009

		Accelerated tax depreciation	Fair value adjustment arising from acquisition of subsidiaries 因收購附屬 公司而產生 之公平值調整	Revaluation of properties 物業重估	Withholding taxes 預扣稅	Total 總計
		加 速 稅 項 折 舊 HK\$'000 港幣千元	之 公 平 值 調 整 HK\$'000 港幣千元	物 業 重 估 HK\$'000 港幣千元	預 扣 稅 HK\$'000 港幣千元	總 計 HK\$'000 港幣千元
At 1 April 2008	於二零零八年四月一日	853	12,102	4,515	–	17,470
Deferred tax charged/ (credited) to the income statement during the year (note 10)	本年度於收益表內 扣除／(計入)之 遞延稅項(附註10)	41	(733)	(262)	368	(586)
Exchange realignment	匯兌調整	–	1,603	–	–	1,603
At 31 March 2009	於二零零九年三月三十一日	894	12,972	4,253	368	18,487

Deferred tax assets

Group – 2009

		Decelerated tax depreciation	Losses available for offsetting against future taxable profits 可用以與將來 應課稅溢利 抵銷之虧損	Others 其他	Total 總計
		減 慢 稅 項 折 舊 HK\$'000 港幣千元	應 課 稅 溢 利 抵 銷 之 虧 損 HK\$'000 港幣千元	其 他 HK\$'000 港幣千元	總 計 HK\$'000 港幣千元
At 1 April 2008	於二零零八年四月一日	8	517	966	1,491
Deferred tax charged to the income statement during the year (note 10)	本年度於收益表內 扣除之遞延稅項 (附註10)	(4)	(102)	(86)	(192)
At 31 March 2009	於二零零九年三月三十一日	4	415	880	1,299

29. 遞延稅項(續)

遞延稅項負債

集團 – 二零零九年

Accelerated tax depreciation	Fair value adjustment arising from acquisition of subsidiaries 因收購附屬 公司而產生 之公平值調整	Revaluation of properties 物業重估	Withholding taxes 預扣稅	Total 總計
加 速 稅 項 折 舊 HK\$'000 港幣千元	之 公 平 值 調 整 HK\$'000 港幣千元	物 業 重 估 HK\$'000 港幣千元	預 扣 稅 HK\$'000 港幣千元	總 計 HK\$'000 港幣千元

At 1 April 2008	於二零零八年四月一日	853	12,102	4,515	–	17,470
Deferred tax charged/ (credited) to the income statement during the year (note 10)	本年度於收益表內 扣除／(計入)之 遞延稅項(附註10)	41	(733)	(262)	368	(586)
Exchange realignment	匯兌調整	–	1,603	–	–	1,603
At 31 March 2009	於二零零九年三月三十一日	894	12,972	4,253	368	18,487

遞延稅項資產

集團 – 二零零九年

Decelerated tax depreciation	Losses available for offsetting against future taxable profits 可用以與將來 應課稅溢利 抵銷之虧損	Others 其他	Total 總計
減 慢 稅 項 折 舊 HK\$'000 港幣千元	應 課 稅 溢 利 抵 銷 之 虧 損 HK\$'000 港幣千元	其 他 HK\$'000 港幣千元	總 計 HK\$'000 港幣千元

At 1 April 2008	於二零零八年四月一日	8	517	966	1,491
Deferred tax charged to the income statement during the year (note 10)	本年度於收益表內 扣除之遞延稅項 (附註10)	(4)	(102)	(86)	(192)
At 31 March 2009	於二零零九年三月三十一日	4	415	880	1,299

29. DEFERRED TAX (continued)

The Group has tax losses arising in Hong Kong of approximately HK\$85,060,000 (2009: HK\$91,258,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also has tax losses arising in Mainland China of approximately HK\$124,725,000 (2009: HK\$105,463,000) that will expire in one to five years for offsetting against future taxable profit. Deferred tax assets have not been recognised in respect of these losses as, in the opinion of directors, it is uncertain whether sufficient future taxable profits will be available against which the tax losses can be utilised.

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

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

29. 遞延稅項(續)

本集團有自香港產生之稅項虧損約為85,060,000港元(二零零九年:91,258,000港元)可無限期用作抵扣該等出現虧損之公司之未來應課稅溢利。本集團亦有自中國大陸產生將於一至五年到期之稅項虧損約為124,725,000港元(二零零九年:105,463,000港元),可用作抵扣日後之應課稅溢利。該等稅項虧損並無確認為遞延稅項資產,因董事認為未能確定是否有足夠未來應課稅溢利可供抵扣稅務虧損。

根據中國企業所得稅法,於中國大陸成立之外商投資企業向境外投資者宣派之股息須徵收10%預扣稅。該規定由二零零八年一月一日起生效,並適用於二零零七年十二月三十一日後之盈利。若該境外投資者所屬司法權區與中國大陸訂有稅務條約,其適用預扣稅率可予調低。就本集團而言,適用稅率為5%。因此,本集團就於中國大陸成立之附屬公司由二零零八年一月一日起產生之盈利所分派之股息繳付預扣稅。

本公司派發股息予股東之付款並沒有附帶所得稅影響。

30. SHARE CAPITAL

30. 股本

Shares

股份

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Authorised:	法定：		
1,000,000,000 ordinary shares of HK\$0.10 each	1,000,000,000股每股面值 0.10港元之普通股	<u>100,000</u>	<u>100,000</u>
Issued and fully paid:	已發行及繳足：		
390,745,640 (2009: 399,565,640) ordinary shares of HK\$0.10 (2009: HK\$0.10) each	390,745,640股(二零零九年： 399,565,640股)每股面值0.10港元 (二零零九年：0.10港元)之普通股	<u>39,074</u>	<u>39,956</u>

During the year, the Company repurchased a total of 8,820,000 of its own shares on the Stock Exchange for an aggregate consideration of approximately HK\$18,500,000.

All the repurchased shares were cancelled by the Company upon such repurchase and, accordingly, the issued share capital of the Company was reduced by the nominal value of these shares. The premium paid on the repurchase was charged to the share premium account. An amount equivalent to the par value of the ordinary shares cancelled was transferred to the capital redemption reserve as set out in the consolidation statement of changes in equity.

The directors considered that, as the Company's shares are trading at a discount to the expected net asset value per share, the repurchase of shares would be beneficial to the Company.

