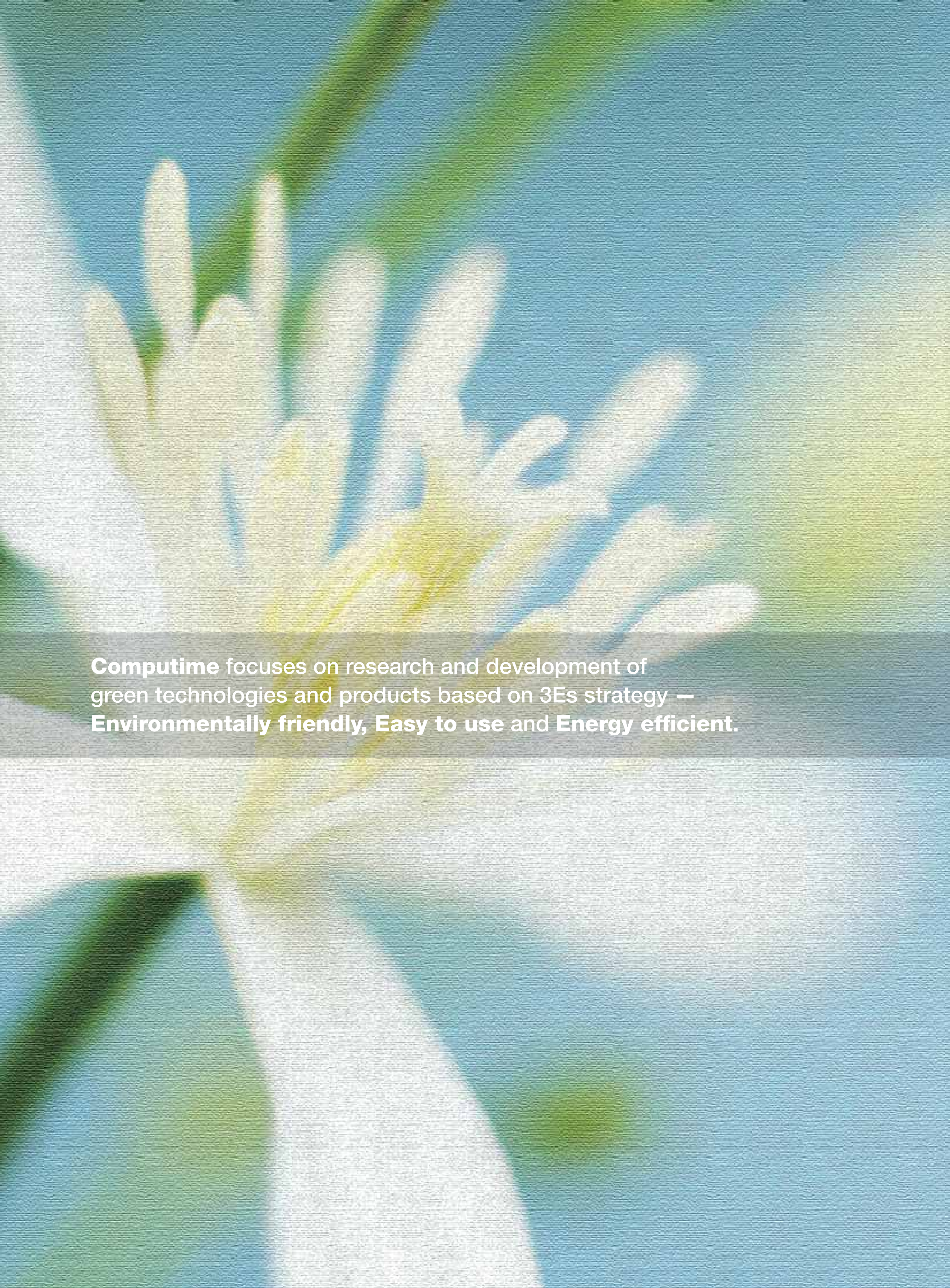
COMPUTIME GROUP LIMITED
金寶通集團有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 320)

* For identification purposes only

Annual Report 2009 / 2010



Computime focuses on research and development of green technologies and products based on 3Es strategy — **Environmentally friendly, Easy to use** and **Energy efficient**.

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Corporate Information

Directors

Executive Directors
Mr. Auyang Ho *(Chairman)*
Dr. Owyang King *(Chief Executive Officer)*
Ms. Choi Po Yee, Alice

Non-executive Directors
Mr. Kam Chi Chiu, Anthony
Mr. Arvind Amratlal Patel
Mr. Wong Chun Kong

Independent Non-executive Directors
Mr. Luk Koon Hoo
Mr. Patrick Thomas Siewert
Mr. Steven Julien Feniger

Authorised Representatives under the Listing Rules

Mr. Auyang Ho
Ms. Choi Po Yee, Alice

Executive Committee

Mr. Auyang Ho *(Chairman)*
Dr. Owyang King
Ms. Choi Po Yee, Alice

Audit Committee

Mr. Luk Koon Hoo *(Chairman)*
Mr. Patrick Thomas Siewert
Mr. Steven Julien Feniger
Mr. Kam Chi Chiu, Anthony
Mr. Arvind Amratlal Patel

Remuneration Committee

Mr. Auyang Ho *(Chairman)*
Mr. Luk Koon Hoo
Mr. Patrick Thomas Siewert
Mr. Steven Julien Feniger

Registered Office

Cricket Square,
Hutchins Drive,
P.O. Box 2681,
Grand Cayman KY1-1111,
Cayman Islands

Head Office and Principal Place of Business

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23 Harbour Road,
Wanchai, Hong Kong
Tel : (852) 2260 0300
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Website

www.computime.com

Principal Share Registrar and Transfer Office

Butterfield Fulcrum Group (Cayman) Limited
Butterfield House,
68 Fort Street,
P.O. Box 609,
Grand Cayman KY1-1107,
Cayman Islands

Hong Kong Branch Share Registrar and Transfer Office

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

Nomination Committee

Mr. Auyang Ho *(Chairman)*
Mr. Luk Koon Hoo
Mr. Patrick Thomas Siewert

Company Secretary

Ms. Soon Yuk Tai

Investor Relations

17th Floor, Great Eagle Centre,
23 Harbour Road, Wanchai, Hong Kong
Email: ir@computime.com

Stock Code

320

Auditors

Ernst & Young

Legal Advisor

Richards Butler in Association with Reed Smith LLP

Principal Bankers

Hang Seng Bank Limited
DBS Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited
Standard Chartered Bank (Hong Kong) Limited
BNP Paribas Hong Kong Branch
Industrial and Commercial Bank of China (Asia) Limited
The Bank of Tokyo-Mitsubishi UFJ, Ltd.

Chairman's Statement

Dear Shareholders,

On behalf of the Board of Directors (the "Board") of Computime Group Limited (the "Company"), I am pleased to present the annual results of the Company and its subsidiaries (collectively the "Group") for the year ended 31 March 2010.

The worldwide economic downturn continued to adversely impact the Group's sales revenue for the current year. The Group's turnover for the year ended 31 March 2010 amounted to HK$2.19 billion, a decrease of approximately 8.5% compared to the previous year. Operating results registered better with consolidated net profit attributable to equity holders of the Company at HK$34.85 million for the year ended 31 March 2010, an increase of approximately 69.6% compared to HK$20.55 million for the year ended 31 March 2009. The improvement mainly resulted from our continuous efforts on raw material cost reduction, labour and overhead control as well as the introduction of innovative new smart energy products.

OUTLOOK

For the financial year 2011, the Group will face more challenges. Although leading indicators are providing some positive signs of recovery, the recent Euro-zone debt crisis may lead to volatility in currencies, reduced credit availability and diminished consumer confidence levels. We expect that any global economic recovery will be gradual over the next several months.

Irrespective of how the broader macro-economic trend unfolds, our goal for the coming year is to enhance our global competitive position by driving productivity and quality improvements, accelerating the rate of innovation, and further reducing per unit costs. Our strengths as a management, research and development, and manufacturing organization provide us with the capability to leverage new technology platforms that will continue to contribute to our competitiveness and sustained profitability.

APPRECIATION

I would like to express my gratitude to our customers, business partners and shareholders for their continuous support during a year of full of challenges. I wish also to commend my fellow directors, our management and employees for dedication and efforts toward the continued success of the Group.

Auyang Ho
Chairman

Hong Kong, 12 July 2010

Management Discussion and Analysis

Summary of Results

The Group's turnover for the year ended 31 March 2010 (the "Year") amounted to HK$2,191,984,000, a decrease of approximately 8.5% over the previous year. The consolidated net profit attributable to equity holders of the Company was HK$34,854,000 for the Year compared to HK$20,548,000 for the year ended 31 March 2009. Basic earnings per share for the Year amounted to 4.2 HK cents, compared to 2.5 HK cents in last year.

Financial Highlights

Turnover

Turnover of the Group amounted to HK$2,191,984,000 for the Year, representing a decrease of approximately of 8.5% from last year. The decrease was mainly due to the weak macro-economic environment with lower demands leading to decreases in customer orders, project delays and cancellations. Sales to Americas and Asian markets decreased by approximately 4.7% and 35.9% during the Year respectively whereas sales to the European market decreased slightly by 0.8% due to the effect of the weakening European market partially offset by the increase in sales of controllers to certain European appliance customers who began to restock in the second half of the Year following severe draw down of inventory previously.

Profitability and Margin

Although turnover decreased by 8.5% during the Year, consolidated net profit attributable to equity holders of the Company increased from HK$20,548,000 for the year ended 31 March 2009 to HK$34,854,000 for the Year, representing an increase of 69.6%. The improvement was mainly due to the opportunity to negotiate better commodity and material price, less pressure on labour cost and manufacturing overhead during economic downturn and the Group's continuous efforts in enlarging its customer base. Total operating expenses decreased by 7.4% to HK$241,618,000 for the Year as compared with that in previous year. The operating expense decrease was generally in line with the decrease in turnover and was brought on by the Group's effective cost control measures together with a favourable foreign currency movement during the Year.

Business Review

Building and Home Controls Business

Sales of building and home controls business amounted to HK$977,590,000 during the Year which accounted for approximately 44.6% of the Group's turnover. The decrease in sales of this business segment approximating 11.2% during the Year was mainly due to the weak global housing market resulting in decreased demand of customer products. Segment results for the Year, however, increased with operating profit margin improving from approximately 1.2% last year to approximately 2.1%. The improvement was a result of the Group's continuous efforts toward raw material cost reduction, labour and overhead control.

Appliance Controls Business

Despite the generally weak economy, appliance control business sales grew by approximately 1.9% to HK$935,064,000 during the Year, representing approximately 42.7% of the Group's turnover. This increase was mainly due to the increase in sales of controllers to certain of appliance customers in both the Americas and European markets as these customers began to restock in the second half of the Year following severe draw downs of inventory previously. In addition, the Group achieved improvement in this business segment's margin from 2.0% last year to 3.3% resulting from continuous efforts in negotiating raw material price reductions, phasing out low profit margin products and enhancing factory productivity and overhead control.

Commercial and Industrial Controls Business

Commercial and industrial controls business segment sales was HK$279,330,000, representing a decline of approximately 25.9% compared to last year and approximately 12.7% of the Group's turnover for the Year. The decrease was mainly attributable to overstock by certain customers in previous years and reduction in outsourcing by certain customers during economic downturn. Nevertheless, the Group also achieved improvement in the overall profitability of this business segment as segment margin increased from approximately 8.3% last year to approximately 11.7% for the Year. The improvement was mainly attributable to the Group's continuous efforts in negotiating raw material price reduction as well as enhancing factory productivity and operating efficiency.

Outlook

Although leading indicators in the U.S. are providing positive news and showing signs of improvement, there are still many factors which may slow the recovery process in the U.S. market. The recent Euro-zone debt crisis may lead to further volatility in currencies, unstable consumer confidence levels and high unemployment rates. Consequently, it is expected the global economy will remain volatile and uncertain in the coming financial year and the operating environment for manufacturing sectors remain challenging. In particular, global material shortages due to capacity cutting by major suppliers in previous years induce material price rising pressure and the extension of delivery lead time. Additionally, general inflation in Mainland China with increasing costs of labour, appreciation of Renminbi ("RMB"), and keen competition in electronic manufacturing service industry business will also be major challenges in the coming year.

In the coming year, the Group will enhance its product offerings leveraging the commercialization of its sophisticated technology platforms developed. We will also improve operating efficiency and productivity, focus on high margin orders and execute effective cost control measures. The Group strives to expand into the growing domestic market in Mainland China and considers this to be one of the major opportunities to drive business growth in the coming years.

Liquidity, Financial Resources and Capital Structure

The Group had maintained a sound financial and liquidity position in the Year. As at 31 March 2010, the Group maintained a balance of cash and cash equivalents of HK$614,407,000, the majority of which were denominated either in US dollars or Hong Kong dollars and HK$60,784,000 were denominated in RMB. The Group's current ratio remained strong at 2.0 times.

As at 31 March 2010, total interest-bearing bank and other borrowings were HK$177,783,000, comprising bank loans and overdrafts of HK$177,709,000 and finance lease payable of HK$74,000, of which HK$159,111,000 will be repayable within one year and HK$18,672,000 will be repayable after one year. The majority of these borrowings were denominated either in US dollars or Hong Kong dollars and the interest rates applied were primarily subject to floating rate terms.

As at 31 March 2010, total equity attributable to equity holders of the Company amounted to HK$962,206,000. The Group had a net cash balance of HK$436,624,000, representing total cash and cash equivalents less total interest-bearing bank and other borrowings, such that no gearing ratio was presented.

Treasury Policies

The majority of the Group's sales and purchases are denominated in US dollars and Hong Kong dollars with Euro zone currencies comprising a lesser extent. Due to the fact that Hong Kong dollar is pegged to US dollar, the Group's exposure to this foreign exchange risk is low. Certain production and operating overhead of the Group's production facilities in Mainland China are denominated in RMB. As at 31 March 2010, the Group does not have any outstanding financial instrument nor enter into any financial instrument for hedging purposes. Nevertheless, the Group will closely monitor its overall foreign exchange exposure and interest rate exposure and will adopt a proactive but prudent approach to minimize the relevant exposures when necessary.

Capital Expenditure and Commitments

During the Year, the Group incurred total capital expenditures of approximately HK$52,405,000 for the additions to property, plant and equipment as well as to deferred expenditure on projects to develop new products.

As at 31 March 2010, the Group had contracted but not provided for capital commitments, mainly for the acquisition of property, plant and equipment, of HK$2,184,000.

Contingent Liabilities

A subsidiary of the Company is involved in a dispute with a third party, who is alleging that the subsidiary has infringed patent and is seeking for value in dispute of EURO750,000 (equivalent to approximately HK$7,875,000). The decision of the relevant district court dated 22 December 2009 was favorable to the subsidiary and the third party has appealed the decision to the relevant higher regional court. Taking into consideration of the advice from the Group's lawyer, the Directors consider the subsidiary has valid defences against the claim and therefore no provision was made as at 31 March 2010. In addition, the subsidiary has initiated legal action against the validity of the patent held by that third party ("Nullity Action") in October 2009 and the Directors consider that it is premature to estimate the outcome of the Nullity Action.

Event After the Reporting Period

Subsequent to the end of the reporting period, the Group received a product liability claim from a third party without stating the amount of claim, which the Group has already reported the case to its insurance company to ensure the claim is being protected by the insurance plan. Up to the date of this report, the Group is still gathering relevant information of the claim as well as seeking legal opinion in respect of the possible outcome of the claim, and the Directors are in the opinion that it is impracticable to estimate the amount involved and premature to conclude the possible outcome of the claim up to the date of this report.

Charges on Assets

As at 31 March 2010, no bank deposit or other assets had been pledged to secure the Group's banking facilities.

Employee Information

As at 31 March 2010, the Group had a total of approximately 4,200 full-time employees. Total staff costs for the year ended 31 March 2010 amounted to HK$208,362,000. Salaries and wages are generally reviewed on an annual basis in accordance with individual qualifications and performance, the Group's results and market conditions. The Group provides year-end double pay, discretionary bonus, medical insurance, provident fund, educational subsidy and training to its employees. The Company has also adopted a share option scheme under which the Company can grant options to, inter alia, employees of the Group to subscribe for shares of the Company with a view to rewarding those who have contributed to the Group and encouraging employees to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. Up to the date of this report, 10,406,000 share options remained outstanding under such share option scheme.

Use of Net Proceeds from the Company's Initial Public Offering

The proceeds from the Company's issue of new shares (including shares issued on the exercise of over-allotment option) for listing on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") in October 2006, after deduction of related expenses, amounted to approximately HK$469,419,000. The Group intends to apply the net proceeds for the purposes as set out in the section headed "Future Plans and Use of Proceeds" in the prospectus of the Company dated 25 September 2006. As at 31 March 2010, approximately HK$106,250,000 were utilised for strategic business combination and acquisitions, approximately HK$20,950,000 for the expansion of distribution network, approximately HK$44,176,000 for the repayment of bank borrowings and approximately HK$44,176,000 for general corporate purposes, and the remaining balance of the net proceeds was placed in certain financial institutions and licensed banks in Hong Kong as short-term deposits.

