

權智集團
GroupSense

權智(國際)有限公司

Group Sense (International) Limited

(於百慕達註冊成立之有限公司)

(Incorporated in Bermuda with limited liability)

(股份代號 Stock Code:00601)

2010 週年報告 Annual Report



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公司資料

CORPORATE INFORMATION

董事

執行董事：

譚偉豪 太平紳士 (主席)
譚偉棠 (董事總經理)
譚梅嘉慧
大谷和廣
李冠雄
霍定洋
陸翠容

非執行董事：

羅志聰* (於二零一零年一月一日辭任)

獨立非執行董事：

容永祺 榮譽勳章，太平紳士*
何國成*
王幹文*

* 審核委員會成員

公司秘書

楊詩雅

合資格會計師

鄭耀光

核數師

安永會計師事務所

律師

萬盛國際律師事務所

DIRECTORS

Executive Directors:

TAM Wai Ho, Samson JP (Chairman)
TAM Wai Tong, Thomas (Managing Director)
TAM Mui Ka Wai, Vivian
Kazuhiro OTANI
LEE Koon Hung
FOK Ting Yeung, James
LUK Chui Yung, Judith

Non-executive Director:

LO Chi Chung, William* (resigned with effect from 1 January 2010)

Independent Non-executive Directors:

YUNG Wing Ki, Samuel MH, JP*
HO Kwok Shing, Harris*
WONG Kon Man, Jason*

* Member of Audit Committee

COMPANY SECRETARY

YEUNG Sze Nga

QUALIFIED ACCOUNTANT

CHENG Yiu Kong

AUDITORS

Ernst & Young

SOLICITORS

Mallesons Stephen Jaques

公司資料 (續) CORPORATE INFORMATION (continued)

主要往來銀行

香港上海滙豐銀行有限公司
恒生銀行有限公司

註冊辦事處

Clarendon House
Church Street
Hamilton HM11
Bermuda

主要辦事處

香港新界沙田
香港科學園
科技大道西五號
企業廣場6樓

百慕達主要股份過戶登記處及 轉讓登記處

HSBC Bank Bermuda Limited
6 Front Street
Hamilton HM11
Bermuda

香港股份過戶登記分處及 轉讓登記處

卓佳秘書商務有限公司
香港
皇后大道東28號
金鐘匯中心26樓

網址

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

股份代號

00601

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Hang Seng Bank Limited

REGISTERED OFFICE

Clarendon House
Church Street
Hamilton HM11
Bermuda

PRINCIPAL PLACE OF BUSINESS

6th Floor, Enterprise Place
No. 5 Science Park West Avenue
Hong Kong Science Park
Shatin, New Territories, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN BERMUDA

HSBC Bank Bermuda Limited
6 Front Street
Hamilton HM11
Bermuda

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

WEBSITE

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

STOCK CODE

00601

主席報告

CHAIRMAN'S STATEMENT

本集團在二零零九／二零一零年財政年度面對外來因素仍不穩定的情況下，本集團繼續調整營運策略。於本財政年度，本集團總收入為663,261,352港元，較去年的752,605,040港元，減少近12%。至於業績方面已陸續改善，於本年內本集團錄得21,990,089港元稅前虧損，較去年的64,467,436港元虧損大幅減少近約66%。

全球金融海嘯為本集團營運的亞洲市場帶來衝擊，本集團於上半財政年度的業務仍然受到影響，營業額之下跌亦為可預料之內。面對市場之情況，本集團採取穩健政策，首要目標為減低倉存量，控制應收賬款及維持健康現金流。

本集團之業務主要分為掌上電子產品業務和原件設計生產產品業務兩大類。在本財政年度內，掌上電子產品佔本集團之收入比例為約49%，至於原件設計生產業務方面，所佔本集團之收入比例為約51%。本集團將致力開發及生產有合理毛利率之產品。

In the face of the unstable environment in the financial year of 2009–2010, the Group has continued to fine-tune its business strategies. The Group recorded total revenues of HK\$663,261,352 in this financial year, around 12% lower than those of HK\$752,605,040 in the last year. The Group's results have been substantially improved. The Group recorded a loss before tax of HK\$21,990,089 in this financial year, around 66% lesser than those of HK\$64,467,436 in the last year.