年內，本公司於聯交所購回合共8,820,000股股份，總代價約為18,500,000港元。

本公司已於購回時註銷所有已購回之股份，而本公司之已發行股本已削減該等股份面值之數額。購回之已付溢價已於股份溢價賬扣除。相等於已註銷普通股面值之款項已轉移至綜合權益變動表所載之股本贖回儲備內。

董事認為，由於本公司之股份以預期每股資產淨值之折讓進行買賣，購回股份將對本公司有利。

30. SHARE CAPITAL (continued)

30. 股本 (續)

A summary of the repurchase of shares are as follows:

購回股份概述如下：

Month	月份	Number of shares repurchased 所購回股份數目	Price per share		Total price paid 已付總額 HK\$'000 千港元
			Highest 每股購買價 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
October 2009	二零零九年十月	2,488,000	1.86	1.66	4,329
November 2009	二零零九年十一月	1,922,000	2.06	1.84	3,697
December 2009	二零零九年十二月	3,066,000	2.57	2.06	6,864
January 2010	二零一零年一月	622,000	2.95	2.49	1,715
February 2010	二零一零年二月	722,000	2.63	2.55	1,895
		<u>8,820,000</u>			<u>18,500</u>

A summary of the transactions during the year with reference to the movements in the Company's issued ordinary share capital is as follows:

經參考本公司年內已發行普通股本變動之交易概要載列如下：

	Number of ordinary shares in issue 已發行 普通股數目	Issued capital 已發行股本 HK\$'000 千港元	Share premium account 股份溢價賬 HK\$'000 千港元	Total 總計 HK\$'000 千港元	
At 1 April 2008, 31 March 2009 and 1 April 2009	於二零零八年四月一日、 二零零九年三月三十一日 及二零零九年四月一日	399,565,640	39,956	240,190	280,146
Repurchase of shares	購回股份	(8,820,000)	(882)	(17,618)	(18,500)
At 31 March 2010	於二零一零年三月三十一日	<u>390,745,640</u>	<u>39,074</u>	<u>222,572</u>	<u>261,646</u>

Share options

Details of the Company's share option scheme are included in note 31 to the financial statements.

購股權

本公司之購股權計劃詳情載於財務報告附註31。

31. SHARE OPTION SCHEME

The Company operates a share option scheme (the “Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the Scheme include the Company’s directors, including independent non-executive directors, other employees of the Company, and any executive director or employee of any of the Company’s subsidiaries and any entity in which the Group holds any equity interest.

The Scheme is valid and effective for a period of 10 years up to 16 September 2012, after which no further share options will be granted but the provisions of the Scheme shall remain in full force and effect in all other respects. Share options complying with the provisions of the Listing Rules which are granted during the duration of the Scheme and those remain unexercised immediately prior to the end of the 10-year period shall continue to be exercisable in accordance with their terms of grant as within the share option period for which such share options are granted, notwithstanding the expiry of the Scheme.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 39,956,564 ordinary shares, being 10.0% of the shares of the Company in issue on 2 September 2002. As at the date of this report, the total number of shares available for issue under the Scheme is 39,956,564 ordinary shares, representing 10.2% of the existing issued share capital of the Company. The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders’ approval in a general meeting.

31. 購股權計劃

本公司設有購股權計劃(「計劃」)藉此鼓勵及回饋對本集團營運業績有寶貴貢獻之合資格參加者。計劃之合資格參與者包括本公司之執行董事、獨立非執行董事、僱員及本公司附屬公司及本集團擁有任何股份權益之實體之執行董事及僱員。

計劃之有效期為10年，至二零一二年九月十六日為止。其後將不會再授出任何購股權，但計劃之條款仍然生效。所有在符合上市規則條例下，並於計劃10年有效期內授出，但在計劃期屆滿前仍未被行使之購股權，仍可按該購股權授出時之條件行使，並不受計劃期滿之影響。

目前根據計劃容許授出之尚未行使購股權之最高數目為39,956,564股普通股，相等於本公司在二零零二年九月二日已發行股份之10%。於本報告簽發日期，根據計劃可供發行之股份數目為39,956,564股普通股，相等於本公司現已發行股本之10.2%。在任何十二個月期間內，根據計劃可向計劃內之每名合資格參與者發行之最高股份數目不得超逾本公司在任何時間之已發行股份之1%。任何進一步授出超逾此限額之購股權，則須在股東大會上取得股東批准。

31. SHARE OPTION SCHEME (continued)

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

The offer of a grant of share options may be accepted within 28 days from the date of offer, upon receipt of the duplicate offer letter comprising acceptance of the offer duly signed by the grantee with the number of shares in respect of which the offer is accepted clearly stated therein, together with payment of a nominal consideration of HK\$1 by the grantee to the Company provided that no offer shall be open for acceptance after the expiry of the Scheme or after the Scheme has been terminated. The terms and conditions of the share options granted are determinable by the directors on a case-by-case basis. Such terms and conditions may include, but are not limited to (i) the subscription price; (ii) the period within which the Company's shares must be taken up under the share option, which must not be more than 10 years from the offer date; (iii) the minimum period, if any, for which a share option must be held before it can be exercised; and (iv) the performance target, if any, that must be achieved before the share option can be exercised.

31. 購股權計劃 (續)

授予本公司董事、主要股東或彼等之任何聯繫人士之購股權，須事先取得本公司獨立非執行董事之批准（任何獲授予購股權之獨立非執行董事不計算在內）。此外，在任何十二個月期間內授予本公司之主要股東或獨立非執行董事，或彼等之任何聯繫人士之任何購股權超逾本公司於任何時間之已發行股份之0.1%及其總值（按授出購股權當日之股份收市價計算）超逾5百萬港元者，則須事先在股東大會上取得股東批准。

授出購股權之建議須於授出購股權建議之日期起計28日內獲接納，承授人亦須就此繳交已簽署的授出購股權建議書的副本，其中須注明接納購股權之數目，連同合共1港元之代價予公司，惟購股權之建議，將不能在購股權計劃屆滿或終止日後獲接納。所授出之購股權之條款由董事決定，有關條款包括但不限於(i)股份認購價；(ii)購股權之行使期，期限不能遲於購股權授出日期起計十年；(iii)購股權最短須持有多久才可行使（如有）；及(iv)表現目標，參與者於行使購股權前須達至之表現目標（如有）。

31. SHARE OPTION SCHEME (continued)

The exercise price of the share options is determinable by the directors in their absolute discretion at the time of the making of the offer which shall be stated in the letter containing the offer, but may not be less than the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheet on the offer date which must be a trading day; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the offer date; and (iii) the nominal value of the Company's shares.

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

During the year, no share option (2009: Nil) was granted to directors and other employees of the Company or employees of any of the Company's subsidiaries and any entities in which the Group holds any equity interests.

At the end of the reporting period, the Company had no share options outstanding under the Scheme (2009: Nil).