Corporate Social Responsibilities

As a responsible and caring corporate citizen, the Group has long been committed to giving back to the communities in which it conducts business. Whilst striving for business development, the Group also places high priority on supporting community affairs and environmental protection as well as sustaining fair employment practice to shoulder its social responsibilities.

Community

The Group proactively participates in community services to strengthen its ties with the society. Our community initiatives emphasize providing learning opportunities for young people and helping the underprivileged as we have done in the past. This year, the Group continued to collaborate with secondary schools and non-profit making organization, and offered training programs and internship for students. These programs, through experience gained and sharing with our employees, act as a channel for the youth to gain earlier exposure to the business world.

In caring for the needy, the Group has cooperated with various social institutes in organizing activities for minority groups. During the year, our colleagues and their families paid a visit to St. James' Settlement Wun Sha Elderly Centre and organized various functions for H.K.S.K.H. St. Christopher's Home children to share fun with them. The Group also participated in Corporate Challenge organized by Outward Bound to support their program for young people. In December 2009, we have joined the program "Love Teeth Day" organized by The Community Chest to support oral health service for the minority groups. Apart from the financial donations to charitable organizations, we also actively participated in "Embracing Challenges Enriching Lives" held by The Hong Kong Council of Social Service and the Employee Volunteer Week 2009 to recognize our colleagues' effort and promote social responsibility of the Group. Soon after the Qinghai earthquake in April 2010, we swiftly initiated a fund raising activity among our employees and made donations as a support for the victims.

Environment

The Group spares no effort in environmental protection to aid the combat of global climate change. We adhere to the high standards of our environmental policy across all facets of operations. Apart from conserving energy, preventing pollution and recycling reusable materials where practicable during the course of manufacturing and daily operation, the Group is dedicated to research and develop green technologies and solutions for applications which are environmentally friendly and energy efficient. The Group forms collaborative partnerships with universities and organizations globally and shares research results in renewable energy and environmental protection.

Employees

The Group recognizes that human capital is a key asset to the sustained growth and overall success of its business. In attracting and developing the right people, the Group places great emphasis on providing continuous training and personal development opportunities for our staff such that they are equipped with the professional skills and knowledge to carry out their responsibilities to the highest standards.

As an equal opportunity employer, the Group is committed to treating our employees with fairness and dignity as well as creating a harmonious work environment and healthy corporate culture that encourage open communication, teamwork and sense of belonging. The Group encourages our staff to achieve a healthy work-life balance through organizing various social and recreational activities.

Directors' and Senior Management's Profile

Directors

Executive Directors

Auyang Ho, aged 78

Mr. Auyang is an executive Director, Chairman of the Board and chairman of the executive committee, remuneration committee and nomination committee of the Company. He is also a director of certain subsidiaries of the Company. Besides, Mr. Auyang is a director and a shareholder of Solar Power Group Limited, the controlling shareholder of the Company. On 30 April 2010, Mr. Auyang ceased to be an Acting Chief Executive Officer of the Company. He is an elder brother of Dr. Owyang King, the Chief Executive Officer of the Company. He co-founded the Group in 1974. Mr. Auyang graduated from the South China Institute of Technology (now known as the South China University of Technology), where he studied structural engineering. Mr. Auyang has more than 30 years of experience in manufacturing operations, product management and development in the electronics industry. Prior to founding the Group, Mr. Auyang has been an engineer in the Ministry of Railways of the People's Republic of China. During the period from April 1965 to January 1973, he worked in the group of The Hong Kong Chiap Hua Manufactory Company, (1947) Limited (now known as "Chiaphua Limited") (this group is hereinafter referred to as "Chiap Hua Group"). He had served as an Assistant Plant Manager of the extrusion plant for The Hong Kong Chiap Hua Manufactory Company, (1947) Limited from April 1965 to December 1970. From January to September 1970, he acted as a Project Manager for International Containers Limited (a company formed by Chiap Hua Group and another party and has now been dissolved) and was responsible for supervising and co-ordinating the setting-up of a new manufacturing plant and all the facilities. In September 1970, he was formally promoted as the Plant Manager of International Containers Limited and held the position until he left Chiap Hua Group in January 1973. He then formed the Group and under his leadership, the Group received The Chinese Manufacturers' Association of Hong Kong New Product Award in 1976. Mr. Auyang has been instrumental in spearheading the Group's expansion and has secured many key customers since 1980 up to 2003. He currently acts as an advisor to our Chief Executive Officer, Chief Operating Officer and senior management and provides guidance on management issues.

Owyang King, aged 64

Dr. Owyang is an executive Director, the Chief Executive Officer and a member of the executive committee of the Company. He is a younger brother of Mr. Auyang Ho, the Chairman of the Company. Dr. Owyang joined the Group in April 2010. He obtained a degree of Bachelor of Science in Physics and a degree of Doctor of Philosophy in the field of Materials Science from Massachusetts Institute of Technology, United States in 1968 and 1974, respectively. Dr. Owyang joined General Electric Company as a member of technical staff in 1974 and held various technical and managerial positions, including directing research and development activities for the Semiconductor Division. Dr. Owyang was responsible for developing many enabling semiconductor technologies, including the world's first 500V Power Integrated Circuit and Insulated Gate Bipolar Transistor technologies. Dr. Owyang received the company's prestigious Outstanding Achievement Award in 1981. In 1988, Dr. Owyang joined Siliconix Incorporated in California as Vice President of Research and Development and directed the work of 70 scientists, engineers and technical staff in the area of electronic devices, circuits, processing technology and packaging development. He was promoted to Executive Vice President in 1992 and assumed additional responsibility for all Silicon Operations where he restructured the engineering resources and Wafer Fab Operations to enhance the technical capability and overall productivity. He turned the company from a technology follower and position-losing firm to a highly profitable company with industry leading products. In 1997, Dr. Owyang was promoted to the position of President and Chief Executive Officer. Under his leadership and management, the company has firmly established itself as the world leader in power switching and management products and its sales grew to a record level in 2008. Dr. Owyang is a recognized leader in the Power Metal-oxide Semiconductor Field-effect Transistor Industry. He has published over 20 technical papers and has been awarded more than 25 patents. He received the Industry IR100 Award in 1979 and 1983 based on his pioneering works in silicon power device technologies and products. Dr. Owyang has also been listed in the "National Register's WHO'S WHO in Executives and Professionals", which demonstrates his recognizable success in the field.

Choi Po Yee, Alice, aged 43

Ms. Choi is an executive Director, the Chief Operating Officer and a member of the executive committee of the Company. She is also a director of certain subsidiaries of the Company. On 8 September 2008, Ms. Choi ceased to be a member of remuneration committee of the Company. Ms. Choi is responsible for overseeing the entire operations and general management of the Group. She joined the Group in 2001 as the vice president of the corporate development and planning division. She served as the Chief Financial Officer from 2003 to 2005 and became the Chief Operating Officer and a director of the Group in April 2005 and May 2005, respectively. Ms. Choi graduated from The University of Hong Kong with a first class honors Bachelor's degree in Social Science and a Master's degree in Electronic Commerce and Internet Computing in 1989 and 2002, respectively. Ms. Choi is a fellow member of the Association of Chartered Certified Accountants, an associate of the Hong Kong Institute of Certified Public Accountants and a member of The Institute of Chartered Accountants in England and Wales. Prior to joining the Group, she worked for an international accounting firm and several listed companies in Hong Kong.

Non Executive Directors

Kam Chi Chiu, Anthony, aged 48

Mr. Kam is a non-executive Director and a member of the audit committee of the Company. Mr. Kam is a fellow of the Hong Kong Institute of Certified Public Accountants and a fellow of the Institute of Chartered Accountants in England and Wales. He holds a Bachelor's degree and a Master's degree in Mathematics from the University of Oxford in the United Kingdom. He qualified as a chartered accountant at one of the accounting firms in London and currently practises as a certified public accountant in Hong Kong. Mr. Kam has the suitable experience and qualifications to act as nominee for the implementation and administration of an individual voluntary arrangement under the bankruptcy regime in Hong Kong. Mr. Kam is also a member of the Panel of Adjudicators of the Obscene Articles Tribunal. Mr. Kam was appointed as a non-executive Director of the Group in November 1993.

Arvind Amratlal Patel, aged 69

Mr. Patel is a non-executive Director and a member of the audit committee of the Company. He has retired with 40 years of experience with several U.S. – based public and private manufacturing companies. After earning his Bachelor's degree in Electrical Engineering from The Maharaja Sayajirao University of Baroda in India, Mr. Patel immigrated to United States to pursue further studies. He began his professional career with Culligan International in 1966. After working with certain smaller companies, he returned to a management position at Culligan International in 1971 while simultaneously earning his Master's degree in Business Administration from Loyola University Chicago. He then joined Intermatic Incorporated, an international manufacturer of electrical and electronic products. During his 20 years at Intermatic Incorporated, Mr. Patel held several executive positions, including president and chief operating officer, until his retirement in 2005. In addition to the management positions, Mr. Patel was elected to the boards of Intermatic Incorporated and Intermatic – A.T.C., a manufacturing joint venture in China, from July 2000 until his retirement in December 2005. Mr. Patel was appointed as a non-executive Director of the Group in November 2005.

Wong Chun Kong, aged 49

Mr. Wong is a non-executive Director of the Company. He is a solicitor of the High Court of Hong Kong and a Partner of Philip K H Wong, Kennedy Y H Wong & Co., Solicitors & Notaries. Mr. Wong was educated in both Hong Kong and England. He has substantial experience in civil litigation and deals mainly in commercial, personal injuries, banking and administrative law litigation, corporate acquisition and cross-border joint ventures as well as large scale conveyancing projects under home ownership, private sector participation and tenants purchase schemes. He had served as a Deputy Adjudicator in 1998. He is a member of the Passports Appeal Board and an Adjudicator of the Registration of Persons Tribunal of Hong Kong Special Administrative Region. On 10 November 2008, Mr. Wong resigned as a non–executive director of First China Financial Holdings Limited, a company listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited. Mr. Wong was appointed as a non-executive Director of the Company in February 2008.

Independent Non-Executive Directors

Luk Koon Hoo, aged 58, BBS, JP

Mr. Luk is an independent non-executive Director of the Company, the chairman of the audit committee and a member of both the remuneration committee and nomination committee of the Company. He is a retired banker, and has 30 years of comprehensive experience in accounting and financial management. He began at Hang Seng Bank in 1975 as a trainee officer. He was appointed as personal assistant to the deputy general manager and held that office from 1987 to 1989. Mr. Luk served as the head of financial control in 1989, as director and deputy chief executive in 1994 and as managing director and deputy chief executive from 1996 to his retirement in May 2005. Regarding Mr. Luk's other directorships, he is an independent non-executive director of China Properties Group Limited, Wheelock Properties Limited and Hung Hing Printing Group Limited (companies listed on the main board of the Hong Kong Stock Exchange) and is an independent non-executive director of Wharf T&T Limited, AXA General Insurance Hong Kong Limited and Octopus Cards Limited. Mr. Luk also serves as a council member and the treasurer of The Chinese University of Hong Kong, a member of Town Planning Board and as a member of the Operations Review Committee of ICAC. Mr. Luk also served in the past on the Court and Council of Hong Kong Baptist University, the Advisory Committee on New Broad-based Taxes, the Personal Data (Privacy) Advisory Committee, the Central Policy Unit of the Hong Kong Government, the Statistics Advisory Board, the Broadcasting Authority, the Board of Trustees of the Sir Edward Youde Memorial Fund and the Advisory Committee, the Investor Education Advisory Committee of the Securities and Futures Commission and Barristers Disciplinary Tribunal Panel. He was an appointed member of the Hong Kong Legislative Council from 1992 to 1995, and also a member of the first Election Committee of the Legislative Council. He holds a Bachelor of Social Sciences Degree in Statistics from The University of Hong Kong and a Master of Business Administration Degree from The Chinese University of Hong Kong. He is a fellow of The Hong Kong Institute of Bankers. Mr. Luk is a Non-official Justice of the Peace and was awarded the honour of Bronze Bauhinia Star in 2004 in recognition of his contributions to public services. Mr. Luk was appointed as a non-executive Director of the Group in January 2006.

Patrick Thomas Siewert, aged 54

Mr. Siewert is an independent non-executive Director and a member of the audit committee, remuneration committee and nomination committee of the Company. Mr. Siewert currently serves as a director for the Avery Dennison Corporation and on the audit and finance committees. He is also a senior director of The Carlyle Group. Prior to joining The Carlyle Group in April 2007, Mr. Siewert served as a senior advisor for The Coca-Cola Company and president and chief operating officer for its East, South Asia & Pacific Rim Group and president for its East and South Asia Group during the period from 2001 to 2007. From 1974 to 2001, Mr. Siewert held positions in sales management, marketing, finance, brand management, business planning and general management in various countries around the world including chairman, Greater China and senior vice president and president, Kodak Professional. He attended the Rochester Institute of Technology studying Imaging Science, Business and Service Management, and received a Bachelor of Science in Business Administration from Elmhurst College and a Master of Science degree in Service Management from Rochester Institute of Technology. He has previously served as a director of US-ASEAN Business Council, US-Hong Kong Business Council, The US-China Business Council and board of governors of The American Chamber of Commerce in Hong Kong. He is also a member of the Young Presidents' Organization, Hong Kong, World Presidents' Organization, Hong Kong and the CEO Organization. Mr. Siewert is a recipient of several diversity awards and a United Nations IPC Lifetime Achievement Award. Mr. Siewert currently serves as a non-executive director of Natural Beauty Bio-Technology Limited, a company listed on the Hong Kong Stock Exchange. Mr. Siewert was appointed as an independent non-executive Director of the Company in September 2006.

Steven Julien Feniger, aged 51

Mr. Feniger is an independent non-executive Director and a member of both the audit committee and remuneration committee of the Company. Mr. Feniger has years of international experience in sourcing, manufacturing and retailing and is based in Hong Kong. At the end of February 2006, he resigned from his corporate career and set up his own business and is a director of 55Consulting, providing services to companies designed to enhance their ability to source in Asia. He is also the Chairman of Apparel Group (Hong Kong) Limited, a garment sourcing company. Mr. Feniger currently also serves as a director of SSPartners Limited, a company incorporated in Hong Kong, and as a non-executive director of Arc Capital Holdings Limited, a company listed on the Alternative Investment Market of the London Stock Exchange. Since 1 August 2007, Mr. Feniger become an independent non-executive director of Item Industries Limited. Prior to joining the Company, Mr. Feniger served as a chief executive officer and an executive director of Linmark Group Limited and led the company to a successful initial public offering on the main board of the Hong Kong Stock Exchange in May 2002. Mr. Feniger was a former senior vice president of global sourcing at Warnaco Inc. from 1999 to 2001, where he led the strategic management of three standalone Asian operations (sourcing, manufacturing and retailing). He had served Marks & Spencer Plc for some years. Mr. Feniger holds a Bachelor's degree in Management Science from The University of Manchester Institute of Science and Technology. Mr. Feniger was appointed as an independent non-executive Director of the Company in September 2006.

Senior Management

B. Gene Patton, aged 58
Mr. Patton is the Chief Financial Officer of the Group. He is responsible for the overall management of the financial structure and treasury function of the Group while identifying, evaluating and negotiating worldwide acquisition activities. Mr. Patton is a fellow member of The American Institute of Certified Public Accountants. He has over 25 years of experience in corporate finance, business development, and merger and acquisition activities and has held positions as controller and vice president of finance for a number of international publicly traded companies before joining us in March 2008. Mr. Patton obtained his Bachelor Degree in Accounting and Finance from The George Washington University in 1979.

Chan Chi Ming, aged 58
Mr. Chan is the President of the Control Solutions Division of the Group. He joined us in July 2005 and was responsible for the overall management of our appliance controls business. Since March 2008, Mr. Chan has taken up additional responsibilities for overseeing all of our Strategic Business Units, which include Appliance Controls, Building & Home Controls and Commercial & Industrial Controls. Mr. Chan has over 30 years of experience in sales and marketing and general management. He previously held a senior position at Emerson Electric and was responsible for sales and marketing and operations of a division in Asia. Mr. Chan obtained a Certificate in Executive Management from Stanford University, U.S. and National University of Singapore and a Diploma in Management and a Certificate in Mechanical Engineering from The Hong Kong Polytechnic University.

Ha Wai Leung, aged 52
Mr. Ha is the executive vice president of technologies of the Group, and also the president of Cincinnati Holdings Limited, a subsidiary of the Group. He is a chartered engineer and a member of the Institute of Measurement and Control, The Institution of Engineering and Technology as well as The Institution of Electrical and Electronics Engineers, with over 20 years of working experience in engineering and research and development. Prior to joining us in October 1998, he worked as senior management in research and development in various electronics companies in Hong Kong and Singapore, including China Aerospace International Holdings Limited. Mr. Ha obtained a Master's degree in Electronic Systems Design from the City University of Hong Kong, a Master's Degree in Engineering from The University of Hong Kong, and an Associateship and Higher Diploma in Electrical Engineering from The Hong Kong Polytechnic University.