32. RESERVES

(a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 52 to 53 of the financial statements.

The Group's share premium account includes (i) the credit of HK\$19,900,000 which represents the difference between the nominal value of the share capital issued by the Company and the aggregate nominal value of the share capital of the subsidiaries acquired pursuant to the group reorganisation in 1993; and (ii) the debit of HK\$17,618,000 arising from the repurchase of shares during the year ended 31 March 2010.

Pursuant to the relevant laws and regulations for Foreign Investment Enterprises, a portion of the profits of the Group's subsidiaries and the Group's associates operating as Foreign Investment Enterprises in Mainland China has been transferred to the reserve funds. The reserve funds is non-distributable in nature and can be utilised to offset the losses incurred.

The capital reserve represents the Group's share of capitalisation of retained profits by an associate.

31. 購股權計劃 (續)

購股權之行使價由董事決定，有關的認購價須於授出購股權建議中註明，惟不得低於以下較高者(i)本公司股份於建議授出購股權當日(須為交易日)在聯交所每日報價表所報之收市價；(ii)本公司股份於緊接授出購股權建議日期前五個交易日在聯交所每日報價表所報的平均收市價(以聯交所日報表所載者為準)；及(iii)本公司股份之面值。

購股權並無賦予持有人收取股息或於股東大會上投票之權力。

年內，概無授出購股權(二零零九年：無)予本公司董事或本公司任何附屬公司及本集團持有任何權益之實體之僱員。

於報告期末，根據計劃本公司並無尚未行購股權(二零零九年：無)。

32. 儲備

(a) 集團

本集團在年內及上年度之儲備及其變動在財務報告第52頁及53頁之綜合權益變動表內呈列。

本集團股份溢價賬包括：(i)為數19,900,000港元之進賬額，乃本公司已發行股本面值與根據一九九三年集團重組而收購之附屬公司之股本面值總額兩者間之差額；及(ii)17,618,000港元之扣賬額，乃於截至二零一零年三月三十一日止年度購回股份而產生。

根據有關外商投資企業的法例和規則，由本集團於中國大陸以外商投資企業方式經營之附屬公司及聯營公司已按法定的比例撥備溢利為不可分派的儲備金，並可用作抵銷所產生之虧損。

股本儲備指本集團所佔一聯營公司之資本化保留溢利。

32. RESERVES (continued)

(b) Company

			Share premium account	Available-for-sale investment revaluation reserve 可供出售投資估值儲備	Capital redemption reserve 資本贖回儲備	Retained profits	Total
	Note	附註	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Balance at 1 April 2008		於二零零八年四月一日之結餘	274,009	87	-	9,954	284,050
Total comprehensive income for the year		年內總全面收益	-	(101)	-	33,680	33,579
Interim 2009 dividend	12	二零零九年中期股息	-	-	-	(7,991)	(7,991)
Proposed final 2009 dividend	12	二零零九年建議末期股息	-	-	-	(19,978)	(19,978)
At 31 March 2009		於二零零九年三月三十一日	274,009	(14)	-	15,665	289,660
Total comprehensive income for the year		年內總全面收益	-	133	-	31,309	31,442
Repurchase of shares		購回股份	(17,618)	-	882	(882)	(17,618)
Interim 2010 dividend	12	二零一零年中期股息	-	-	-	(7,847)	(7,847)
Proposed final 2010 dividend	12	二零一零年建議末期股息	-	-	-	(19,537)	(19,537)
At 31 March 2010		於二零一零年三月三十一日	256,391	119	882	18,708	276,100

The Company's share premium account includes (i) the credit of HK\$53,719,000 which represents the difference between the nominal value of the share capital issued by the Company and the combined net assets of the subsidiaries acquired pursuant to the group reorganisation in 1993; and (ii) the debit of HK\$17,618,000 arising from the repurchase of shares during the year ended 31 March 2010. Under the Company Law (Revised) of the Cayman Islands, a distribution may be made from the share premium account in certain circumstances.

The difference between the share premium account of the Company and that of the Group represents the difference between the aggregate nominal value of the share capital of the subsidiaries and their combined net assets acquired, pursuant to the group reorganisation in 1993, as detailed above.

32. 儲備 (續)

(b) 公司

			Share premium account	Available-for-sale investment revaluation reserve 可供出售投資估值儲備	Capital redemption reserve 資本贖回儲備	Retained profits	Total
	Note	附註	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Balance at 1 April 2008		於二零零八年四月一日之結餘	274,009	87	-	9,954	284,050
Total comprehensive income for the year		年內總全面收益	-	(101)	-	33,680	33,579
Interim 2009 dividend	12	二零零九年中期股息	-	-	-	(7,991)	(7,991)
Proposed final 2009 dividend	12	二零零九年建議末期股息	-	-	-	(19,978)	(19,978)
At 31 March 2009		於二零零九年三月三十一日	274,009	(14)	-	15,665	289,660
Total comprehensive income for the year		年內總全面收益	-	133	-	31,309	31,442
Repurchase of shares		購回股份	(17,618)	-	882	(882)	(17,618)
Interim 2010 dividend	12	二零一零年中期股息	-	-	-	(7,847)	(7,847)
Proposed final 2010 dividend	12	二零一零年建議末期股息	-	-	-	(19,537)	(19,537)
At 31 March 2010		於二零一零年三月三十一日	256,391	119	882	18,708	276,100

本公司股份溢價賬包括(i)為數53,719,000港元之進賬額，乃本公司已發行股本之面值與根據一九九三年集團重組所收購之附屬公司之合併資產淨值兩者間之差額；及(ii)17,618,000港元之扣賬額，乃於截至二零一零年三月三十一日止年度購回股份所產生。根據開曼群島公司法(經修訂)，在若干情況下可從股份溢價賬中進行股息分派。

本公司與本集團股份溢價之差額乃根據一九九三年集團重組，如上文所述，為收購之附屬公司之股本面值總額與其合併資產淨值兩者間之差額。

Notes to Financial Statements

財務報告附註

31 March 2010 二零一零年三月三十一日

33. BUSINESS COMBINATIONS

- (a) On 28 April 2009, the Group acquired 91% equity interest in Eat & International at a cash consideration of HK\$1,591,000. Eat & International is engaged in the operation of the restaurants.

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

			Fair value recognised on acquisition 於收購時確認 之公平值 HK\$'000 港幣千元	Previous carrying amount 先前賬面值 HK\$'000 港幣千元
Property, plant and equipment	物業、廠房及設備	14	767	767
Inventories	存貨		155	155
Trade receivables	應收貿易賬款		537	537
Prepayments, deposits and other receivables	預付款項、訂金及 其他應收款項		1,165	1,165
Cash and bank balances	現金及銀行結餘		683	683
Trade payables	應付貿易賬款		(602)	(602)
Other payables and accruals	其他應付款項及 應計負債		(531)	(531)
Minority interests	少數股東權益		(196)	(196)
			1,978	1,978
Excess over the cost of business combination	超過業務合併成本 之款項	7	(387)	
Satisfied by cash	以現金支付		1,591	

33. 業務合併

- (a) 於二零零九年四月二十八日，本集團收購大阪王將之91%股權，現金代價為1,591,000港元。大阪王將從事餐廳經營。

大阪王將於收購日期之可辨認資產及負債之公平值及緊接收購事項前之相關賬面值如下：

33. BUSINESS COMBINATIONS (continued)

(a) (continued)

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

		HK\$'000 港幣千元
Cash consideration	現金代價	(1,591)
Cash and bank balances acquired	已收購之現金及銀行結餘	683
Net outflow of cash and cash equivalents in respect of the acquisition of a subsidiary	收購附屬公司之現金及 現金等值項目流出淨額	<u>(908)</u>

Since its acquisition, Eat & International contributed HK\$11,923,000 and HK\$164,000 to the Group's revenue and profit for the year ended 31 March 2010.

Had the combination taken place at the beginning of the year, the revenue of the Group and the profit for the year of the Group would have been HK\$2,348,489,000 and HK\$83,140,000, respectively.

Excess over the cost of business combination of Eat & International of HK\$387,000 was recognised in the income statement because the acquisition is bargain purchases.

33. 業務合併 (續)

(a) (續)

收購附屬公司之現金及現金等值項目流出淨額分析如下：

		HK\$'000 港幣千元
Cash consideration	現金代價	(1,591)
Cash and bank balances acquired	已收購之現金及銀行結餘	683
Net outflow of cash and cash equivalents in respect of the acquisition of a subsidiary	收購附屬公司之現金及 現金等值項目流出淨額	<u>(908)</u>

自收購後，大阪王將對本集團截至二零一零年三月三十一日止年度之收入及溢利分別帶來11,923,000港元及164,000港元。

倘是項合併於年初進行，本集團於本年度之收入及溢利將分別為2,348,489,000港元及83,140,000港元。

收購大阪王將的超過業務合併成本之款項387,000港元已於收益表內確認，乃由於收購經議價進行。

33. BUSINESS COMBINATIONS (continued)

(b) During the year ended 31 March 2009, the Group had the following acquisitions:

- (i) on 13 March 2009, the Group acquired an additional 70% equity interest in FS Suzhou, a then 30%-owned associate and a shareholder's loan of JPY772,640,000 (equivalent to HK\$62,138,000), at a cash consideration of JPY380,000,000 (equivalent to HK\$30,561,000). FS Suzhou is engaged in the manufacturing of canned beverages;
- (ii) on 25 November 2008, the Group acquired an additional 50% equity interest in FS Confectionery, a then 50%-owned associate, at a cash consideration of HK\$7,000. FS Confectionery is engaged in the marketing of health foods; and
- (iii) on 29 September 2009, the Group, acquired a 51% equity interest in Namtien at a cash consideration of HK\$1. Namtien is engaged in the manufacturing of noodles.

33. 業務合併 (續)

(b) 截至二零零九年三月三十一日止年度期間，本集團曾進行下列收購：

- (i) 於二零零九年三月十三日，本集團收購當時之30%權益聯營公司四洲蘇州額外70%股權及股東貸款772,640,000日圓（等值62,138,000港元），現金代價為380,000,000日圓（等值30,561,000港元）。四洲蘇州從事罐裝飲品製造業務；
- (ii) 二零零八年十一月二十五日，本集團收購當時之50%權益聯營公司FS Confectionery額外50%股權，現金代價為7,000港元。FS Confectionery從事健康食品市場推廣業務；及
- (iii) 於二零零九年九月二十九日，本集團收購南天之51%股權，現金代價為1港元。南天從事麵食製造業務。

33. BUSINESS COMBINATIONS (continued)

(b) (continued)

In respect of the acquisitions during the year ended 31 March 2009, the fair values of the identifiable assets and liabilities of the acquired subsidiaries as at the dates of acquisitions and the corresponding carrying amounts immediately before the acquisitions were as follows:

			Fair value recognised on acquisition 於收購時確認 之公平值 HK\$'000 港幣千元	Previous carrying amount 先前賬面值 HK\$'000 港幣千元
Property, plant and equipment	物業、廠房及設備	14	64,668	76,466
Prepaid land lease payments	預付土地租賃款項	16	29,505	20,083
Inventories	存貨		3,859	3,859
Trade receivables	應收貿易賬款		5,289	5,289
Prepayments, deposits and other receivables	預付款項、訂金及 其他應收款項		1,097	1,097
Cash and bank balances	現金及銀行結餘		7,224	7,224
Trade payables	應付貿易賬款		(4,302)	(4,302)
Other payables and accruals	其他應付款項及 應計負債		(718)	(718)
Interest-bearing bank and other borrowings	須繳付利息銀行及 其他借貸		(79,386)	(79,386)
			27,236	29,612
Shareholder's loan acquired	已收購股東貸款		62,138	
Excess over the cost of business combinations	超過業務合併成本 之款項	7	(50,638)	
			38,736	
Satisfied by:	以下列方式支付：			
Cash	現金		30,568	
Reclassification of interests in associates	聯營公司之權益 重新分類		8,168	
			38,736	

33. 業務合併 (續)

(b) (續)

就截至二零零九年三月三十一日止年度之收購而言，已收購附屬公司於收購日期之可辨認資產及負債之公平值及緊接收購事項前之相應賬面值如下：

			Fair value recognised on acquisition 於收購時確認 之公平值 HK\$'000 港幣千元	Previous carrying amount 先前賬面值 HK\$'000 港幣千元
Property, plant and equipment	物業、廠房及設備	14	64,668	76,466
Prepaid land lease payments	預付土地租賃款項	16	29,505	20,083
Inventories	存貨		3,859	3,859
Trade receivables	應收貿易賬款		5,289	5,289
Prepayments, deposits and other receivables	預付款項、訂金及 其他應收款項		1,097	1,097
Cash and bank balances	現金及銀行結餘		7,224	7,224
Trade payables	應付貿易賬款		(4,302)	(4,302)
Other payables and accruals	其他應付款項及 應計負債		(718)	(718)
Interest-bearing bank and other borrowings	須繳付利息銀行及 其他借貸		(79,386)	(79,386)
			27,236	29,612
Shareholder's loan acquired	已收購股東貸款		62,138	
Excess over the cost of business combinations	超過業務合併成本 之款項	7	(50,638)	
			38,736	
Satisfied by:	以下列方式支付：			
Cash	現金		30,568	
Reclassification of interests in associates	聯營公司之權益 重新分類		8,168	
			38,736	

33. BUSINESS COMBINATIONS

(continued)

(b) (continued)

An analysis of the net outflow of cash and cash equivalents in respect of the acquisitions of subsidiaries was as follows:

		<i>HK\$'000</i> 港幣千元
Cash consideration	現金代價	(30,568)
Cash and bank balances acquired	已收購之現金及銀行結餘	7,224
Net outflow of cash and cash equivalents in respect of the acquisition of subsidiaries	收購附屬公司之現金及 現金等值項目流出淨額	<u>(23,344)</u>

The contributions by the above subsidiaries to the Group' revenue and consolidated profit for the year ended 31 March 2009 since their acquisition by the Group were insignificant.