Philip John Stevens Cox, aged 64
Mr. Cox joined us in 2001. He is responsible for searching new markets and products for our distribution and marketing businesses and he is also the Chairman of Salus Holdings Limited. Mr. Cox obtained his Bachelor's degree from The University of New South Wales, Australia in 1966. Mr. Cox's business career cuts across a range of vertical sectors including industrial, commercial and consumer markets, and has managed business units for companies in North America, Europe and Asia.

Sham Ting Kee, aged 49
Mr. Sham is the Executive Vice President of operations at the production facilities of the Group in Buji. He has been with the Group since 2000 and is responsible for managing the affairs of the manufacturing operations in Buji and overseeing expansion plans and requirements for factory and production facilities of the Group. Prior to joining us, he worked in WKK Technology Limited for eight years, concluding his tenure there as an assistant general manager. He has extensive experience in production, supervision and technical support of our controls products. Mr. Sham graduated from The Hong Kong Polytechnic University with a Higher Diploma in Production and Industrial Engineering in 1985.

Lam Hin Chi, aged 46

Mr. Lam is the Vice President of finance. Mr. Lam is a fellow member of the Association of Chartered Certified Accountants, associate member of the Chartered Institute of Management Accountants and the Institute of Chartered Accountants in England and Wales, in the U.K. and the Hong Kong Institute of Certified Public Accountants. Mr. Lam graduated from the Hong Kong Polytechnic University with a Professional Diploma in Management Accountancy and Bachelor of Arts (Honours) Degree in Accountancy. Mr. Lam has joined us since July 2007. He has over 21 years of experience in finance, auditing and accounting and had worked for an international accounting firm and several listed companies in Hong Kong.

Lam Shuk Yin, aged 46

Ms. Lam is the Vice President of Heating, Ventilation & Air-Conditioning of the Group. Ms. Lam joined us in 1997 as marketing manager and was promoted as general manager of the Appliance Controls Division in 2004. She began handling our corporate programs including lean manufacturing, supply chain information technology improvement program and supply chain management in January 2006. Ms. Lam has more than 19 years of experience in business management, manufacturing engineering, operation management and supplier & material management. She obtained a Master's degree in Business Administration from the University of Western Sydney, Australia in 2004.

Soon Yuk Tai, aged 44

Ms. Soon was appointed as the Secretary of the Company in April 2007. She is a director of the Corporate Services Division of Tricor Services Limited, a global professional services provider specializing in integrated business, corporate and investor services. Ms. Soon is a Chartered Secretary and an Associate of both the Institute of Chartered Secretaries and Administrators in United Kingdom and the Hong Kong Institute of Chartered Secretaries. Apart from the Company, Ms. Soon has been providing professional secretarial services to many listed companies.

Report of the Directors

The Board is pleased to present this report together with the audited financial statements of the Company and of the Group for the year ended 31 March 2010.

Principal Activities and Geographical Analysis of Operations

The principal activity of the Company is investment holding. The subsidiaries of the Company are primarily engaged in research and development, design, manufacture and trading of electronic control products. There was no significant change in the Group's principal activities during the year.

An analysis of the Group's performance for the year by business and geographical segments is set out in note 4 to the financial statements.

Results and Appropriations

The results of the Group for the year ended 31 March 2010 and state of affairs of the Company and of the Group as at that date are set out in the sections headed "Consolidated Income Statement", "Statement of Financial Position" and "Consolidated Statement of Financial Position" respectively in this annual report.

The Board has resolved to recommend to the shareholders of the Company (the "Shareholders") at the forthcoming annual general meeting of the Company to be held on Monday, 6 September 2010 (the "2010 AGM") a final dividend of 1.8 HK cents per share for the year ended 31 March 2010 to be paid on or about Thursday, 14 October 2010 to those Shareholders whose names appear on the register of members of the Company on Monday, 6 September 2010.

Closure of Register of Members

The register of members of the Company will be closed from Thursday, 2 September 2010 to Monday, 6 September 2010, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for entitlement to the proposed final dividend for the year ended 31 March 2010 and for attending and voting at the 2010 AGM, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 1 September 2010.

Reserves

Details of movements in the reserves of the Group and of the Company during the year are set out in the section headed "Consolidated Statement of Changes in Equity" in this annual report and note 31 to the financial statements respectively.

Donations

Charitable and other donations made by the Group during the year amounted to approximately HK$31,000.

Property, Plant and Equipment

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

Share Capital

Details of the movements in the share capital of the Company are set out in note 29 to the financial statements.

Distributable Reserves

Distributable reserves of the Company as at 31 March 2010, calculated in accordance with statutory provisions applicable in the Cayman Islands, amounted to HK$773,929,000 (not taking into account the proposed final dividend of HK$14,940,000).

Bank Borrowings

Particulars of the bank borrowings of the Group as at 31 March 2010 are set out in note 26 to the financial statements.

Pension Scheme

The pension scheme contributions are set out in note 7 to the financial statements.

Pre-emptive Rights

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

Financial Summary

A summary of the results and of the assets and liabilities of the Group for the previous financial years is set out in the section headed "Financial Summary" in this annual report.

Purchase, Sale or Redemption of the Company's Listed Securities

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 March 2010.

Directors

The directors of the Company during the year and up to the date of this report are as follows:

Executive Directors:

Mr. Auyang Ho *(Chairman)*	
Dr. Owyang King *(Chief Executive Officer)*	(appointed on 30 April 2010)
Mr. Auyang Pak Hong, Bernard	(resigned on 1 November 2009)
Ms. Choi Po Yee, Alice	

Non-executive Directors:

Mr. Kam Chi Chiu, Anthony
Mr. Arvind Amratlal Patel
Mr. Wong Chun Kong

Independent Non-executive Directors:

Mr. Luk Koon Hoo
Mr. Patrick Thomas Siewert
Mr. Steven Julien Feniger

In accordance with article 86(3) of the Articles of Association, Dr. Owyang King, who has been appointed as an executive director with effect from 30 April 2010, will retire at the 2010 AGM. In addition, pursuant to article 87 of the Articles of Association, Ms. Choi Po Yee, Alice, Mr. Wong Chun Kong and Mr. Patrick Thomas Siewert will retire from office by rotation at the 2010 AGM.

All of the above four retiring directors, being eligible, will offer themselves for re-election at the 2010 AGM.

Independence Confirmation

The Company has received annual confirmations of independence from Mr. Luk Koon Hoo, Mr. Patrick Thomas Siewert and Mr. Steven Julien Feniger pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"). The Company considers all of these independent non-executive directors remain independent as at the date of this report.

Directors' Service Contracts

None of the directors being proposed for re-election at the 2010 AGM has a service agreement with the Company, which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

Directors' Interests in Contracts

Save as disclosed in note 35 to the financial statements, no contract of significance in relation to the Group's businesses to which the Company, or any of its subsidiaries and holding companies was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Biographical Details of Directors and Senior Management

Biographical details of directors and senior management are set out under the section headed "Directors' and Senior Management's Profile" in this annual report. The directors' biographies are also available on the Company's website.

Directors' and Senior Management's Emoluments

A summary of the directors' and senior management's remuneration is set out in notes 8 and 35(d) to the financial statements respectively.

Directors' and Chief Executives' Interests and Short Positions in Shares and Underlying Shares of the Company and its Associated Corporations

As at 31 March 2010, the interests of the directors of the Company in the shares of the Company as recorded in the register required to be kept under Section 352 of the Securities and Futures Ordinance ("SFO"); or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in the Listing Rules were as follows:

Long position in the shares of the Company

Name of director	Capacity	Number of ordinary shares interested	Approximate percentage* of the Company's issued share capital
Mr. Auyang Ho	Interest of a controlled corporation	352,500,000 *(Note)*	42.46%

Note: These shares were beneficially owned by Solar Power Group Limited ("SPGL"). SPGL is a company incorporated in the British Virgin Islands with limited liability and owned as to 67.66% by Mr. Auyang Ho.

* *The percentage represents the number of ordinary shares interested divided by the number of the Company's issued shares as at 31 March 2010.*

Save as disclosed above, as at 31 March 2010, none of the directors or chief executives of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, nor had there been any grant or exercise of rights of such interests during the year ended 31 March 2010.

Directors' Rights to Acquire Shares

Save as disclosed in note 30 to the financial statements about the Company's share option scheme, at no time during the year was the Company, or any of its subsidiaries and holding companies a party to any arrangement to enable the Company's directors, their respective spouse, or children under 18 years of age to acquire benefits by means of the acquisition of shares in the Company or any other body corporate.

Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares of the Company

As at 31 March 2010, the following persons (other than the directors and chief executives of the Company) had interests of 5% or more in the shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

Long position in the shares of the Company

Name of substantial shareholder	Capacity	Number of ordinary shares interested	Approximate percentage* of the Company's issued share capital
SPGL	Beneficial owner	352,500,000 *(Note 1)*	42.46%
Ms. Tse Shuk Ming	Interest of spouse	352,500,000 *(Note 2)*	42.46%
Crystalplaza Limited	Beneficial owner	133,500,000 *(Note 3)*	16.09%
Little Venice Limited	Beneficial owner	76,704,000 *(Note 3)*	9.24%
Ms. Leung Yee Li, Lana	Interest of controlled corporations	210,204,000 *(Note 3)*	25.33%
Mr. Heung Lap Chi, Eugene	Interest of spouse	210,204,000 *(Note 4)*	25.33%
Martin Currie (Holdings) Limited	Interest of controlled corporations	51,296,000 *(Note 5)*	6.18%
Platinum Investment Management Limited	Investment manager	44,862,000	5.41%
TIG Advisors, LLC	Investment manager	44,054,000 *(Note 6)*	5.31%

Notes:

1. *The interest of SPGL is also disclosed as the interest of Mr. Auyang Ho in the above section headed "Directors' and Chief Executives' Interests and Short Positions in Shares and Underlying Shares of the Company and its Associated Corporations".*

2. *Ms. Tse Shuk Ming was deemed to be interested in 352,500,000 shares of the Company through the interest of her spouse, Mr. Auyang Ho.*

3. *These shares were owned by Crystalplaza Limited (as to 133,500,000 shares) and Little Venice Limited (as to 76,704,000 shares), both companies were wholly-owned by Ms. Leung Yee Li, Lana.*

4. *Mr. Heung Lap Chi, Eugene was deemed to be interested in 210,204,000 shares of the Company through the interest of his spouse, Ms. Leung Yee Li, Lana.*

5. *These shares were held by Martin Currie Inc. (as to 22,098,000 shares) and Martin Currie Investment Management (as to 29,198,000 shares), both were controlled corporations of Martin Currie Ltd., which in turn was a controlled corporation of Martin Currie (Holdings) Limited.*

6. *These shares were held by Tiedemann Global Emerging Markets QP, L.P. (as to 18,448,312 shares), Tiedemann Global Emerging Markets, L.P. (as to 16,941,688 shares) and TGEM Asia, L.P. (as to 8,664,000 shares), all of them were controlled corporations of TIG Advisors, LLC.*

* *The percentage represents the number of ordinary shares interested divided by the number of the Company's issued shares as at 31 March 2010.*

Save as disclosed above, as at 31 March 2010, no person, other than the director of the Company whose interests are set out in the section headed "Directors' and Chief Executives' Interests and Short Positions in Shares and Underlying Shares of the Company and its Associated Corporations" above, had an interest or a short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

Share Option Scheme

The Company adopted a share option scheme (the "Share Option Scheme") on 15 September 2006. Details of the Share Option Scheme are set out in note 30 to the financial statements.

Particulars of the movements in share options of the Company during the year ended 31 March 2010 are set out in the table below.

		Number of share options						
Type of participants	Date of Grant	As at 1 April 2009	Granted during the year	Exercised/ cancelled during the year	Lapsed during the year	As at 31 March 2010	Exercise period	Exercise price per share
Employees in aggregate	27-09-2007	926,000	–	–	(124,000)	**802,000**	31-08-2008 to 30-08-2017	HK$1.75
	27-09-2007	926,000	–	–	(124,000)	**802,000**	31-08-2009 to 30-08-2017	HK$1.75
	27-09-2007	926,000	–	–	(124,000)	**802,000**	31-08-2010 to 30-08-2017	HK$1.75
Total:		2,778,000	–	–	(372,000)	**2,406,000**		

Note: The vesting period of the share options granted is from the date of grant until the commencement of the exercise period.

Management Contracts

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

Major Customers and Suppliers

The percentages of sales for the year ended 31 March 2010 attributable to the Group's major customers are as follows:

Sales

– the largest customer: 15%

– five largest customers combined: 47%

None of the Company's directors, their associates or any shareholder (which to the knowledge of the directors owns more than 5% of the Company's share capital) had an interest in the major customers noted above.

The aggregate percentage of purchases attributable to the Group's five largest suppliers in the year was less than 30% of the Group's purchases.

Directors' Interest in Competing Business

As at 31 March 2010, to the best knowledge of the directors, none of the directors and their respective associates was considered to have any interests in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group, other than those businesses where the directors were appointed as directors to represent the interests of the Company and/or the Group.

Corporate Governance

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

Audit Committee

The Audit Committee of the Company, which comprises the three independent non-executive directors of the Company, namely, Mr. Luk Koon Hoo (Chairman of the Audit Committee), Mr. Patrick Thomas Siewert and Mr. Steven Julien Feniger and two non-executive directors of the Company, namely, Mr. Kam Chi Chiu, Anthony and Mr. Arvind Amratlal Patel, has reviewed the audited financial statements of the Company for the year ended 31 March 2010 and discussed with the management and the auditors of the Company on the accounting principles and practices adopted by the Group and internal controls and financial reporting matters.

Connected Transaction

Details of the connected transaction (regarding the termination agreement and consultancy agreement with Mr. Auyang Pak Hong, Bernard) are set out in note 35 to the financial statements.

Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the directors as at the latest practicable date prior to the issue of this report, the Company has maintained a sufficient public float.

Auditors

Ernst & Young will retire and a resolution for their re-appointment as auditors of the Company will be proposed at the 2010 AGM.

Changes in Information of Directors

Pursuant to Rule 13.51(B)(1) of the Listing Rules, the changes in information of directors of the Company are set out below:

(A) Mr. Auyang Ho, an executive director and the Chairman of the Company, has ceased to act as Acting Chief Executive Officer of the Company with effect from 30 April 2010.

(B) Mr. Luk Koon Hoo, an independent non-executive director of the Company, has been appointed as a member of the Town Planning Board and retired as a member of the Barristers Disciplinary Tribunal Panel.

(C) Mr. Patrick Thomas Siewert, an independent non-executive director of the Company, has been appointed as a non-executive director of Natural Beauty Bio-Technology Limited, a company listed on the Stock Exchange.

(D) With effect from 1 April 2010, annual remuneration of Ms. Choi Po Yee, Alice, executive director of the Company, has been increased to HK$3,146,000, with bonus which will be payable according to the terms of the relevant entitlement scheme of the Company.

Appreciation

On behalf of the Board, I would like to express my gratitude to our management and staff for their dedication and contribution to the Group throughout the year.

By Order of the Board

Auyang Ho
Chairman

Hong Kong, 12 July 2010

Corporate Governance Report

The Board is pleased to present this Corporate Governance Report in the Company's annual report for the year ended 31 March 2010.

Corporate Governance Principles and Practices of the Company

The Board believes that good corporate governance practices are important for enhancing corporate value and investors' confidence and interests. The Company has taken a proactive approach in strengthening corporate governance practices in accordance with the needs of the business of the Group, the cornerstone of which is to have an experienced and committed Board and an effective internal control and to enhance its transparency and accountability to shareholders.

The Company has applied the principles set out in the Code on Corporate Governance Practices (the "CG Code") contained in Appendix 14 to the Listing Rules.

In the opinion of the Board, the Company has complied with all the code provisions set out in the CG Code throughout the period from 1 April 2009 to the date of this annual report, except for the deviation from the code provision A.2.1 of the CG Code during the period from 1 November 2009 to 29 April 2010 as explained below. To go further, the Company has also complied with certain recommended best practices set out in the CG Code during the said period.

The Board will continue to enhance the corporate governance practices and standards of the Company appropriate to the conduct and growth of its business and to review such practices and standards regularly to ensure that they comply with the statutory and professional standards and align with the latest developments. The key corporate governance principles and practices of the Company are summarized as follows:

A. The Board

A.1 Responsibilities and Delegation

The overall management and control of the Company's business are vested in its Board. The Board is responsible for establishing policies, strategies and plans, providing leadership in the attainment of the objective of creating value to shareholders, and, on behalf of the shareholders, overseeing the Company's financial performance. All directors carry out their duties in good faith and in compliance with the standards of applicable laws and regulations, take decisions objectively and act in the interests of the Company and its shareholders at all times.

The Board reserves for its decisions all major matters of the Company, including the approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those may involve conflict of interests), financial information, appointment of directors and other significant financial and operational matters.

All directors have full and timely access to all relevant information as well as the advice and services of the senior management, with a view to ensuring that Board procedures and all applicable rules and regulations are followed. Each director is normally able to seek independent professional advice in appropriate circumstances at the Company's expenses, upon reasonable request made to the Board.