Had the combinations taken place at the beginning of the prior year, the revenue of the Group and the profit for the prior year of the Group would had been HK\$2,308,488,000 and HK\$91,340,000, respectively.

Excess over the cost of business combinations of FS Suzhou, FS Confectionery and Namtien of HK\$50,638,000 was recognised in the income statement because the acquisitions are bargain purchases.

33. 業務合併 (續)

(b) (續)

收購附屬公司之現金及現金等值項目流出淨額分析如下：

		<i>HK\$'000</i> 港幣千元
Cash consideration	現金代價	(30,568)
Cash and bank balances acquired	已收購之現金及銀行結餘	7,224
Net outflow of cash and cash equivalents in respect of the acquisition of subsidiaries	收購附屬公司之現金及 現金等值項目流出淨額	<u>(23,344)</u>

自收購後，上述附屬公司對本集團截至二零零九年三月三十一日止年度之收入及綜合溢利並無重大貢獻。

倘是項合併於年初進行，本集團於去年之收入及溢利將分別為2,308,488,000港元及91,340,000港元。

收購四洲蘇州、FS Confectionery及南天的超過業務合併成本之款項50,638,000港元已於收益表內確認，乃由於收購經議價進行。

34. CONTINGENT LIABILITIES

At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

34. 或然負債

於報告期末，並未於財務報表中作出準備之或然負債如下：

		Group 集團		Company 公司	
		2010 二零一零年	2009 二零零九年	2010 二零一零年	2009 二零零九年
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Bank guarantees given in lieu of utility and property rental deposits	就公用事業及租務保證金作出之銀行擔保	500	500	-	-
Guarantees given to banks in connection with facilities granted to subsidiaries	就附屬公司之銀行信貸向銀行提供擔保	-	-	1,472,850	1,420,510
Guarantees given to third parties in connection with lease payments for lease agreements entered into by a subsidiary	就一間附屬公司已訂租約之租賃款項向第三者作出之擔保	-	-	30,623	37,924
		500	500	1,503,473	1,458,434

As at 31 March 2010, the banking facilities granted to the subsidiaries subject to guarantees given to the banks by the Company were utilised to the extent of approximately HK\$704,053,000 (2009: HK\$679,991,000).

於二零一零年三月三十一日，附屬公司獲得的銀行信貸額在公司給予銀行的擔保下，已動用之金額約為704,053,000港元（二零零九年：679,991,000港元）。

35. OPERATING LEASE ARRANGEMENTS

(a) As lessor

The Group leases its investment property (note 15) to an associate under an operating lease arrangement, with a lease negotiated for a term of two years.

At 31 March 2010, the Group had total future minimum lease receivables under a non-cancellable operating lease with its associate falling due as follows:

		Group 集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Within one year	一年內	1,544	230
In the second to fifth years, inclusive	第二至第五年， 包括首尾兩年	386	—
		<u>1,930</u>	<u>230</u>

(b) As lessee

The Group leases certain land and buildings under operating lease arrangements. Leases are negotiated for terms ranging from one to fifty years. The Group has the option of extending the leases by up to three years in certain operating lease arrangements.

35. 經營租約承擔

(a) 作為出租人

本集團按經營租賃安排出租集團之投資物業(附註15)予一聯營公司。經磋商之租約年期為兩年。

於二零一零年三月三十一日，根據與聯營公司訂立之不可撤銷經營租賃，本集團未來於下列期限可收取之最低租金總額如下：

(b) 作為承租人

本集團按經營租賃安排租賃若干土地及樓宇。經磋商之租約年期由一年至五十年不等。於若干經營租賃安排，本集團有權選擇延長租賃期達三年。

35. OPERATING LEASE ARRANGEMENTS (continued)

(b) As lessee (continued)

At 31 March 2010, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

		Group 集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Within one year	一年內	73,084	78,541
In the second to fifth years, inclusive	第二至第五年， 包括首尾兩年	70,401	70,007
After five years	第五年後	11,727	17,935
		<u>155,212</u>	<u>166,483</u>

The operating lease rentals of certain retail shops are based on the sales of those shops. In the opinion of the directors, as the future sale of those retail shops could not be accurately estimated, the relevant rental commitments have not been included above.

At the end of the reporting period, the Company did not have any future minimum lease receivables or payments under non-cancellable operating leases (2009: Nil).

35. 經營租約承擔 (續)

(b) 作為承租人 (續)

於二零一零年三月三十一日，本集團根據未來不可撤銷之經營租約而於下列期限應付之最低租約款項如下：

		Group 集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Within one year	一年內	73,084	78,541
In the second to fifth years, inclusive	第二至第五年， 包括首尾兩年	70,401	70,007
After five years	第五年後	11,727	17,935
		<u>155,212</u>	<u>166,483</u>

若干零售店舖之經營租賃租金乃按該等店舖之銷售額計算。董事認為，由於難以準確估計該等零售店舖日後之銷售額，故以上並無包括有關之租金承擔。

於報告期末，本公司在不可撤銷經營租賃下，並無任何日後最低租賃應收款項或付款(二零零九年：無)。

Notes to Financial Statements

財務報告附註

31 March 2010 二零一零年三月三十一日

36. COMMITMENTS

In addition to the operating lease commitments detailed in note 35(b) above, the Group had capital commitments in respect of property, plant and equipment at the end of the reporting period:

Contracted, but not provided for 已訂約但未撥備

At the end of the reporting period, the Company had no significant commitments (2009: Nil).

37. RELATED PARTY TRANSACTIONS

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

Purchase of goods from associates	向聯營公司採購
Sale of goods to associates	向聯營公司銷售
Promotion expenses reimbursed by associates	聯營公司退還宣傳開支
Rental income from an associate	來自聯營公司之租金收入

Notes:

- The cost of purchases from associates was made at pre-determined prices agreed between the parties.
- The selling prices of the goods sold to associates were determined by reference to prices and conditions similar to those offered to other major customers.
- The promotion expenses reimbursed by associates were determined by reference to the costs incurred by the Group.
- The rental income from an associate was determined between the Group and the associate.

36. 承擔

除上文附註35(b)詳述之經營租約承擔外，本集團於報告期末就物業、廠房及設備之資本承擔如下：

		Group 集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Contracted, but not provided for	已訂約但未撥備	1,038	3,282

於報告期末，本公司無重大承擔（二零零九年：無）。

37. 關連人士交易

(a) 除此等財務報表其他地方所詳述之交易及結餘外，年內本集團與其關連人士訂立下列重大交易：

		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Purchase of goods from associates	(i)	373,770	401,212
Sale of goods to associates	(ii)	8,953	14,467
Promotion expenses reimbursed by associates	(iii)	16,675	14,026
Rental income from an associate	(iv)	1,022	965

附註：

- 向聯營公司採購之成本乃根據訂約方預先議定之價格而釐定。
- 向聯營公司銷售之售價乃參照向其他主要客戶提出之類似價格及條件釐定。
- 聯營公司退還宣傳開支乃根據實際交易成本釐定。
- 來自聯營公司之租金收入乃由本集團與聯營公司釐定。

37. RELATED PARTY TRANSACTIONS (continued)

(b) Outstanding balances with related parties:

- (i) Details of the amounts due from associates to the Group at the end of the reporting period are included in note 20 to the financial statements.
- (ii) Details of the Group's trade balances with its associates as at the end of the reporting period are disclosed in notes 24 and 27 to the financial statements, respectively.

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

Short term employee benefits	短期僱員福利
Pension scheme contributions	退休金計劃供款

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

The related party transactions set out in note 37(a) above did not constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

37. 關連人士交易 (續)

(b) 與關連人士之尚未償還結餘：

- (i) 於報告期末，聯營公司結欠本集團之款項詳情，載於財務報告附註20。
- (ii) 於報告期末，本集團與其聯營公司之貿易結餘詳情於財務報告附註24及27披露。

(c) 本集團主要管理人員之報酬：

	2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
	18,079	14,176
	815	548
	<u>18,894</u>	<u>14,724</u>

董事酬金之進一步詳情載於財務報告附註8。

上文附註37(a)所述之關連人士交易並不構成上市規則第14A章所界定之關連交易或持續關連交易。

38. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

Financial assets

		2010 二零一零年		2009 二零零九年			
		Available- for-sale	Available- for-sale	Available- for-sale	Available- for-sale	Total	
	Loans and receivables	financial assets	Loans and receivables	financial assets	Loans and receivables	financial assets	
	貸款及 應收款	可供出售 之金融資產	貸款及 應收款	可供出售 之金融資產	貸款及 應收款	可供出售 之金融資產	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
Available-for-sale investments	可供出售投資	-	65,039	65,039	-	52,619	52,619
Due from associates	應收聯營公司	369	-	369	296	-	296
Trade receivables	應收貿易賬款	439,808	-	439,808	429,687	-	429,687
Financial assets included in prepayments, deposits and other receivables	包括於預付款項、 訂金及其他應收 賬款之金融資產	44,044	-	44,044	39,476	-	39,476
Cash and cash equivalents	現金及現金等值項目	509,260	-	509,260	482,903	-	482,903
		<u>993,481</u>	<u>65,039</u>	<u>1,058,520</u>	<u>952,362</u>	<u>52,619</u>	<u>1,004,981</u>

38. 金融工具之分類

於報告期末，各類金融工具之賬面值如下：

金融資產

Group
集團

		2010 二零一零年		2009 二零零九年			
		Available- for-sale	Available- for-sale	Available- for-sale	Available- for-sale	Total	
	Loans and receivables	financial assets	Loans and receivables	financial assets	Loans and receivables	financial assets	
	貸款及 應收款	可供出售 之金融資產	貸款及 應收款	可供出售 之金融資產	貸款及 應收款	可供出售 之金融資產	
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
Available-for-sale investments	可供出售投資	-	65,039	65,039	-	52,619	52,619
Due from associates	應收聯營公司	369	-	369	296	-	296
Trade receivables	應收貿易賬款	439,808	-	439,808	429,687	-	429,687
Financial assets included in prepayments, deposits and other receivables	包括於預付款項、 訂金及其他應收 賬款之金融資產	44,044	-	44,044	39,476	-	39,476
Cash and cash equivalents	現金及現金等值項目	509,260	-	509,260	482,903	-	482,903
		<u>993,481</u>	<u>65,039</u>	<u>1,058,520</u>	<u>952,362</u>	<u>52,619</u>	<u>1,004,981</u>

38. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

38. 金融工具之分類(續)

Financial liabilities

金融負債

Group
集團

		2010 二零一零年 Financial liabilities at amortised cost 按攤銷成本入賬的金融負債 HK\$'000 港幣千元	2009 二零零九年 Financial liabilities at amortised cost 按攤銷成本入賬的金融負債 HK\$'000 港幣千元
Financial liabilities included in trade payables, other payables and accruals (note 27)	包括於應付貿易賬款、其他應付賬款及應計負債之金融負債(附註27)	205,223	182,923
Interest-bearing bank borrowings	須繳付利息之銀行借款	810,681	779,377
		1,015,904	962,300

Financial assets

金融資產

Company
公司

		2010 二零一零年 Available-for-sale Loans and receivables 貸款及應收款 HK\$'000 港幣千元			2009 二零零九年 Available-for-sale Loans and receivables 貸款及應收款 HK\$'000 港幣千元		
		financial assets 可供出售之金融資產 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元	financial assets 可供出售之金融資產 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元		
Available-for-sale investments	可供出售投資	-	254	-	120	120	
Due from subsidiaries	應收附屬公司	554,254	554,254	521,195	-	521,195	
Cash and bank balances	現金及銀行結餘	350	350	263	-	263	
		554,604	554,858	521,458	120	521,578	

38. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

Financial liabilities

Due to subsidiaries

應付附屬公司

312,515

264,179

39. FAIR VALUE HIERARCHY

The Group and the Company use the following hierarchy for determining and disclosing the fair value of financial instruments:

- Level 1: fair values measured based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly
- Level 3: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are not based on observable market data (unobservable inputs)

38. 金融工具之分類 (續)