The day-to-day management, administration and operation of the Company are led by the Executive Committee and the Chief Executive Officer of the Company. The Board has also delegated a schedule of responsibilities to the senior management of the Company, which include the implementation of decisions of the Board, the co-ordination and direction of day-to-day operation and management of the Company in accordance with the management strategies and plans approved by the Board, formulating and monitoring the production and operating plans and budgets, and supervising and monitoring the control systems. The Board has the full support of the senior management to discharge its responsibilities.

The delegated functions and work tasks are periodically reviewed. Approval has to be obtained from the Board prior to any significant transactions entered into by the foregoing officers and senior management.

A.2 Board Composition

The Board currently comprises nine members in total, with three executive directors, three non-executive directors and three independent non-executive directors. The Board has at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors with at least one independent non-executive director possessing appropriate professional qualifications and accounting and related financial management expertise. The Company has also adopted the recommended best practices under the CG Code for having one-third of its Board members being independent non-executive directors and maintaining on its website an updated list of its directors identifying their roles and functions.

The list of all directors (by category) is set out under the section headed "Corporate Information" in this annual report and is also disclosed in all corporate communications issued by the Company pursuant to the Listing Rules from time to time. The independent non-executive directors are expressly identified in all corporate communications of the Company.

The relationships among the members of the Board are disclosed under the section headed "Directors' and Senior Management's Profile" in this annual report.

The composition of the Board reflects the necessary balance of skills and experience appropriate for the requirements of the business of the Group and for the exercise of independent judgement. Each executive director supervises specific areas of the Group's business in accordance with his/her expertise. The non-executive directors are of sufficient calibre and number for their views to carry weight and they bring a wide range of business and financial expertise, experiences and independent judgement to the Board. Through active participation in Board meetings, taking the lead in managing issues involving potential conflicts of interests and serving on Board committees, the non-executive directors have made various contributions to the effective direction of the Company.

The Company has received a written annual confirmation from each independent non-executive director of his independence pursuant to the requirements of the Listing Rules. The Company considers all of its independent non-executive directors independent in accordance with the independence guidelines set out in the Listing Rules.

A.3 Chairman and Chief Executive Officer

There are two key aspects of the management of the Company — the management of the Board and the day-to-day management of the Group's business. The Company fully supports that there should be a clear division of these responsibilities at the Board level to ensure a balance of power and authority, so that power is not concentrated in any one individual.

The code provision A.2.1 of the CG Code stipulates that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual. Due to the resignation of Mr. Auyang Pak Hong, Bernard as an executive director and the Chief Executive Officer of the Company on 1 November 2009, Mr. Auyang Ho, the Chairman of the Board, was appointed as Acting Chief Executive Officer of the Company for a transitional period with a view to identifying a suitable candidate to take up the role of Chief Executive Officer. Subsequently on 30 April 2010, the Company appointed Dr. Owyang King as an executive director and the Chief Executive Officer of the Company and by then, the Company has duly complied with the said code provision A.2.1.

Currently, Mr. Auyang Ho, who is the Chairman of the Board, takes up the responsibility of the management of the Board whereas Dr. Owyang King, the Chief Executive Officer of the Company, is responsible for the day-to-day management of the Group's business. The respective responsibilities between the Chairman of the Board and the Chief Executive Officer have been clearly established and set out in writing and have also been stated in the Company's Corporate Governance Report for the year ended 31 March 2007.

A.4 Appointment and Re-Election of Directors

The procedures and process of appointment, re-election and removal of directors are laid down in the Articles of Association. The Company has established a Nomination Committee, which 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. Additional information on such Nomination Committee is set out in the "Board Committees" section below.

Each of the executive directors of the Company is engaged on a service contract with the Company for a term of three years. The Company has also issued respective letters of appointment to its non-executive directors and independent non-executive directors specifying their term of appointment. The current term of appointment of all the non-executive directors and independent non-executive directors is 2 years.

In addition, in accordance with the Articles of Association, all the directors are subject to retirement by rotation at least once every three years and any new director appointed to fill a casual vacancy or as an addition to the Board shall submit himself/herself for re-election by shareholders at the first general meeting after his/her appointment.

A.5 Induction and Continuing Development for Directors

Each newly appointed director of the Company receives an induction on the first occasion of his/her appointment, so as to ensure that he/she has appropriate understanding of the business and operations of the Group and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements. Such induction is normally supplemented with visits to the Group's key plant sites and/or meetings with the senior management of the Company.

Directors of the Company are continually updated with legal and regulatory developments, and the business and market changes to facilitate the discharge of their responsibilities. In addition, the Company has sent the latest version of "A Guide on Directors' Duties" published by the Hong Kong Companies Registry to its directors and encourages them to read such Guide in order to acquaint themselves with the general duties of directors and the required standard of care, skill and diligence in the performance of his/her functions and exercise of his/her powers as directors.

Besides, continuing briefings and professional development for directors will be arranged whenever necessary.

A.6 Board Meetings

A.6.1 Board Practices and Conduct of Meetings

Schedules for regular Board meetings are normally agreed with the directors in advance in order to facilitate them to attend. In addition to the above, notice of at least 14 days is given of a regular Board meeting. For other Board meetings, reasonable notice is generally given.

Draft agenda of each Board meeting is usually sent to all directors together with the notice in order to give them an opportunity to include any other matters in the agenda for discussion in the meeting.

Board papers together with appropriate, complete and reliable information are sent to all directors at least 3 days before each Board meeting to keep the directors apprised of the latest developments and financial position of the Group, when necessary, and to enable them to make informed decisions. The Board and each director also have separate and independent access to the senior management whenever necessary.

The Chief Executive Officer, Chief Operating Officer and other relevant senior management normally attend regular Board meetings and, where necessary, other Board meetings to advise on business developments, financial and accounting matters, statutory compliance, corporate governance and other major aspects of the Group.

The Company Secretary is responsible to keep minutes of all Board meetings. Draft minutes are normally circulated to directors for comments within a reasonable time after each meeting and the final version is open for directors' inspection.

According to current Board practice, any material transaction, which involves a conflict of interests for a substantial shareholder or a director, will be considered and dealt with by the Board at a duly convened Board meeting. The Articles of Association contain provisions requiring directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such directors or any of their associates have a material interest.

A.6.2 Directors' Attendance Records in Board Meetings

During the year ended 31 March 2010, five Board meetings were held for reviewing and discussing the financial and operating performance of the Group and other related matters. The attendance records of each director at these five Board meetings are set out below:

Name of Director	Attendance/Number of Meetings
Executive directors	
Mr. Auyang Ho	5/5
Mr. Auyang Pak Hong, Bernard *(Note 1)*	2/4
Dr. Owyang King *(Note 2)*	N/A
Ms. Choi Po Yee, Alice	5/5
Non-executive directors	
Mr. Kam Chi Chiu, Anthony	4/5
Mr. Arvind Amratlal Patel	5/5
Mr. Wong Chun Kong	5/5
Independent non-executive directors	
Mr. Luk Koon Hoo	5/5
Mr. Patrick Thomas Siewert	5/5
Mr. Steven Julien Feniger	5/5

Notes:

1. *Mr. Auyang Pak Hong, Bernard resigned as an executive director of the Company on 1 November 2009. A total of four Board meetings were held from 1 April 2009 to the date of his resignation.*

2. *Dr. Owyang King was appointed as an executive director of the Company on 30 April 2010.*

A.7 Model Code for Securities Transactions

The Company has adopted its own code of conduct (the "Own Code") regarding dealings in the securities of the Company by the directors, senior personnel and certain employees of the Group (who are likely to be in possession of unpublished price sensitive information in relation to the Company or its securities) on terms no less exacting than the Model Code. Each director has been given a copy of the Own Code. The Company will notify its directors and relevant employees in advance in respect of the restricted period on dealings in the Company's securities, if the period is known to the Company.

Specific enquiry has been made of the Company's directors and all of them have confirmed that they have complied with the required standards set out in the Model Code and the Own Code throughout the period from 1 April 2009 to the date of this report.

In addition, no incident of non-compliance of the Own Code by the employees of the Group was noted for the period from 1 April 2009 to the date of this report.

B. Board Committees

The Board has established four Board committees, namely, the Remuneration Committee, the Audit Committee, the Nomination Committee and the Executive Committee, for overseeing particular aspects of the Company's affairs. All Board committees have been established with defined written terms of reference, which are posted on the Company's website "www.computime.com" and are available to shareholders upon request. All the Board committees should report to the Board on their decisions or recommendations made.

The practices, procedures and arrangements in conducting meetings of Board committees follow in line with, so far as practicable, those of the Board meetings set out in A.6.1 above.

All Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expenses.

B.1 Remuneration Committee

The Remuneration Committee comprises a total of four members, being one executive director, namely, Mr. Auyang Ho and three independent non-executive directors, namely, Mr. Luk Koon Hoo, Mr. Patrick Thomas Siewert and Mr. Steven Julien Feniger. Accordingly, a majority of the members are independent non-executive directors. The chairman of the Remuneration Committee is Mr. Auyang Ho.

The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Company's remuneration policy and structure and the remuneration packages of directors and members of senior management. The Remuneration Committee is also responsible for establishing transparent procedures for developing such remuneration policy and structure to ensure that no director or any of his/her associates will participate in deciding his/her own remuneration, which remuneration will be determined by reference to the performance of the individual and the Company as well as market practice and conditions.

The Human Resources Department is responsible for collection and administration of the human resources data and making recommendations to the Remuneration Committee for consideration. The Remuneration Committee consults with the Chairman of the Board and the Chief Executive Officer of the Company about these recommendations on remuneration policy and structure and remuneration packages.

During the year ended 31 March 2010, the Remuneration Committee has met twice and performed the following works:

— Review and recommendation of the remuneration packages of directors of the Company and senior management of the Group;

— Review and recommendation of the performance-based remuneration and bonus to the directors of the Company and senior management of the Group;

— Review and recommendation of the terms of the directors' service contracts and letters of appointment; and

— Review and recommendation of (i) the compensation and management arrangements regarding the resignation of Mr. Auyang Pak Hong, Bernard from the position of executive director, chief executive officer and other offices and (ii) the remuneration regarding the appointment of Mr. Auyang Pak Hong, Bernard as an adviser of the Group.

Details of the remuneration of each director of the Company for the year ended 31 March 2010 are set out in note 8 to the financial statements contained in this annual report.

The attendance records of the above two Remuneration Committee meetings are set out as follows:

Name of Remuneration Committee Member	**Attendance/Number of Meetings**
Mr. Auyang Ho *(Chairman)*	2/2
Mr. Auyang Pak Hong, Bernard *(Note)*	0/2
Mr. Luk Koon Hoo	2/2
Mr. Patrick Thomas Siewert	2/2
Mr. Steven Julien Feniger	2/2

Note: Mr. Auyang Pak Hong, Bernard resigned as a member of the Remuneration Committee on 1 November 2009. A total of two Remuneration Committee meetings were held from 1 April 2009 to the date of his resignation.

B.2 Audit Committee

The Audit Committee comprises a total of five members, being the three independent non-executive directors, namely, Mr. Luk Koon Hoo, Mr. Patrick Thomas Siewert and Mr. Steven Julien Feniger and two non-executive directors, namely, Mr. Kam Chi Chiu, Anthony and Mr. Arvind Amratlal Patel. The chairman of the Audit Committee is Mr. Luk Koon Hoo who possesses the appropriate accounting and financial management expertise as required under Rule 3.10(2) of the Listing Rules. None of the members of the Audit Committee is a former partner of the Company's existing external auditors.

The main duties of the Audit Committee are reviewing the financial information and reports of the Group and considering any significant or unusual items raised by the financial officers of the Group or external auditors before submission to the Board; reviewing the relationship with and the terms of appointment of the external auditors and making the relevant recommendation to the Board; and reviewing the Company's financial reporting system, internal control system and risk management system.

During the year ended 31 March 2010, the Audit Committee met three times together with the Company's external auditors and/or the senior management and performed the following major works:

— Review of the financial statements, results announcements and reports for the year ended 31 March 2009 and for the six months ended 30 September 2009, the accounting principles and practices adopted by the Group and the relevant audit findings;

— Review and discussion with the auditors of a report on the adequacy and effectiveness of the Company's financial reporting system, internal control system and risk management system and associated procedures;

— Consideration of the internal audit plan and report; and

— Review and confirmation of the Company's Continuing Connected Transaction for the year ended 31 March 2009 pursuant to the Listing Rules.

There are no material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. There is no disagreement between the Board and the Audit Committee regarding the selection, appointment, resignation or dismissal of external auditors.

The attendance records of the above three Audit Committee meetings are set out as follows:

Name of Audit Committee Member	**Attendance/ Number of Meetings**
Mr. Luk Koon Hoo *(Chairman)*	3/3
Mr. Patrick Thomas Siewert	3/3
Mr. Steven Julien Feniger	3/3
Mr. Kam Chi Chiu, Anthony	2/3
Mr. Arvind Amratlal Patel	3/3

B.3 Nomination Committee

Pursuant to the recommended best practice of the CG Code, the Company has established a Nomination Committee. The Nomination Committee comprises a total of three members, being one executive director, namely, Mr. Auyang Ho and two independent non-executive directors, namely, Mr. Luk Koon Hoo and Mr. Patrick Thomas Siewert. Accordingly, the Company has complied with the recommended best practice of the CG Code in having a majority of the Committee members being independent non-executive directors. The chairman of the Nomination Committee is Mr. Auyang Ho.

The principal duties of the Nomination Committee are reviewing and giving recommendation on the composition of the Board, formulating relevant procedures for nomination and appointment of directors, identifying qualified individuals to become members of the Board, monitoring the appointment and succession planning of directors, and assessing the independence of the independent non-executive directors.

The Company has adopted a memorandum of directors' nomination criteria, procedure and process for providing a formal, considered and transparent procedure to the Board for evaluating and selecting candidates for directorships. Where vacancies on the Board exist, the Board will carry out the selection process by making reference to the skills, experience, professional knowledge, personal integrity and time commitments of the proposed candidates, the Company's needs and other relevant statutory requirements and regulations. The Human Resources Department of the Company will assist and an external recruitment agency may be engaged in carrying out the recruitment and selection process where necessary.

During the year ended 31 March 2010, the Nomination Committee has met once and performed the following major works:

— Review and discussion of the existing structure, size and composition of the Board to ensure that it has a balance of expertise, skills and experience appropriate to the requirements for the business of the Group;

— Assessment of the independence of the existing independent non-executive directors; and

— Recommendation on the re-appointment of retiring directors at the 2009 annual general meeting of the Company.

In accordance with article 86(3) of the Articles of Association, Dr. Owyang King will retire at the 2010 AGM. In addition, pursuant to article 87 of the Articles of Association, Ms. Choi Po Yee, Alice, Mr. Wong Chun Kong and Mr. Patrick Thomas Siewert will retire from office by rotation at the 2010 AGM. All of the above four retiring directors, being eligible, will offer themselves for re-election at the 2010 AGM. The Nomination Committee recommended the re-appointment of these four retiring directors at the 2010 AGM. The Company's circular, sent together with this annual report, contains detailed information of these retiring directors pursuant to the Listing Rules requirements.

The attendance records of the above Nomination Committee meeting are set out as follows:

Name of Nomination Committee Member	Attendance/ Number of Meeting
Mr. Auyang Ho *(Chairman) (Note 1)*	N/A
Mr. Auyang Pak Hong, Bernard *(Note 2)*	1/1
Mr. Luk Koon Hoo	1/1
Mr. Patrick Thomas Siewert	1/1

Notes:

1. *Mr. Auyang Ho was appointed as the Chairman of the Nomination Committee on 1 November 2009. No Nomination Committee meeting has been held from the date of his appointment to 31 March 2010.*

2. *Mr. Auyang Pak Hong, Bernard resigned as the Chairman of the Nomination Committee on 1 November 2009. One Nomination Committee meeting was held from 1 April 2009 to the date of his resignation.*

B.4 Executive Committee

The Executive Committee comprises all the executive directors of the Company with the Chairman of the Board, Mr. Auyang Ho, acting as the Chairman of such Committee. The Executive Committee operates as a general management committee under the direct authority of the Board to increase the efficiency for the business decision. It monitors the execution of the Company's strategic plans and operations of all business units of the Group and discusses and makes decisions on matters relating to the management and day-to-day operations of the Group.

C. Directors' Responsibilities for Financial Reporting in respect of the Financial Statements

The directors have acknowledged their responsibilities for preparing the financial statements of the Company for the year ended 31 March 2010.

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports, price sensitive announcements and other disclosures required under the Listing Rules and other regulatory requirements. The management has provided such explanation and information to the Board as necessary to enable the Board to make an informed assessment of the financial information and position of the Group put forward to the Board for approval.

D. Internal Controls

The Board has overall responsibility for the internal control system of the Company and for reviewing its effectiveness. The Board is also responsible for maintaining an adequate and effective internal control system to safeguard the interests of the shareholders and the assets of the Company. The Board has conducted a review of the effectiveness of the internal control system of the Group for the year ended 31 March 2010. The review covered financial, operational and compliance controls and risk management functions.