金融負債

		Company 公司	
		2010 二零一零年	2009 二零零九年
		Financial liabilities at amortised cost 按攤銷成本入帳 的金融負債 HK\$'000 港幣千元	Financial liabilities at amortised cost 按攤銷成本入帳 的金融負債 HK\$'000 港幣千元
		312,515	264,179

39. 公平值架構

本集團及本公司以下列架構釐定及披露金融工具之公平值：

- 第一層：根據相同資產或負債在活躍市場之報價(未經調整)而計量公平值
- 第二層：根據所有對已列賬公平值有重要影響而直接或間接可觀察的資料輸入的估值方法而計量公平值
- 第三層：並非根據可觀察的市場數據(非可觀察資料輸入)而對已列賬公平值有重要影響之所有資料輸入的估值方法而計量公平值

39. FAIR VALUE HIERARCHY (continued)

As at 31 March 2010, the Group and the Company held the following financial instruments measured at fair value:

Assets measured at fair value as at 31 March 2010:

39. 公平值架構 (續)

於二零一零年三月三十一日，本集團及本公司持有以下按公平值計量之金融工具：

於二零一零年三月三十一日按公平值計量之資產：

	Group 集團			Company 公司
	Level 1 第一層	Level 2 第二層	Total 總計	Level 1 第一層
	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Available-for-sale investments: 可供出售投資：				
Listed equity investments 上市權益投資	55,889	–	55,889	254
Unlisted club debenture 非上市會所債券	–	327	327	–
	<u>55,889</u>	<u>327</u>	<u>56,216</u>	<u>254</u>

During the year ended 31 March 2010, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 in the Group and the Company.

於截至二零一零年三月三十一日止年度內，本集團及本公司之第一層及第二層之間並無轉移公平值計量，而第三層並無轉入或轉出之情況。

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise interest-bearing bank borrowings and cash and short term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

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

40. 財務風險管理目標及政策

本集團之主要金融工具包括須繳付利息之銀行貸款及現金及短期定期存款。該等金融工具之主要用途乃為本集團之營運融資。本集團擁有應收貿易賬款及應付貿易賬款等各種其他金融資產及負債，乃由其經營直接產生。

因本集團之金融工具而產生之風險為利率風險、外匯風險、信貸風險、流動資金風險及股權價格風險。董事會覆核及同意管理各項該等風險之議定政策概述如下：

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's short and long term debt obligations with floating interest rates.

The Group's policy is to manage its interest cost using a mix of fixed and variable rate debts, which is regularly reviewed by senior management.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings) and the Group's equity. There is no impact on the Company's equity.

40. 財務風險管理目標及政策 (續)

利率風險

本集團須承擔市場利率變化之風險主要與本集團以浮動利率計息之短期及長期債務責任有關。

本集團政策是使用混合固定及浮動利率的債務管理利息成本，而由高級管理層定期檢查。

下表載列集團之除稅前溢利及本集團權益對利率之合理可能變動(所有其他因素維持不變)之敏感度(透過浮息借款的影響)。利率風險對本公司之股權並無影響。

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

40. 財務風險管理目標及政策 (續)

Interest rate risk (continued)

利率風險 (續)

		Increase/ (decrease) in basis points 基點 增加/(減少)	Group 集團 Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) HK\$'000 港幣千元	Increase/ (decrease) in equity* 權益* 增加/(減少) HK\$'000 港幣千元
2010	二零一零年			
Hong Kong dollar	港元	25	(1,513)	—
Japanese Yen	日圓	25	(135)	—
RMB	人民幣	25	(335)	—
Hong Kong dollar	港元	(25)	1,513	—
Japanese Yen	日圓	(25)	135	—
RMB	人民幣	(25)	335	—
2009	二零零九年			
Hong Kong dollar	港元	25	(1,435)	—
Japanese Yen	日圓	25	(176)	—
RMB	人民幣	25	(256)	—
Hong Kong dollar	港元	(25)	1,435	—
Japanese Yen	日圓	(25)	176	—
RMB	人民幣	(25)	256	—

* Excluding retained profits

* 不包括保留溢利

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units in currencies other than the units' functional currency.

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the Japanese Yen and RMB exchange rates, with all other variables held constant, of the Group's profit before tax (due to changes in the fair value of monetary assets and liabilities) and the Group's equity (due to changes in fair value of forward currency contracts). There is no impact on the Company's equity.

40. 財務風險管理目標及政策 (續)

外匯風險

本集團要面對交易貨幣風險。該等風險乃因為經營單位以單位之功能貨幣以外之貨幣進行買賣而產生。

下表顯示在所有其他變量均保持不變之情況下，本集團除稅前溢利(由於貨幣資產及負債的公平值變動所致)及本集團權益(由於遠期貨幣合約的公平值變動所致)於報告期末對日圓及人民幣匯率合理可能波動之敏感度。外匯風險對本公司之權益並無影響。

		Increase/ (decrease) in rate 匯率 增加/(減少) %	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) HK\$'000 港幣千元	Increase/ (decrease) in equity* 權益* 增加/(減少) HK\$'000 港幣千元
2010	二零一零年			
If Hong Kong dollar weakens against Japanese Yen	若港元兌日圓弱勢	1	(57)	-
If Hong Kong dollar weakens against RMB	若港元兌人民幣弱勢	1	714	-
If Hong Kong dollar strengthens against Japanese Yen	若港元兌日圓強勢	(1)	57	-
If Hong Kong dollar strengthens against RMB	若港元兌人民幣強勢	(1)	(714)	-
2009	二零零九年			
If Hong Kong dollar weakens against Japanese Yen	若港元兌日圓弱勢	1	(69)	-
If Hong Kong dollar weakens against RMB	若港元兌人民幣弱勢	1	770	-
If Hong Kong dollar strengthens against Japanese Yen	若港元兌日圓強勢	(1)	69	-
If Hong Kong dollar strengthens against RMB	若港元兌人民幣強勢	(1)	(770)	-

* Excluding retained profits

* 不包括保留溢利

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk

The Group trades only with recognised and creditworthy customers. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, available-for-sale investments, amounts due from associates and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments. The Group is also exposed to credit risk through the granting of financial guarantees, further details of which are disclosed in note 34 to the financial statements.

Since the Group trades only with recognised and creditworthy customers, there is no requirement for collateral. Concentrations of credit risk are managed by customer/counterparty, by geographical region and by industry sector. There are no significant concentrations of credit risk within the Group as the customer bases of the Group's trade receivables are widely dispersed in different sectors and industries.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 24 to the financial statements.