During the year under review, the Audit Committee has discussed with the external auditors and the senior management and internal audit team of the Group on the adequacy and effectiveness of the internal control system and made recommendations to the Board to ensure reliability of financial reporting and compliance with applicable laws and regulations, to identify and manage potential risks and to safeguard assets of the Group. The internal audit team reviews and evaluates the control process and monitors any risk factors on a regular basis and reports to the Audit Committee and the Board on any findings and measures to address the variances and identified risks.

E. External Auditors and Auditors' Remuneration

The statement of the external auditors of the Company about their reporting responsibilities on the Company's financial statements for the year ended 31 March 2010 is set out in the section headed "Independent Auditors' Report" in this annual report.

A summary of audit and non-audit services provided by the external auditors for the year ended 31 March 2010 and their corresponding remuneration is as follows:

Nature of services	**Amount** HK$'000
Audit services	1,345
Non-audit services	
(i) Tax services	414
(ii) Services rendered in connection with the Company's interim report	122

F. Communications with Shareholders and Investors

The Board believes that a transparent and timely disclosure of the Group's information will enable shareholders and investors to make the best investment decision and to have better understanding on the Group's business performance and strategies. It is also vital for developing and maintaining continuing investor relations with the Company's potential and existing investors.

The Company maintains a website at "www.computime.com" as a communication platform with shareholders and investors, where information and updates on the Group's business developments and operations, financial information, corporate governance practices and other information are available for public access. Shareholders and investors may write directly to the Company's principal place of business at 17th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong or via email to "hq@computime.com" for any inquiries. Inquiries are dealt with in an informative and timely manner.

The Board also considers that general meetings of the Company provide a useful forum for shareholders to exchange views with the Board. The Chairman of the Board as well as the chairmen and/or other members of the Audit Committee, Remuneration Committee and Nomination Committee normally attend the annual general meetings and other shareholders' meetings of the Company to answer questions raised. At the 2009 annual general meeting, all of the afore-mentioned chairmen were present. The 2009 annual general meeting of the Company was held on 7 September 2009 and the notice of such meeting was sent to shareholders at least 20 clear business days before the meeting.

The Company continues to enhance communications and relationships with its investors. Designated senior management maintains regular dialogue with institutional investors and analysts to keep them abreast of the Group's developments.

G. Shareholders' Rights

As one of the measures to safeguard shareholders' interests and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual directors, for shareholders' consideration and voting.

All resolutions proposed at shareholder meetings will be voted by poll pursuant to the Listing Rules and the poll voting results will be posted on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.computime.com) immediately after the relevant general meetings.

Independent Auditors' Report

To the shareholders of Computime Group Limited
(Incorporated in the Cayman Islands with limited liability)

We have audited the financial statements of Computime Group Limited set out on pages 40 to 111, 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.

Directors' Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

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

To the shareholders of Computime Group Limited
(Incorporated in the Cayman Islands with limited liability)

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

18th Floor
Two International Finance Centre
8 Finance Street, Central
Hong Kong
12 July 2010

Consolidated Income Statement

Year ended 31 March 2010

	Notes	2010 HK$'000	2009 HK$'000
REVENUE	5	**2,191,984**	2,395,805
Cost of sales		**(1,919,231)**	(2,137,156)
Gross profit		**272,753**	258,649
Other income and gain	5	**12,327**	25,969
Selling and distribution costs		**(70,575)**	(73,637)
Administrative expenses		**(164,062)**	(156,459)
Other operating expenses, net		**(3,697)**	(22,687)
Finance costs	6	**(3,284)**	(8,240)
Share of profits/(losses) of associates		**(1,256)**	1,575
Share of loss of a jointly-controlled entity		**(240)**	(732)
PROFIT BEFORE TAX	7	**41,966**	24,438
Tax	10	**(7,124)**	(3,915)
PROFIT FOR THE YEAR		**34,842**	20,523
ATTRIBUTABLE TO:			
Equity holders of the Company	11	**34,854**	20,548
Minority interests		**(12)**	(25)
		34,842	20,523
EARNINGS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY	13		
Basic		**4.2 HK cents**	2.5 HK cents
Diluted		**N/A**	N/A

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

Consolidated Statement of Comprehensive Income

Year ended 31 March 2010

	2010 HK$'000	2009 HK$'000
PROFIT FOR THE YEAR	**34,842**	20,523
OTHER COMPREHENSIVE INCOME		
Exchange differences on translation of foreign operations	**2,590**	6,088
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	**37,432**	26,611
Attributable to:		
Equity holders of the Company	**37,444**	26,636
Minority interests	**(12)**	(25)
	37,432	26,611

Consolidated Statement of Financial Position

31 March 2010

	Notes	2010 HK$'000	2009 HK$'000
NON-CURRENT ASSETS			
Property, plant and equipment	*14*	**144,105**	167,757
Goodwill	*15*	**36,420**	38,164
Club debenture		**705**	705
Intangible assets	*16*	**46,614**	45,302
Interests in associates	*18*	**6,154**	9,610
Interest in a jointly-controlled entity	*19*	**–**	3,143
Deferred tax asset	*28*	**500**	700
Total non-current asset		**234,498**	265,381
CURRENT ASSETS			
Inventories	*20*	**468,528**	412,608
Trade receivables	*21*	**382,566**	355,978
Prepayments, deposits and other receivables	*22*	**41,212**	40,259
Tax recoverable		**904**	1,307
Cash and cash equivalents	*23*	**614,407**	569,292
Total current assets		**1,507,617**	1,379,444
CURRENT LIABILITIES			
Trade and bills payables	*24*	**448,190**	328,157
Other payables and accrued liabilities	*25*	**135,081**	99,775
Interest-bearing bank and other borrowings	*26*	**159,111**	232,563
Amounts due to associates	*35*	**1,555**	2,073
Amount due to a jointly-controlled entity	*35*	**–**	1,639
Amounts due to minority shareholders		**160**	160
Tax payable		**8,657**	9,429
Total current liabilities		**752,754**	673,796
NET CURRENT ASSETS		**754,863**	705,648
TOTAL ASSETS LESS CURRENT LIABILITIES (to be continued)		**989,361**	971,029

	Notes	2010 HK$'000	2009 HK$'000
TOTAL ASSETS LESS CURRENT LIABILITIES (continued)		**989,361**	971,029
NON-CURRENT LIABILITIES			
Interest-bearing bank and other borrowings	*26*	**18,672**	28,082
Deferred tax liabilities	*28*	**7,629**	9,129
Total non-current liabilities		**26,301**	37,211
Net assets		**963,060**	933,818
EQUITY			
Equity attributable to equity holders of the Company			
Issued capital	*29*	**83,000**	83,000
Reserves	*31*	**879,206**	849,952
		962,206	932,952
Minority interests		**854**	866
Total equity		**963,060**	933,818

Auyang Ho
Director

Dr. Owyang King
Director

Consolidated Statement of Changes in Equity

Year ended 31 March 2010

		Attributable to equity holders of the Company								
	Notes	Issued capital HK$'000 *(note 29)*	Share premium* HK$'000	Contributed surplus* HK$'000 *(note 31 (a))*	Share option reserve* HK$'000	Exchange fluctuation reserve* HK$'000	Retained profits* HK$'000	Total HK$'000	Minority interests HK$'000	Total equity HK$'000
At 1 April 2008		83,000	386,419	1,879	650	14,602	442,348	928,898	891	929,789
Total comprehensive income for the year		–	–	–	–	6,088	20,548	26,636	(25)	26,611
Equity-settled share option arrangements	*30*	–	–	–	658	–	–	658	–	658
Final 2008 dividend paid	*12*	–	–	–	–	–	(23,240)	(23,240)	–	(23,240)
At 31 March 2009 and 1 April 2009		83,000	386,419	1,879	1,308	20,690	439,656	932,952	866	933,818
Total comprehensive income for the year		–	–	–	–	2,590	34,854	37,444	(12)	37,432
Equity-settled share option arrangements	*30*	–	–	–	110	–	–	110	–	110
Final 2009 dividend paid	*12*	–	–	–	–	–	(8,300)	(8,300)	–	(8,300)
At 31 March 2010		83,000	386,419	1,879	1,418	23,280	466,210	962,206	854	963,060

* *These reserve accounts comprise the consolidated reserves of HK$879,206,000 (2009: HK$849,952,000) in the consolidated statement of financial position.*

Consolidated Statement of Cash Flows

Year ended 31 March 2010

	Notes	2010 HK$'000	2009 HK$'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		41,966	24,438
Adjustments for:			
Bank interest income	5	(1,186)	(4,597)
Finance costs	6	3,284	8,240
Depreciation	7	39,905	43,620
Amortisation of deferred expenditure	7	34,485	21,874
Provision against inventories	7	10,318	12,479
Loss on disposal of items of property, plant and equipment	7	838	233
Impairment of trade receivables	7	1,132	4,965
Impairment of interests in an associate	7	2,070	1,513
Impairment of goodwill	7	1,744	–
Equity-settled share option expenses	7	110	658
Gain on disposal of a jointly-controlled entity	7	(254)	–
Share of losses/(profits) of associates		1,256	(1,575)
Share of loss of a jointly-controlled entity		240	732
		135,908	112,580
Decrease/(increase) in inventories		(66,238)	30,219
Decrease/(increase) in trade receivables		(27,720)	110,781
Increase in prepayments, deposits and other receivables		(953)	(7,721)
Increase/(decrease) in amounts due to associates		(518)	8,900
Decrease in a derivative financial instrument		–	(34,358)
Increase/(decrease) in trade and bills payables		120,033	(106,821)
Increase/(decrease) in other payables and accrued liabilities		35,306	(16,431)
Increase/(decrease) in an amount due to a jointly-controlled entity		(1,639)	1,639
Effect of foreign exchange rate changes, net		1,423	1,412
Cash generated from operations		195,602	100,200
Hong Kong profits tax paid		(5,618)	(5,225)
Overseas tax paid		(3,175)	(27)
Dividends paid		(8,300)	(23,240)
Net cash flows from operating activities (to be continued)		178,509	71,708

Consolidated Statement of Cash Flows (continued)

Year ended 31 March 2010

	Notes	2010 HK$'000	2009 HK$'000
Net cash flows from operating activities (continued)		**178,509**	71,708
CASH FLOWS FROM INVESTING ACTIVITIES			
Interest received		**1,186**	4,597
Purchases of items of property, plant and equipment	*14*	**(16,608)**	(21,211)
Proceeds from disposal of items of property, plant and equipment		**298**	462
Additions to deferred expenditure	*16*	**(35,797)**	(35,764)
Dividend received from an associate		**130**	272
Investment in a jointly-controlled entity		**–**	(3,875)
Proceed from disposal of a jointly-controlled entity		**3,157**	–
Net cash flows used in investing activities		**(47,634)**	(55,519)
CASH FLOWS FROM FINANCING ACTIVITIES			
New bank loans		**–**	20,000
Increase/(decrease) in import loans		**(70,221)**	18,913
Repayment of bank loans		**(12,542)**	(44,198)
Capital element of finance lease rental payments		**(99)**	(2,960)
Interest paid	*6*	**(3,221)**	(8,069)
Interest element of finance lease rental payments	*6*	**(63)**	(171)
Net cash flows used in from financing activities		**(86,146)**	(16,485)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		**44,729**	(296)
Cash and cash equivalents at beginning of year		**569,292**	568,755
Effect of foreign exchange rate changes, net		**386**	833
CASH AND CASH EQUIVALENTS AT END OF YEAR		**614,407**	569,292
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances	*23*	**162,521**	199,746
Time deposits with original maturity of less than three months when acquired	*23*	**451,886**	369,546
Cash and cash equivalents as stated in the consolidated statement of financial position and the consolidated statement of cash flows		**614,407**	569,292

Statement of Financial Position

31 March 2010

	Notes	2010 HK$'000	2009 HK$'000
NON-CURRENT ASSET			
Interests in subsidiaries	*17*	**523,592**	543,504
CURRENT ASSETS			
Prepayments, deposits and other receivables	*22*	**234**	244
Tax recoverable		**–**	130
Cash and cash equivalents	*23*	**335,441**	324,554
Total current assets		**335,675**	324,928
CURRENT LIABILITIES			
Other payables and accrued liabilities	*25*	**871**	1,421
Tax payable		**49**	–
Total current liabilities		**920**	1,421
NET CURRENT ASSETS		**334,755**	323,507
Net assets		**858,347**	867,011
EQUITY			
Issued capital	*29*	**83,000**	83,000
Reserves	*31*	**775,347**	784,011
Total equity		**858,347**	867,011

Auyang Ho
Director

Dr. Owyang King
Director

1. Corporate Information

Computime Group Limited (the "Company") was incorporated as an exempted company with limited liability in the Cayman Islands on 23 June 2006 under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681 Grand Cayman KY1-1111, Cayman Islands and the principal place of business is located at 17/F, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong.

During the year, the Group is principally engaged in research and development, design, manufacture and trading of electronic control products.

2.1 Basis of Preparation

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

Basis of consolidation

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.

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

2.2 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 *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*
HKFRS 2 Amendments	Amendments to HKFRS 2 *Share-based Payment – Vesting Conditions and Cancellations*
HKFRS 7 Amendments	Amendments to HKFRS 7 *Financial Instruments: Disclosures – Improving Disclosures about Financial Instruments*
HKFRS 8	*Operating Segments*
HKAS 1 (Revised)	*Presentation of Financial Statements*
HKAS 18 Amendment*	Amendment to Appendix to HKAS 18 *Revenue – Determining whether an entity is acting as a principal or as an agent*
HKAS 23 (Revised)	*Borrowing Costs*
HKAS 32 and HKAS 1 Amendments	Amendments to HKAS 32 *Financial Instruments: Presentation* and HKAS 1 *Presentation of Financial Statements – Puttable Financial Instruments and Obligations Arising on Liquidation*
HK(IFRIC)-Int 9 and HKAS 39 Amendments	Amendments to HK(IFRIC)-Int 9 *Reassessment of Embedded Derivatives and* HKAS 39 *Financial Instruments: Recognition and Measurement – Embedded Derivatives*
HK(IFRIC)-Int 13	*Customer Loyalty Programmes*
HK(IFRIC)-Int 15	*Agreements for the Construction of Real Estate*
HK(IFRIC)-Int 16	*Hedges of a Net Investment in a Foreign Operation*
HK(IFRIC)-Int 18	*Transfers of Assets from Customers*
Improvements to HKFRSs (October 2008)**	Amendments to a number of HKFRSs

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

** *The Group adopted all the improvements to HKFRSs issued in October 2008 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 are effective for annual periods beginning on or after 1 July 2009.*

Other than as further explained below regarding the impact of HKAS 1 (Revised) and HKFRS 8, the adoption of these new and revised HKFRSs has had no significant financial effect on these financial statements.

2.2 Changes in Accounting Policy and Disclosures (continued)

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

(a) 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 will include 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.

(b) 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.

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

Apart from the above, the HKICPA has issued *improvements to HKFRSs 2009* 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.

2.3 Issued But Not Yet Effective Hong Kong Financial Reporting Standards (continued)

In addition, the HKICPA has issued Improvements to HKFRSs 2010 which sets out a collection of amendments to HKFRSs in response to the International Accounting Standards Board's annual improvements project. The amendments to HKFRS 3 (Revised) are effective for annual periods beginning on or after 1 July 2010 while the amendments to HKFRS 1 (Revised), HKFRS 7, HKAS 1, HKAS 34 and HK(IFRIC)-Int 13 are effective for annual periods beginning on or after 1 January 2011 although there are separate transitional provisions for each standard or interpretation.

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*

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application. So far, the Group considers that except for the adoption of HKFRS 3 (Revised), HKFRS 9 and HKAS 27 (Revised) as further explained below, these new and revised HKFRSs are unlikely to have any significant impact on the Group's results of operations and financial position.

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.

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.

2.4 Summary of Significant Accounting Policies

Subsidiaries

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

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

Joint ventures

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

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

A joint venture is treated as:

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

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

Jointly-controlled entity

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

The Group's interest in a jointly-controlled entity is 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 the jointly-controlled entity is included in the consolidated income statement and consolidated reserves, respectively. Unrealised gains and losses resulting from transactions between the Group and its jointly-controlled entity are eliminated to the extent of the Group's interest in the jointly-controlled entity, except where unrealised losses provide evidence of an impairment of the asset transferred. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

2.4 Summary of Significant Accounting Policies (continued)

Associates

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

The Group's 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 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 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.

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 Summary of Significant Accounting Policies (continued)

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, goodwill and financial assets), 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.

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.

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);

(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.

2.4 Summary of Significant Accounting Policies (continued)

Property, plant and equipment and depreciation

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

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

Leasehold improvements	10% – 33.3%
Furniture, fixtures and equipment	10% – 33.3%
Tools and machinery	10% – 33.3%
Motor vehicles	10% – 33.3%
Moulds and tooling	20%

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

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

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

Intangible assets (other than goodwill)

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

2.4 Summary of Significant Accounting Policies (continued)

Intangible assets (other than goodwill) (continued)

Deferred expenditure

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

Deferred expenditure is stated at cost less any impairment losses and is amortised using the straight-line basis over the commercial lives of the underlying products for three years, commencing from the date when the products are put into commercial production.

Leases

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

Assets acquired through hire purchase contracts of a financing nature are accounted for as finance leases, but are depreciated over their estimated useful lives.

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Rentals payable under the operating leases are charged to the income statement on the straight-line basis over the lease terms.

Investments and other financial assets

Initial recognition and measurement

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

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

The Group's financial assets include cash and cash equivalents, trade receivables, deposits and other receivables.

2.4 Summary of Significant Accounting Policies (continued)

Investments and other financial assets (continued)

Subsequent measurement

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 finance income in the income statement. The loss arising from impairment is recognised in the income statement in finance costs.

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.

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.

2.4 Summary of Significant Accounting Policies (continued)

Impairment of financial assets (continued)

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.

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 yet 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.

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 bills payables, other payables, interest-bearing bank and other borrowings, amounts due to associates and minority shareholders.

2.4 Summary of Significant Accounting Policies (continued)

Financial liabilities (continued)

Subsequent measurement

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.

Derecognition of financial liabilities

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

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

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if, and only if, there is 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.

Inventories

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

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.

2.4 Summary of Significant Accounting Policies (continued)

Provisions

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

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

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised 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 goodwill or the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

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

2.4 Summary of Significant Accounting Policies (continued)

Income tax (continued)

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

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

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and a jointly-controlled entity, 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 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 end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

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

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

Revenue recognition

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

(a) from the sale of 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) engineering, handling and testing fee income, when the underlying services have been rendered; and

(c) 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.

2.4 Summary of Significant Accounting Policies (continued)

Share-based payment transactions

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

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial 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 end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the income statement for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

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

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

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 Summary of Significant Accounting Policies (continued)

Other employee benefits

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.

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 a certain percentage 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.

Borrowing costs

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

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 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.

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

3. Significant Accounting Judgements and Estimates

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

Judgements

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

Impairment of assets

The Group has to exercise judgement in determining whether an asset is impaired or the event previously causing the asset impairment no longer exists, 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 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 testing.

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 disclosed below.

(a) Provision against slow-moving inventories

Provision against slow-moving inventories is made based on the ageing and estimated net realisable value of inventories. The assessment of the provision amount required involves management judgement and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will impact the carrying value of inventories and provision charged/written back in the period in which such estimate has been changed.

(b) Useful lives and residual values of items of property, plant and equipment

In determining the useful lives and residual values of items of property, plant and equipment, the Group has to consider various factors, such as technical or commercial obsolescence arising from changes or improvements in production, or from a change in the market demand for the product or service output of the asset, expected usage of the asset, expected physical wear and tear, the care and maintenance of the asset, and legal or similar limits on the use of the asset. The estimation of the useful life of the asset is based on the experience of the Group with similar assets that are used in a similar way. Additional depreciation is made if the estimated useful lives and/or the residual values of items of property, plant and equipment are different from previous estimation. Useful lives and residual values are reviewed, at each financial year end date based on changes in circumstances.

(c) Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. A change in the estimated future cash flows and/or the discount rate applied will result in an adjustment to the estimated impairment provision previously made. The carrying amount of goodwill at 31 March 2010 was HK$36,420,000 (2009: HK$38,164,000). More details are given in note 15.

4. Operating Segment Information

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

(a) the building and home controls segment engages in the research and development, design, manufacture, trading and distribution of building and home control products;

(b) the appliance controls segment engages in the research and development, design, manufacture, trading and distribution of appliance control products; and

(c) the commercial and industrial controls segment engages in the research and development, design, manufacture, trading and distribution of commercial and industrial control products.

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, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that other income, finance costs, share of profits/(losses) of associates, share of loss of a jointly-controlled entity as well as corporate and unallocated expenses are excluded from such measurement.

Segment assets exclude property, plant and equipment, club debenture, cash and cash equivalents and corporate and other unallocated assets as these assets are managed on a group basis.

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

4. Operating Segment Information (continued)

	Building and home controls		Appliance controls		Commercial and industrial controls		Total	
	2010 HK$'000	2009 HK$'000	2010 HK$'000	2009 HK$'000	2010 HK$'000	2009 HK$'000	2010 HK$'000	2009 HK$'000
Segment revenue:								
Sales to external customers	**977,590**	1,101,175	**935,064**	917,891	**279,330**	376,739	**2,191,984**	2,395,805
Segment results	**20,953**	13,380	**31,170**	18,677	**32,813**	31,159	**84,936**	63,216
Bank interest income							**1,186**	4,597
Other income (excluding bank interest income)							**11,141**	21,372
Corporate and other unallocated expenses							**(50,517)**	(57,350)
Finance costs							**(3,284)**	(8,240)
Share of profits/(losses) of associates	**(1,256)**	1,575	**–**	–	**–**	–	**(1,256)**	1,575
Share of loss of a jointly-controlled entity	**(240)**	(732)	**–**	–	**–**	–	**(240)**	(732)
Profit before tax							**41,966**	24,438
Tax							**(7,124)**	(3,915)
Profit for the year							**34,842**	20,523

4. Operating Segment Information (continued)

	Building and home controls		Appliance controls		Commercial and industrial controls		Total	
	2010 HK$'000	2009 HK$'000	2010 HK$'000	2009 HK$'000	2010 HK$'000	2009 HK$'000	2010 HK$'000	2009 HK$'000
Assets and liabilities								
Segment assets	350,930	337,412	413,103	300,000	58,493	74,423	822,526	711,835
Interests in associates	6,154	9,610	–	–	–	–	6,154	9,610
Interest in a jointly-controlled entity	–	3,143	–	–	–	–	–	3,143
Corporate and other unallocated assets							913,435	920,237
Total assets							1,742,115	1,644,825
Segment liabilities	20,349	21,579	22,209	15,133	689	662	43,247	37,374
Corporate and other unallocated liabilities							735,808	673,633
Total liabilities							779,055	711,007
Other segment information:								
Capital expenditure							52,405	60,850
Depreciation							39,905	43,620
Amortisation of deferred expenditure	25,253	14,116	6,094	4,686	3,138	3,072	34,485	21,874
Impairment of trade receivables	1,132	748	–	3,175	–	1,042	1,132	4,965
Impairment of interests in an associate	2,070	1,513	–	–	–	–	2,070	1,513
Impairment of goodwill	1,744	–	–	–	–	–	1,744	–
Provision against inventories	6,447	6,067	2,964	4,681	907	1,731	10,318	12,479

4. Operating Segment Information (continued)

Geographical information

(a) Revenue from external customers

	2010 HK$'000	2009 HK$'000
The America	**1,030,651**	1,082,001
Europe	**889,327**	896,225
Asia	**257,905**	402,625
Other regions	**14,101**	14,954
	2,191,984	2,395,805

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

(b) Non-current assets

	2010 HK$'000	2009 HK$'000
The America	**7,429**	2,965
Europe	**2,295**	1,596
Asia	**223,569**	259,415
	233,293	263,976

The non-current assets information above is based on the location of assets and excludes club debenture and deferred tax assets.

Information about major customers

Approximately 14.9% (2009: 15.4%) and 12.1% (2009: 9.9%) of the Group's revenue was derived from sales to two major customers, primarily in the building and home controls segment and appliance controls segment, respectively.

5. Revenue and Other Income and Gain

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discounts.

An analysis of other income and gain of the Group is as follows:

	2010 HK$'000	2009 HK$'000
Bank interest income	1,186	4,597
Engineering fee income	6,907	17,309
Handling and testing fee income	1,182	1,019
Sale of materials	848	481
Sundry income	2,204	2,563
	12,327	25,969

6. Finance Costs

An analysis of finance costs is as follows:

	Group	
	2010 HK$'000	2009 HK$'000
Interest on:		
Bank loans and overdrafts wholly repayable within five years	3,221	8,069
Finance leases	63	171
	3,284	8,240

7. Profit Before Tax

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

	Notes	2010 HK$'000	2009 HK$'000
Cost of inventories sold*		**1,908,913**	2,124,677
Depreciation	*14*	**39,905**	43,620
Research and development costs:			
Amortisation of deferred expenditure^	*16*	**34,485**	21,874
Current year expenditure		**16,032**	15,156
		50,517	37,030
Provision against inventories		**10,318**	12,479
Minimum lease payments under operating leases of land and buildings		**33,677**	39,821
Loss on disposal of items of property, plant and equipment#		**838**	233
Auditors' remuneration		**1,467**	1,267
Employee benefits expense* (including directors' remuneration – *note 8*):			
Wages, salaries and other benefits		**208,093**	210,684
Pension scheme contributions		**1,086**	1,430
Provision/(write-back of provision) for untaken paid leave		**(927)**	870
Equity-settled share option expenses		**110**	658
		208,362	213,642
Foreign exchange differences, net#		**(2,034)**	14,854
Gain on disposal of a jointly-controlled entity		**(254)**	–
Impairment of trade receivables#	*21*	**1,132**	4,965
Impairment of interests in an associate#		**2,070**	1,513
Impairment of goodwill#	*15*	**1,744**	–

* *Employee benefits expense of HK$126,094,000 (2009: HK$138,544,000) are also included in "Cost of inventories sold" above.*

^ *The amortisation of deferred expenditure for the year is included in "Administrative expenses" on the face of the consolidated income statement.*

\# *Included in "Other operating expenses, net" on the face of the consolidated income statement*

At 31 March 2010, the Group had no forfeited contribution available to reduce its contributions to the pension schemes in future years (2009: Nil).

8. Directors' Remuneration

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

	Group	
	2010	2009
	HK$'000	HK$'000
Fees	**942**	975
Other emoluments:		
Salaries, allowances and benefits in kind	**10,013**	8,290
Bonuses*	**2,050**	–
Pension scheme contributions	**19**	24
	13,024	9,289

* *Certain executive directors of the Company were entitled to discretionary bonus payments.*

8. Directors' Remuneration (continued)

The remuneration of each of the directors for the year ended 31 March 2010 is set out below:

	Fees HK$'000	Salaries, allowances and benefits in kind HK$'000	Bonuses HK$'000	Pension scheme contributions HK$'000	Total HK$'000
Executive directors					
Mr. Auyang Ho	–	1,430	700	–	2,130
Mr. Auyang Pak Hong, Bernard	–	5,723#	700	7	6,430
Ms. Choi Po Yee, Alice	–	2,860	650	12	3,522
	–	10,013	2,050	19	12,082
Non-executive directors					
Mr. Wong Chun Kong	135	–	–	–	135
Mr. Kam Chi Chiu, Anthony	146	–	–	–	146
Mr. Arvind Amratlal, Patel	159	–	–	–	159
	440	–	–	–	440
Independent non-executive directors					
Mr. Luk Koon Hoo	169	–	–	–	169
Mr. Patrick Thomas, Siewert	169	–	–	–	169
Mr. Steven Julien, Feniger	164	–	–	–	164
	502	–	–	–	502
	942	10,013	2,050	19	13,024

Includes compensation for non-compete undertaking of HK$3,060,000 as further detailed in note 35(a).

8. Directors' Remuneration (continued)

The remuneration of each of the directors for the year ended 31 March 2009 is set out below:

	Fees HK$'000	Salaries, allowances and benefits in kind HK$'000	Pension scheme contributions HK$'000	Total HK$'000
Executive directors				
Mr. Auyang Ho	–	1,430	–	1,430
Mr. Auyang Pak Hong, Bernard	–	4,000	12	4,012
Ms. Choi Po Yee, Alice	–	2,860	12	2,872
	–	8,290	24	8,314
Non-executive directors				
Mr. Wong Chun Kong	135	–	–	135
Mr. Kam Chi Chiu, Anthony	167	–	–	167
Mr. Arvind Amratlal, Patel	172	–	–	172
	474	–	–	474
Independent non-executive directors				
Mr. Luk Koon Hoo	167	–	–	167
Mr. Patrick Thomas, Siewert	167	–	–	167
Mr. Steven Julien, Feniger	167	–	–	167
	501	–	–	501
	975	8,290	24	9,289

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 emoluments 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:

	Group	
	2010 HK$'000	2009 HK$'000
Salaries, allowances and benefits in kind	6,477	5,824
Equity-settled share option expense	16	128
Pension scheme contributions	36	36
	6,529	5,988

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

	Number of employees	
	2010	2009
HK$1,500,001 to HK$2,000,000	1	2
HK$2,000,001 to HK$2,500,000	2	1
	3	3

In prior years, share options were granted to non-director, highest paid employees in respect of their services to the Group, further details of which are included in the disclosures in note 30 to the financial statements. The fair value of such options, which has been recognised to the income statement over the vesting period, was determined as at the date of grant and the amount included in the financial statements for the current year is included in the above non-director, highest paid employees' remuneration disclosures.

10. 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 jurisdictions in which the Group operates.

Under the Corporate Income Tax Law (the "New CIT Tax Law") of the People's Republic of China (the "PRC"), which became effective from 1 January 2008, enterprises are subject to corporate income tax ("CIT") at a rate of 25%. Under the New CIT Tax Law, for those enterprises benefiting from lower preferential tax rates, such preferential rates will be gradually phased out by increasing them over five years.

	Group	
	2010	2009
	HK$'000	HK$'000
Current – Hong Kong		
Charge for the year	**5,717**	4,371
Under/(over) provision in prior years	**(592)**	126
Current – Mainland China and other regions	**3,299**	620
Deferred *(note 28)*	**(1,300)**	(1,202)
Total tax charge for the year	**7,124**	3,915

10. Tax (continued)

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

	2010					
	Hong Kong		Mainland China and other regions		Total	
	HK$'000	%	HK$'000	%	HK$'000	%
Profit/(loss) before tax	42,420		(454)		41,966	
Tax at the statutory tax rates	6,999	16.5	(114)	25.0	6,885	16.4
Differential tax rates for specific jurisdictions	–	–	(2,181)	480.4	(2,181)	(5.2)
Adjustments in respect of current tax of previous periods	(592)	(1.4)	–	–	(592)	(1.4)
Profits and losses attributable to a jointly-controlled entity and associates	247	0.6	–	–	247	0.6
Net profits from operation not subject to tax	(4,847)	(11.4)	–	–	(4,847)	(11.6)
Income not subject to tax	(480)	(1.2)	–	–	(480)	(1.1)
Expenses not deductible for tax	2,434	5.7	1,920	(422.9)	4,354	10.4
Tax losses not recognised	64	0.2	3,674	(809.2)	3,738	8.9
Tax charge at the Group's effective rate	3,825	9.0	3,299	(726.7)	7,124	17.0

10. Tax (continued)

	2009					
	Hong Kong HK$'000	%	Mainland China and other regions HK$'000	%	Total HK$'000	%
Profit/(loss) before tax	31,948		(7,510)		24,438	
Tax at the statutory tax rates	5,271	16.5	(1,877)	25.0	3,394	13.9
Differential tax rates for specific jurisdictions	–	–	(1,206)	16.0	(1,206)	(4.9)
Effect on opening deferred tax of change in rates	(550)	(1.7)	–	–	(550)	(2.3)
Adjustments in respect of current tax of previous periods	126	0.4	–	–	126	0.5
Profits and losses attributable to a jointly-controlled entity and associates	(139)	(0.5)	–	–	(139)	(0.6)
Net profits from operation not subject to tax	(2,808)	(8.8)	–	–	(2,808)	(11.5)
Income not subject to tax	(642)	(2.0)	–	–	(642)	(2.6)
Expenses not deductible for tax	1,874	5.9	434	(5.8)	2,308	9.5
Tax losses not recognised	163	0.5	3,269	(43.5)	3,432	14.0
Tax charge at the Group's effective rate	3,295	10.3	620	(8.3)	3,915	16.0

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 loss of HK$474,000 (2009: profit of HK$3,804,000) which has been dealt with in the financial statements of the Company (note 31(b)).

12. Dividends

Dividends paid during the year

	2010 HK$'000	2009 HK$'000
Final in respect of the financial year ended 31 March 2009 – HK$0.01 per ordinary share (2009: final dividend of HK$0.028 per ordinary share, in respect of the financial year ended 31 March 2008)	**8,300**	23,240

Proposed final dividends

	2010 HK$'000	2009 HK$'000
Final – HK$0.018 (2009: HK$0.01) per ordinary share	**14,940**	8,300

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 Equity Holders of the Company

The calculation of basic earnings per share is based on the profit for the year attributable to equity holders of the Company of HK$34,854,000 (2009: HK$20,548,000) and 830,000,000 ordinary shares in issue (2009: 830,000,000 ordinary shares) during the year.

No adjustment has been made to the basic earnings per share amount presented for the years ended 31 March 2010 and 2009 in respect of a dilution as the exercise price of the share options of the Company outstanding during the two years is higher than the average market price of the Company's ordinary shares and, accordingly, they have no dilutive effect on the basic earnings per ordinary share.