40. 財務風險管理目標及政策 (續)

信貸風險

本集團僅與獲公認兼信譽可靠之客戶進行交易。按照本集團之政策，所有擬按信貸期進行交易的客戶，必須先通過信貸核實程序。此外，本集團持續監察應收結餘之情況，而本集團之壞賬風險並不重大。

本集團包括現金及現金等值項目、可供出售投資、應收聯營公司款項及其他應收款項之其他財務資產之信貸風險源自對方違約，最大風險相等於該等工具之賬面值。本集團因授出金融擔保而承受信貸風險，進一步詳情於財務報告附註34中披露。

由於本集團僅與獲認可兼信譽可靠的客戶進行交易，故不需要任何抵押。重大信貸風險集中的情況按客戶／交易對方、地區及行業進行管理。鑒於本集團之貿易應收賬款之客戶基礎廣泛分佈於各個領域及行業，故本集團內並無重大信貸集中風險。

本集團源自應收貿易賬款之信貸風險之詳細數據披露於財務報告附註24。

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of interest-bearing bank borrowings.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

Group

		2010 二零一零年		
		On demand or less than 12 months 按要求或少於 12個月償還 HK\$'000 港幣千元	1 to 5 years 1至5年 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
Trade payables and other payables	應付貿易賬款及 其他應付款項	205,223	–	205,223
Interest-bearing bank borrowings	須繳付利息之 銀行貸款	659,838	154,765	814,603
		<u>865,061</u>	<u>154,765</u>	<u>1,019,826</u>

40. 財務風險管理目標及政策 (續)

流動資金風險

本集團透過採用經常性流動資金計劃工具，監察資金短缺風險。此工具會考慮其金融工具及金融資產(如應收貿易賬款)的到期日及來自經營業務的預期現金流量。本集團的目標在於透過運用須繳付利息之銀行貸款，保持資金持續性與靈活性的平衡。

根據已訂約未貼現賬款，以下載列本集團於報告期末之財務負債到期日：

集團

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

40. 財務風險管理目標及政策 (續)

Liquidity risk (continued)

流動資金風險 (續)

		2009 二零零九年		
		On demand or less than 12 months 按要求或少於 12個月償還	1 to 5 years 1至5年	Total 總額
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Trade payables and other payables	應付貿易賬款及 其他應付款項	182,923	–	182,923
Interest-bearing bank borrowings	須繳付利息之 銀行貸款	758,075	23,232	781,307
		<u>940,998</u>	<u>23,232</u>	<u>964,230</u>

Company

At the end of the reporting period, the amounts due to subsidiaries of HK\$312,515,000 (2009: HK\$264,179,000) are repayable on demand.

本公司

於報告期末，按要求償還應付附屬公司款項312,515,000港元(二零零九年：264,179,000港元)。

Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Group is exposed to equity price risk arising from individual equity investments classified as available-for-sale investments (note 21) as at 31 March 2010.

股票價格風險

股票價格風險是指因股權指數水平及個別證券之價值變動而致權益證券公平值降低之風險。於二零一零年三月三十一日，本集團承受因投資於列作個別股本投資之可供出售投資(附註21)而引致股權價格風險。

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Equity price risk (continued)

The following table demonstrates the sensitivity to every 3% change in the fair values of the equity investments, with all other variables held constant and before any impact on tax, based on their carrying amounts at the end of the reporting period. For the purpose of this analysis, for the available-for-sale equity investments, the impact is deemed to be on the available-for-sale investment revaluation reserve and no account is given for factors such as impairment which might impact on the income statement.

40. 財務風險管理目標及政策 (續)

股票價格風險 (續)

下表展示於其他變數保持不變並且未計算稅項影響前，權益投資於報告期末之賬面值對權益投資公平值3%變動之敏感性。就是項分析而言，可供出售權益投資之影響被視為對可供出售投資重估儲備構成之影響，且並無計入可能影響收益表之因素，例如減值。

		Group		Company
		集團		公司
Increase/ (decrease) in fair value 公平值 增加/(減少) %	Increase/ (decrease) in profit before tax 除稅前溢利 增加/(減少) HK\$'000 港幣千元	Increase/ (decrease) in equity* 權益* 增加/(減少) HK\$'000 港幣千元	Increase/ (decrease) in equity* 權益* 增加/(減少) HK\$'000 港幣千元	
2010	二零一零年			
Investments listed in Hong Kong:	香港上市投資：			
– Available-for-sale	– 可供出售	3 (3)	– –	1,677 (1,677)
				8 (8)
2009	二零零九年			
Investments listed in Hong Kong:	香港上市投資：			
– Available-for-sale	– 可供出售	3 (3)	– –	1,305 (1,305)
				4 (4)

* Excluding retained profits

* 不包括保留溢利

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management

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

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares or repurchase of shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2010 and 31 March 2009.

The Group monitors capital using a gearing ratio, which is interest-bearing bank borrowings divided by equity attributable to the equity holders of the Company. The gearing ratio is regularly reviewed by senior management. The gearing ratios as at the end of the reporting periods were as follows:

		Group 集團	
		2010 二零一零年 HK\$'000 港幣千元	2009 二零零九年 HK\$'000 港幣千元
Interest-bearing bank borrowings	須繳付利息之銀行貸款	810,681	779,377
Equity attributable to equity holders of the Company	歸屬於本公司權益所有者的權益	1,011,030	975,553
Gearing ratio	負債資本比率	80%	80%

41. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 16 July 2010.

40. 財務風險管理目標及政策 (續)

資本管理

本集團之主要資本管理目標為確保本集團有能力按持續經營業務之原則營運及維持健康資本比率以支持其業務並最大化股東價值。

本集團根據經濟條件之變化及管理資本結構並加以調整。為維持或調整資本結構，本集團可調整對股東之派息、向股東退回資本、發行新股或購回股份。於截至二零一零年三月三十一日及二零零九年三月三十一日止年度內，資本管理之目標、政策及流程並無出現變動。

本集團使用負債資本比率以監控資本，相等於須繳付利息之銀行貸款除以本公司權益所有者應佔權益所得比率。負債資本比率由高級管理層定期檢查。於報告期末，負債資本比率如下：

41. 財務報告之批准

本財務報告已於二零一零年七月十六日獲董事會批准並授權刊發。

INVESTMENT PROPERTY

投資物業

Location 位置	Use 用途	Tenure 年期	Percentage of attributable interest of the Group 本集團應佔 權益百分比
Levels 1 and 2 (west portion) of Four Seas Group Guangdong Headquarter Building Complex, Yuepu South Industrial Zone, Shantou, Guangdong Province, The People's Republic of China 中華人民共和國 廣東省汕頭市月浦南工業區 四洲集團廣東省總部 綜合大樓一樓及二樓(西側)	Industrial 工業	Medium term lease 中期租約	100 100



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