14. Property, Plant and Equipment

Group

	Note	Leasehold improve-ments HK$'000	Furniture, fixtures and equipment HK$'000	Tools and machinery HK$'000	Motor vehicles HK$'000	Moulds and tooling HK$'000	Total HK$'000
At 31 March 2010							
At 1 April 2009:							
Cost		69,358	103,048	259,647	3,644	10,667	446,364
Accumulated depreciation		(44,826)	(74,561)	(149,298)	(1,467)	(8,455)	(278,607)
Net carrying value		24,532	28,487	110,349	2,177	2,212	167,757
At 1 April 2009, net of accumulated depreciation		24,532	28,487	110,349	2,177	2,212	167,757
Additions		2,322	6,192	6,105	–	1,989	16,608
Disposals and write-offs		–	(119)	(758)	(259)	–	(1,136)
Depreciation provided during the year	7	(7,577)	(9,011)	(22,049)	(407)	(861)	(39,905)
Exchange realignment		83	196	497	5	–	781
At 31 March 2010, net of accumulated depreciation		19,360	25,745	94,144	1,516	3,340	144,105
At 31 March 2010:							
Cost		56,313	108,903	251,761	3,218	12,657	432,852
Accumulated depreciation		(36,953)	(83,158)	(157,617)	(1,702)	(9,317)	(288,747)
Net carrying value		19,360	25,745	94,144	1,516	3,340	144,105

14. Property, Plant and Equipment (continued)

Group

	Note	Leasehold improve-ments HK$'000	Furniture, fixtures and equipment HK$'000	Tools and machinery HK$'000	Motor vehicles HK$'000	Moulds and tooling HK$'000	Total HK$'000
At 31 March 2009							
At 1 April 2008:							
Cost		63,120	94,923	249,949	3,612	9,606	421,210
Accumulated depreciation		(33,480)	(66,206)	(125,127)	(1,046)	(7,889)	(233,748)
Net carrying value		29,640	28,717	124,822	2,566	1,717	187,462
At 1 April 2008, net of accumulated depreciation		29,640	28,717	124,822	2,566	1,717	187,462
Additions		5,140	8,630	6,161	219	1,061	21,211
Disposals and write-offs		–	(245)	(231)	(219)	–	(695)
Depreciation provided during the year	7	(10,731)	(8,865)	(23,031)	(427)	(566)	(43,620)
Exchange realignment		483	250	2,628	38	–	3,399
At 31 March 2009, net of accumulated depreciation		24,532	28,487	110,349	2,177	2,212	167,757
At 31 March 2009:							
Cost		69,358	103,048	259,647	3,644	10,667	446,364
Accumulated depreciation		(44,826)	(74,561)	(149,298)	(1,467)	(8,455)	(278,607)
Net carrying value		24,532	28,487	110,349	2,177	2,212	167,757

The net carrying amount of the Group's property, plant and equipment held under finance leases and hire purchase contracts included in the total amount of motor vehicles amounted to HK$145,000 (2009: tools and machinery, motor vehicles and office equipment amounted to HK$10,638,000).

15. Goodwill

	Note	Group 2010 HK$'000	2009 HK$'000
At beginning of year:			
Cost and net carrying amount		**38,164**	38,164
Cost at beginning of the year and carrying amount		**38,164**	38,164
Impairment during the year	*7*	**(1,744)**	–
At 31 March		**36,420**	38,164
At 31 March:			
Cost		**38,164**	38,164
Accumulated impairment		**(1,744)**	–
Net carrying amount		**36,420**	38,164

Impairment testing of goodwill

Included in the balance was mainly a goodwill acquired through business combinations of Asia Electronics HK Technologies Limited and Asia Electronics Technologies (Dongguan) Co. Ltd. (the "Asia Electronics Entity"), which has been allocated as one cash generating unit for impairment testing.

The recoverable amount of the Asia Electronics Entity has been 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, with cash flows beyond the five-year period being extrapolated. The discount rate applied to the cash flow projections is 5%.

The carrying amount of goodwill allocated to the Asia Electronics Entity was HK$34,136,000 (2009: HK$34,136,000) as at 31 March 2010.

Certain key assumptions were used in the value in use calculation of the Asia Electronics Entity for 31 March 2010. Management determined the value assigned to the budgeted gross margins based on the average gross margins achieved in the year immediately before the budget year, adjusted for expected efficiency improvements. Changes in revenue and costs are based on past practices and expectations of future changes in the market. The discount rate used is before tax and reflects specific risks relating to the relevant units.

16. Intangible Assets

Group

	Note	Deferred expenditure 2010 HK$'000	Deferred expenditure 2009 HK$'000
At beginning of year:			
Cost		**199,459**	163,695
Accumulated amortisation		**(154,157)**	(132,283)
Net carrying amount		**45,302**	31,412
At beginning of year, net of accumulated amortisation		**45,302**	31,412
Additions		**35,797**	35,764
Amortisation provided during the year	*7*	**(34,485)**	(21,874)
At 31 March, net of accumulated amortisation		**46,614**	45,302
At 31 March:			
Cost		**235,256**	199,459
Accumulated amortisation		**(188,642)**	(154,157)
Net carrying amount		**46,614**	45,302

17. Interests in Subsidiaries

	Company 2010 HK$'000	2009 HK$'000
Unlisted investments, at cost	**353,435**	353,435
Due from subsidiaries	**170,157**	190,069
	523,592	543,504

Except for the amount of HK$64,949,000 (2009: HK$64,949,000) due from a subsidiary which bears interest at rates mutually agreed by the parties with reference to the market rates, the amounts due from subsidiaries are unsecured, interest-free and have no specific terms of repayment.

Particulars of the principal subsidiaries are as follows:

Name	Place of incorporation/ registration and operations	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the Company	Principal activities
Computime International Limited ("CIL")	British Virgin Islands/ Hong Kong	US$400	100%	Investment holding
Computime Limited	Hong Kong	HK$2,000,000	100%	Investment holding, research and development, design, manufacture and trading of electronic control products
Seccom Technologies Limited	Hong Kong	HK$100,000	100%	Trading of electronic control products
金寶通電子(深圳)有限公司 Computime Electronics (Shenzhen) Co. Ltd.*#	Mainland China	US$14,000,000	100%	Manufacture and trading of electronic control products

17. Interests in Subsidiaries (continued)

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

Name	Place of incorporation/ registration and operations	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the Company	Principal activities
Clovis Limited	Hong Kong	HK$1	100%	Trading of electronic control products
Computime (N.A.) Technology Centre, Inc.*	United States of America	N/A	100%	Provision of administrative customer service, engineering and research and development support services
Salus Controls Plc*	United Kingdom	GBP1,000,000	100%	Distribution and trading of electronic control products
Salus Controls GmbH*	Germany	EUR25,000	100%	Distribution and trading of electronic control products
Asia Electronics HK Technologies Limited ("AEHK")	Hong Kong	HK$23,250,000	100%	Trading of electronic control products
Asia Electronics Technologies (Dongguan) Co. Ltd. ("AEDG")*#	Mainland China	US$3,000,000	100%	Manufacture of electronic control products

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

\# *Registered as a wholly-owned foreign enterprise under the PRC law*

Except for CIL, all the above subsidiaries are indirectly held by the Company.

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.

18. Interests in Associates

	Group 2010 HK$'000	Group 2009 HK$'000
Share of net assets	**8,179**	9,565
Goodwill on acquisition	**1,558**	1,558
	9,737	11,123
Provision for impairment	**(3,583)**	(1,513)
	6,154	9,610

The Group's trade receivable balances with the associates are disclosed in note 21 to the financial statements.

Particulars of the principal associate are as follows:

Name	Particulars of issued shares held	Place of incorporation	Percentage of ownership interest attributable to the Group	Principal activity
Braeburn Systems LLC*	N/A	United States of America	27%	Trading of electronic products

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

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

The financial statements of the Group's associates are not coterminous with those of the Group and have financial years ending 31 December. The consolidated financial statements are adjusted for the material transactions between the associates and the Group between 1 January and 31 March.

18. Interests in Associates (continued)

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

	2010 HK$'000	2009 HK$'000
Assets	**72,661**	80,049
Liabilities	**48,547**	54,579
Revenue	**77,301**	209,554
Profit/(Loss)	**(4,654)**	4,934

19. Interest in a Jointly-Controlled Entity

	Group	
	2010 HK$'000	2009 HK$'000
Share of net assets	**–**	3,143

Particulars of the jointly-controlled entity are as follows:

Company	Particulars of issued shares held	Place of incorporation/ registration	Percentage of attributable equity interest held by the Group	Principal activity
Nortus Technology Limited	Registered capital of US$10 each	British Virgin Islands	50%	Investment holding

During the year, the Group disposed of its entire equity interest in the above jointly-controlled entity at a consideration of HK$3,157,000, resulting in a gain on disposal of HK$254,000.

20. Inventories

	Group 2010 HK$'000	2009 HK$'000
Raw materials	**275,777**	260,420
Work-in-progress	**55,927**	49,358
Finished goods	**136,824**	102,830
	468,528	412,608

21. Trade Receivables

	Group 2010 HK$'000	2009 HK$'000
Trade receivables	**389,804**	362,084
Impairment	**(7,238)**	(6,106)
	382,566	355,978

The Group's trading terms with its customers are mainly on credit. The credit period granted to customers generally ranges from one to three months. The Group maintains strict credit control over its customers and 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.

21. Trade Receivables (continued)

An aged analysis of the trade receivables as at end of the reporting period, based on the payment due date and net of provisions, is as follows:

	Group	
	2010	2009
	HK$'000	HK$'000
Within 1 month	**353,712**	328,670
1 to 2 months	**23,302**	12,662
2 to 3 months	**2,283**	5,487
Over 3 months	**3,269**	9,159
	382,566	355,978

The movements in provision for impairment of trade receivables are as follows:

	Group	
	2010	2009
	HK$'000	HK$'000
At beginning of year	**6,106**	1,141
Impairment losses recognised *(note 7)*	**1,132**	4,965
At 31 March	**7,238**	6,106

Included in the above provision for impairment of trade receivables is a provision for individually impaired trade receivables of HK$7,238,000 (2009: HK$6,106,000) with a carrying amount before provision of HK$16,653,000 (2009: HK$16,761,000). The individually impaired trade receivables relate to balances that were in disputes. The Group does not hold any collateral or other credit enhancements over these balances.

21. Trade Receivables (continued)

The aged analysis of the trade receivables that are neither individually nor collectively considered to be impaired is as follows:

	Group	
	2010 HK$'000	2009 HK$'000
Neither past due nor impaired	308,264	287,686
Less than 1 month past due	37,605	38,086
1 to 3 months past due	24,263	17,143
Over 3 months past due	3,019	2,408
	373,151	345,323

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

Included in the Group's trade receivables are amounts due from the Group's associate and a related company, in which certain beneficial shareholders and directors of the Company have beneficial interests, of HK$3,366,000 (2009: HK$6,785,000) and nil (2009: HK$6,900,000), respectively, which are repayable on similar credit terms to those offered to the major customers of the Group. The maximum amount outstanding from the related company during the year was HK$6,900,000.

22. Prepayments, Deposits and Other Receivables

None of the above assets is either past due or impaired. The financial assets included in the above balances related to receivables for which there was no recent history of default.

23. Cash and Cash Equivalents

	Group		Company	
	2010	2009	**2010**	2009
	HK$'000	HK$'000	**HK$'000**	HK$'000
Cash and bank balances	**162,521**	199,746	**357**	239
Time deposits	**451,886**	369,546	**335,084**	324,315
	614,407	569,292	**335,441**	324,554

At the end of the reporting period, the Group's cash and bank balances denominated in Renminbi ("RMB") amounted to HK$60,784,000 (2009: HK$26,925,000). RMB is not freely convertible into other currencies, however, under the 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.

24. Trade and Bills Payables

An aged analysis of trade and bills payables as at the end of the reporting period, based on the payment due date, is as follows:

	Group	
	2010	2009
	HK$'000	HK$'000
Within 1 month	**431,131**	310,164
1 to 2 months	**6,823**	10,998
2 to 3 months	**1,964**	1,220
Over 3 months	**8,272**	5,775
	448,190	328,157

The trade payables are non-interest bearing and generally have payment terms ranging from one to three months.

25. Other Payables and Accrued Liabilities

The Group's and the Company's other payables and accrued liabilities are non-interest bearing and have payment terms ranging from one to three months.

26. Interest-Bearing Bank and Other Borrowings

Group

	2010			2009		
	Effective interest rate (%)	Maturity	HK$'000	Effective interest rate (%)	Maturity	HK$'000
Current						
Finance lease payables *(note 27)*	**3.25 – 4.25**	**2010**	**74**	3.50 – 6.25	2009	99
Bank loans – unsecured	**0.45 – 2.16**	**2010**	**9,336**	0.70 – 6.36	2009	12,542
Import loans	**0.80 – 1.54**	**2010**	**149,701**	1.05 – 5.73	2009	219,922
			159,111			232,563
Non-current						
Finance lease payables *(note 27)*	**–**	**–**	**–**	3.50 – 6.25	2010	74
Bank loans – unsecured	**0.45 – 2.16**	**2011-2013**	**18,672**	0.70 – 6.36	2010 – 2013	28,008
			18,672			28,082
			177,783			260,645

26. Interest-Bearing Bank and Other Borrowings (continued)

	2010 HK$'000	2009 HK$'000
Analysed into:		
Bank loans repayable:		
Within one year or on demand	159,037	232,464
In the second year	9,336	9,336
In the third to fifth years, inclusive	9,336	18,672
	177,709	260,472
Finance leases repayable:		
Within one year or on demand *(note 27)*	74	99
In the second year *(note 27)*	–	74
	74	173
	177,783	260,645

Other interest rate information:

	Fixed rate		Floating rate	
	2010 HK$'000	2009 HK$'000	2010 HK$'000	2009 HK$'000
Finance lease payables	74	173	–	–
Bank loans – unsecured	–	–	177,709	260,472

Except for an unsecured bank loan of approximately HK$1,487,000 (2009: HK$15,846,000) which is denominated in the United States dollars, all borrowings are denominated in Hong Kong dollars.

At 31 March 2010, the Company has executed guarantees in respect of borrowing facilities granted to certain of the Company's subsidiaries (note 34(a)).

27. Finance Lease Payables

The Group leases certain of its tools and machinery, motor vehicles and office equipment. These leases are classified as finance leases and have remaining lease term of one year (2009: one to two years).

At 31 March 2010, the total future minimum lease payments under finance leases and their present values were as follows:

Group

	Minimum lease payments		Present value of minimum lease payments	
	2010 HK$'000	2009 HK$'000	**2010 HK$'000**	2009 HK$'000
Amounts repayable:				
Within one year	**77**	113	**74**	99
In the second year	**–**	77	**–**	74
Total minimum finance lease payments	**77**	190	**74**	173
Future finance charges	**(3)**	(17)		
Total net finance lease payables	**74**	173		
Portion classified as current liabilities *(note 26)*	**(74)**	(99)		
Long term portion *(note 26)*	**–**	74		

28. Deferred Tax

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

Deferred tax liabilities
Group

	Provision against inventories HK$'000	Depreciation allowance in excess of related depreciation HK$'000	Deferred expenditure HK$'000	Net deferred tax liabilities HK$'000
At 1 April 2008	(922)	6,705	3,848	9,631
Deferred tax charged/(credited) to the income statement during the year *(note 10)*	88	(1,804)	1,214	(502)
At 31 March 2009 and 1 April 2009	(834)	4,901	5,062	9,129
Deferred tax credited to the income statement during the year *(note 10)*	–	(1,195)	(305)	(1,500)
At 31 March 2010	(834)	3,706	4,757	7,629

Deferred tax asset
Group

	Losses available for offsetting against future taxable profits HK$'000
At 1 April 2008	–
Deferred tax credited to the income statement during the year *(note 10)*	(700)
At 31 March 2009 and 1 April 2009	(700)
Deferred tax charged to the income statement during the year *(note 10)*	200
At 31 March 2010	(500)

28. Deferred Tax (continued)

The Group has unrecognised tax losses arising in Hong Kong of HK$2,877,000 (2009: HK$987,000) and in other region of HK$29,309,000 (2009: HK$13,073,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

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

At 31 March 2010, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately HK$27,895,000 at 31 March 2010 (2009: HK$10,551,000).

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

29. Share Capital

Share

	2010 HK$'000	2009 HK$'000
Authorised:		
5,000,000,000 ordinary shares of HK$0.10 each	500,000	500,000
Issued and fully paid:		
830,000,000 ordinary shares of HK$0.10 each	83,000	83,000

Share options

Details of the Company's share option scheme and the share options issued under the scheme are included in note 30 to the financial statements.

30. 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 operation. Eligible participants of the Scheme include directors (including executive, non-executive and independent non-executive directors) and employees of the Group, any advisors, consultants, distributors, contractors, suppliers, agents, customers, business partners, joint venture business partners, promoters or service providers of any member of the Group. The Scheme was adopted on 15 September 2006 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of shares to be issued upon the exercise of all outstanding options granted and yet to be exercised under the Scheme and any other schemes of the Company must not exceed 30% of the shares in issue at any time. The maximum number of shares issued and to be issued under share options to each eligible participant under the Scheme (including both exercised and outstanding options) within any 12-month period is limited to 1% of the shares of the Company in issue. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

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

As at the date of this report, the total number of shares available for issue under the Scheme is 69,594,000, representing approximately 8.4% of the shares of the Company in issue as at the date of this report.

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

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

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

30. Share Option Scheme (continued)

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

	Weighted average exercise price HK$ per share	Number of options
At 1 April 2008	1.75	3,228,000
Lapsed during the year	1.75	(450,000)
At 31 March 2009 and 1 April 2009	1.75	2,778,000
Lapsed during the year	1.75	(372,000)
At 31 March 2010	1.75	2,406,000

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

2010

Number of options '000	Exercise price* HK$ per share	Exercise period
802	1.75	31 August 2008 to 30 August 2017
802	1.75	31 August 2009 to 30 August 2017
802	1.75	31 August 2010 to 30 August 2017
2,406		

30. Share Option Scheme (continued)

2009

Number of options '000	**Exercise price*** HK$ per share	**Exercise period**
926	1.75	31 August 2008 to 30 August 2017
926	1.75	31 August 2009 to 30 August 2017
926	1.75	31 August 2010 to 30 August 2017
2,778		

* *The exercise price of the share options is subject to adjustment in case of rights or bonus issues, or other similar changes in the Company's share capital.*

No share options were granted during the years ended 31 March 2010 and 2009. A share option expense of HK$110,000 (2009: HK$658,000) was recognised in the consolidated income statement during the year ended 31 March 2010.

At the end of the reporting period, the Company had 2,406,000 share options outstanding under the Scheme. The exercise in full of the remaining share options would, under the present capital structure of the Company, result in the issue of 2,406,000 additional ordinary shares of the Company and additional share capital of HK$241,000 and share premium of HK$3,970,000 (before issue expenses).

Subsequent to the end of the reporting period, on 30 April 2010, a total of 8,000,000 share options were granted to a director of the Company in respect of his service to the Group in the forthcoming years. 2,400,000, 2,400,000 and 3,200,000 of these share options will vest on 30 April 2011, 30 April 2012 and 30 April 2013, respectively, and have an exercise price of HK$1.05 per share and an exercise period ranging from 30 April 2011 to 29 April 2020. The price of the Company's shares at the date of grant of such 8,000,000 share options was HK$1.05 per share.

At the date of approval of these financial statements, the Company had 10,406,000 share options outstanding under the Scheme, which represented approximately 1.25% of the Company's shares in issue as at that date.

31. Reserves

(a) Group

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

The Group's contributed surplus represents (i) the excess of the nominal value of the shares of the subsidiaries acquired pursuant to the reorganisation of certain subsidiaries of the Group which took place in a prior year, over the nominal value of CIL's shares issued in exchange therefor; and (ii) the excess of the nominal value of the shares of the subsidiaries acquired pursuant to the group reorganisation, over the nominal value of the Company's shares issued in exchange therefor.

(b) Company

	Note	**Share premium** HK$'000	**Contributed surplus** HK$'000	**Share option reserve** HK$'000	**Retained profits** HK$'000	**Total** HK$'000
At 1 April 2008		386,419	353,435	650	39,045	779,549
Equity-settled share option arrangements		–	–	658	–	658
Total comprehensive income for the year		–	–	–	3,804	3,804
At 31 March 2009 and 1 April 2009		386,419	353,435	1,308	42,849	784,011
Equity-settled share option arrangements		–	–	110	–	110
Total comprehensive loss for the year		–	–	–	(474)	(474)
2009 final dividends declared and paid	*12*	–	–	–	(8,300)	(8,300)
At 31 March 2010		386,419	353,435	1,418	34,075	775,347

The Company's contributed surplus represents the excess of the fair value of the subsidiaries acquired pursuant to the group reorganisation, over the nominal value of the Company's shares issued in exchange therefor.

32. Operating Lease Arrangements

The Group leases certain of its office properties, warehouses, factories and staff quarters under operating lease arrangements, with leases negotiated for terms ranging from one to ten years (2009: one to ten years).

At 31 March 2010, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

	2010 HK$'000	2009 HK$'000
Within one year	21,936	18,608
In the second to fifth years, inclusive	40,743	52,413
	62,679	71,021

33. Commitments

In addition to the operating lease commitments detailed in note 32 above, the Group had the following capital commitments at the end of the reporting period:

	Group	
	2010 HK$'000	2009 HK$'000
Contracted, but not provided for:		
Leasehold improvements	316	204
Plant and machinery	1,775	2,804
Others	93	428
	2,184	3,436

At the end of the reporting period, the Company did not have any significant commitments.

34. Contingent Liabilities

At the end of the reporting period, contingent liabilities not provided for in the financial statements were as follows:

(a) Banking facilities

	Group		Company	
	2010 HK$'000	2009 HK$'000	**2010 HK$'000**	2009 HK$'000
Corporate guarantees given to banks in respect of facilities granted to subsidiaries	**–**	–	**776,046**	777,149
Amount of bank facilities guaranteed by the Company and utilised by subsidiaries	**–**	–	**177,709**	260,472

(b) A subsidiary of the Company is involved in a dispute with a third party, who is alleging that the subsidiary has infringed patent and is seeking for value in dispute of EURO750,000 (equivalent to approximately HK$7,875,000). The decision of the relevant district court dated 22 December 2009 was favorable to the subsidiary and the third party has appealed the decision to the relevant higher regional court. Taking into consideration of the advice from the Group's lawyer, the directors consider the subsidiary has valid defence against the claim and therefore no provision was made as at 31 March 2010. In addition, the subsidiary has initiated legal action against the validity of the patent held by that third party ("Nullity Action") in October 2009 and the directors consider that it is premature to estimate the outcome of the Nullity Action.

35. Related Party and Connected Transaction

In addition to the transactions and balances set out elsewhere in these financial statements, the Group had the following significant related party transactions during the year.

(a) The Group had the following material transactions with related parties during the year:

	Notes	2010 HK$'000	2009 HK$'000
Associates			
Sales of raw materials	*(i)*	–	21,227
Sales of finished goods	*(i)*	**39,523**	37,217
A related company in which certain beneficial shareholders and directors of the Company have beneficial interests			
Sales of finished goods	*(ii)*	–	58,224
A former director			
Consultancy fee	*(iii)*	**850**	–
Compensation for non-compete undertaking	*(iv)*	**3,060**	–

Notes:

(i) The sales were made with reference to the prices and conditions offered to the major customers of the Group.

(ii) For the year ended 31 March 2009, the sales were made at cost plus a percentage of profit mark-up. The transactions constituted connected transactions as defined in Chapter 14A of the Listing Rules.

(iii) The consultancy fee paid to Whalley Holdings Limited, which is wholly-owned by Mr. Auyang Pak Hong, Bernard ("Bernard"), a former director of the Group and the son of Mr. Auyang Ho, who is the major beneficial shareholder, a director and the Chairman of the Company, who resigned on 1 November 2009, for the advisory services provided to the Group at a monthly fee of HK$170,000 for the period from 1 November 2009 to 31 October 2010. The agreement constitutes a connected transaction as defined in Chapter 14A of the Listing Rules.

(iv) Upon the resignation of Bernard, as referred to note (iii) above, the Company and Bernard signed a termination agreement including a non-compete undertaking at a consideration of HK$3,060,000 for 18 months from 1 November 2010 to 30 April 2012. The agreement constitutes a connected transaction as defined in Chapter 14A of the Listing Rules.

35. Related Party and Connected Transaction (continued)

(b) Transactions with connected persons

(i) Details of sales to a related company in which certain beneficial shareholders and directors of the Company have beneficial interests are set out in note 35(a)(ii) above.

(ii) Details of consultancy fee and non-compete compensation paid to Bernard are set out in note 35(a)(iii) and note 35(a)(iv) above respectively.

(c) Outstanding balances with related parties

	Notes	2010 HK$'000	2009 HK$'000
Balances due to:			
Associates	*(i)*	**(1,555)**	(2,073)
A jointly-controlled entity	*(ii)*	**–**	(1,639)

Notes:

(i) The balances with associates are unsecured, non-interest-bearing and have no specific terms of repayment. Details of the Group's trade balances with its associates as at the end of the reporting period are disclosed in note 21 to the financial statements.

(ii) The balance with a jointly-controlled entity is unsecured, non-interest-bearing and has no specific terms of repayment.

(d) Compensation of key management personnel of the Group

	2010 HK$'000	2009 HK$'000
Short term employee benefits	**27,139**	20,988
Post-employment benefits	**192**	120
	27,331	21,108

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

36. 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:

Group
Financial assets

	Loans and receivables	
	2010 HK$'000	2009 HK$'000
Trade receivables	382,566	355,978
Financial assets included in prepayments, deposits and other receivables	9,281	9,291
Cash and cash equivalents	614,407	569,292
	1,006,254	934,561

Financial liabilities

	Financial liabilities at amortised cost	
	2010 HK$'000	2009 HK$'000
Trade and bills payables	448,190	328,157
Financial liabilities included in other payables and accruals	43,503	36,493
Interest-bearing bank and other borrowings	177,783	260,645
Amounts due to associates	1,555	2,073
Amount due to a jointly-controlled entity	–	1,639
Amounts due to minority shareholders	160	160
	671,191	629,167

All the Company's financial assets as at 31 March 2009 and 2010, including amounts due from subsidiaries, deposits and other receivables, and cash and cash equivalents, are categorised as loans and receivables.

All the Company's financial liabilities as at 31 March 2009 and 2010, including other payables, are categorised as financial liabilities at amortised cost.

37. Financial Risk Management Objectives and Policies

The Group's principal financial instruments comprise bank loans, finance leases, cash and bank balances and time 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 and other receivables and trade, bills and other 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 and liquidity risk. Management meets periodically to analyse and formulate measurements to manage the Group's exposure to financial risks. Generally, the Group employs a conservative strategy regarding its risk management.

(i) Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with floating interest rates.

The interest rates and the terms of repayment of the Group's bank and other borrowings are disclosed in note 26. The Group did not use any derivative instruments to hedge against its exposure to interest rate risk.

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 interest-bearing bank borrowings and bank deposits) and the Group's equity.

	Increase/ (decrease) in basis points	**Increase/ (decrease) in profit before tax** HK$'000	**Increase/ (decrease) in equity** HK$'000
2010			
Hong Kong dollar	**50**	**(703)**	**(703)**
United States dollar	**50**	**2,465**	**2,465**
Hong Kong dollar	**(50)**	**703**	**703**
United States dollar	**(50)**	**(2,465)**	**(2,465)**
2009			
Hong Kong dollar	50	(1,171)	(1,171)
United States dollar	50	2,493	2,493
Hong Kong dollar	(50)	1,171	1,171
United States dollar	(50)	(2,493)	(2,493)

37. Financial Risk Management Objectives and Policies (continued)

(ii) Foreign currency risk

The Group's exposure to the risk of changes in market rate relates primarily to the Group's sales and purchases which are denominated in United States dollar with Euro zone currencies comprising a lesser extent. Certain production and operating overheads of the Group's production facilities in Mainland China are denominated in RMB. Due to the fact that the Hong Kong dollar is pegged to the United States dollar, the Group's exposure to foreign currency risk in United States dollar is low.

The following table demonstrates the sensitivity of certain trade and other receivables, cash and cash equivalents and trade and other payables which are denominated in RMB and Euro at the end of the reporting period to a reasonably possible change in the respective exchange rates, with all other variables held constant, of the Group's profit before tax and equity (due to changes in the fair value of monetary assets and liabilities, including trade and other receivables, cash and cash equivalents and trade and other payables).

	Increase/ (decrease) RMB/Euro rate %	Increase/ (decrease) in profit before tax HK$'000	Increase/ (decrease) in equity HK$'000
2010			
If Hong Kong dollar weakens against RMB	**5**	**2,273**	**1,304**
If Hong Kong dollar weakens against Euro	**5**	**2,137**	**2,097**
If Hong Kong dollar strengthens against RMB	**(5)**	**(2,273)**	**(1,304)**
If Hong Kong dollar strengthens against Euro	**(5)**	**(2,137)**	**(2,097)**
2009			
If Hong Kong dollar weakens against RMB	5	779	(46)
If Hong Kong dollar weakens against Euro	5	1,377	1,323
If Hong Kong dollar strengthens against RMB	(5)	(779)	46
If Hong Kong dollar strengthens against Euro	(5)	(1,377)	(1,323)

37. Financial Risk Management Objectives and Policies (continued)

(iii) Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. Outstanding receivable balances are monitored on an ongoing basis. In addition, the Group had no significant historical bad debt record in prior years. Accordingly, the Group's exposure to credit risk is not significant.

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

Since the Group trades only with creditworthy third parties, there is no requirement for collateral. Concentrations of credit risk are managed by customer/counterparty, by geographical region and by industry sectors. There are no significant concentrations of credit risk with the Group as the customer bases of the Group's trade receivables were 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 21 to the financial statements.

(iv) Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, loans and finance leases. In addition, banking facilities have been put in place for contingency purposes.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

Group

2010

	Within 1 year HK$'000	1 to 2 years HK$'000	2 to 5 years HK$'000	Total HK$'000
Trade and bills payables	448,190	–	–	448,190
Financial liabilities included in other payables and accruals	43,503	–	–	43,503
Amounts due to associates	1,555	–	–	1,555
Amounts due to minority shareholders	160	–	–	160
Interest-bearing bank and other borrowings	159,294	9,547	9,427	178,268
	652,702	9,547	9,427	671,676

37. Financial Risk Management Objectives and Policies (continued)

(iv) Liquidity risk (continued)

Group

2009

	Within 1 year HK$'000	1 to 2 years HK$'000	2 to 5 years HK$'000	Total HK$'000
Trade and bills payables	328,157	–	–	328,157
Financial liabilities included in other payables and accruals	36,493	–	–	36,493
Amounts due to associates	2,073	–	–	2,073
Amount due to a jointly-controlled entity	1,639	–	–	1,639
Amounts due to minority shareholders	160	–	–	160
Interest-bearing bank and other borrowings	233,265	9,937	19,199	262,401
	601,787	9,937	19,199	630,923

The Company's financial liabilities included other payables of HK$472,000 (2009: HK$1,387,000) which were repayable within one year.

(v) 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 the light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2010 and 2009.

The Group's capital comprises all components of equity. As at 31 March 2010, the Group had net cash of HK$436,624,000 (2009: HK$308,647,000), representing total cash and cash equivalents less total interest-bearing bank and other borrowings.

The Group is subject to capital requirements imposed by various banks for banking facilities granted. During the year, the Group has complied with the capital requirements imposed by these banks.

38. Event After the Reporting Period

Subsequent to the end of the reporting period, the Group received a product liability claim from a third party without stating the amount of claim, which the Group has already reported the case to its insurance company to ensure the claim is being protected by the insurance plan. Up to the date of this report, the Group is still gathering relevant information of the claim as well as seeking legal opinion in respect of the possible outcome of the claim, and the Directors are in the opinion that it is impracticable to estimate the amount involved and premature to conclude the possible outcome of the claim up to the date of the financial statements.

39. Comparative Information

Certain comparative amounts have been revised to conform with current year's presentation.

40. Approval of the Financial Statements

The financial statements were approved and authorised for issue by the board of directors on 12 July 2010.

Financial Summary

Results

	Year ended 31 March				
	2010	2009	2008	2007	2006
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
REVENUE	**2,191,984**	2,395,805	2,274,075	2,003,003	1,908,475
PROFIT BEFORE TAX	**41,966**	24,438	117,000	170,288	152,723
TAX	**(7,124)**	(3,915)	(11,695)	(12,101)	(13,878)
PROFIT FOR THE YEAR	**34,842**	20,523	105,305	158,187	138,845
ATTRIBUTABLE TO:					
Equity holders of the Company	**34,854**	20,548	105,351	153,185	140,127
Minority interests	**(12)**	(25)	(46)	5,002	(1,282)
	34,842	20,523	105,305	158,187	138,845

Assets, Liabilities and Minority Interests

	As at 31 March				
	2010	2009	2008	2007	2006
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
TOTAL ASSETS	**1,742,115**	1,644,825	1,802,493	1,585,346	1,024,138
TOTAL LIABILITIES	**(779,055)**	(711,007)	(872,704)	(722,861)	(723,801)
NET ASSETS	**963,060**	933,818	929,789	862,485	300,337
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY	**962,206**	932,952	928,898	861,167	300,337
MINORITY INTERESTS	**854**	866	891	1,318	–
TOTAL EQUITY	**963,060**	933,818	929,789	862,485	300,337

The summary of the consolidated results of the Group for the year ended 31 March 2006 and of the assets, liabilities and minority interests as at 31 March 2006 have been extracted from the Company's prospectus dated 25 September 2006 (the "Prospectus"). Such summary was prepared as if the current structure of the Group had been in existence throughout the year ended 31 March 2006 and is presented on the basis as set out in the Prospectus. The consolidated results of the Group for the years ended 31 March 2010, 2009, 2008 and 2007 and the consolidated assets and liabilities of the Group as at 31 March 2010, 2009, 2008 and 2007 are those set out in the audited financial statements.