The Asian markets in which the Group operated have been hit hard by the worldwide financial tsunami. The results of the Group in the first half of this financial year were adversely affected and the decrease in revenue was not unexpected. In view of such market conditions, the Group has adopted a prudent financial strategy, targeting to reduce inventory level, control the amount of accounts receivables and maintain healthy cash flow.

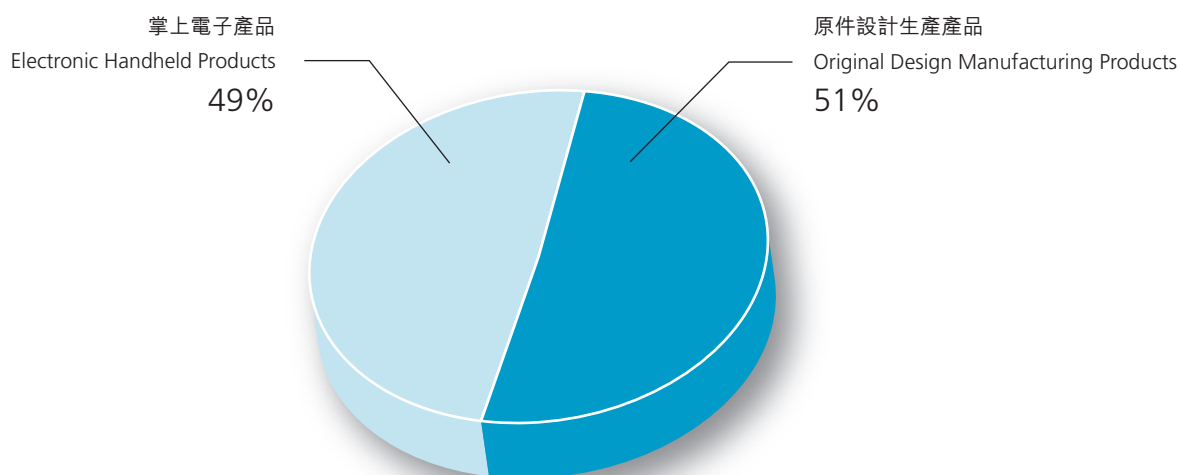
The Group's two main lines of businesses are the electronic handheld products business and the original design manufacturing ("ODM") products business. In this financial year, the electronic handheld products business contributed approximately 49% to the Group's total revenue. As to the ODM business, the contribution of this business segment in this financial year was approximately 51% of the Group's total revenue. The Group will exploit every opportunity to develop and manufacture products with reasonable gross profit margin.

主席報告 (續)

CHAIRMAN'S STATEMENT (continued)

按主要業務分類之收入分析

ANALYSIS OF REVENUE BY PRINCIPAL ACTIVITY



分析本集團按市場地區分類之收入顯示，本集團業務仍以亞洲市場為主，包括香港（佔14.7%）及其他亞洲市場（佔70.8%）。

本集團相信亞洲經濟最壞的時間已過去，本集團將致力把握機會建立新客戶及將產品準時及有效益地推出市場。中國市場在全球金融海嘯中受到的衝擊較少，本集團將投放資源推動中國市場的拓展。行業適用產品將會是本集團之發展方向，該等產品的訂單較消費類產品的訂單較少變動。

整體而言，二零零九／二零一零年財政年度仍是經濟環境艱辛的一年，然而，本集團於二零零九／二零一零年下半年財政年度的業績已大幅改善。本集團相信企業致力投資優質的技術、提升產品質量及信譽，冀能與客戶建立長遠伙伴關係及配合長遠之發展，可令本集團的業務回復增長。

In analyzing the Group's revenue by geographical areas, Asia is the Group's key market, including Hong Kong (14.7%) and other Asian markets (70.8%).

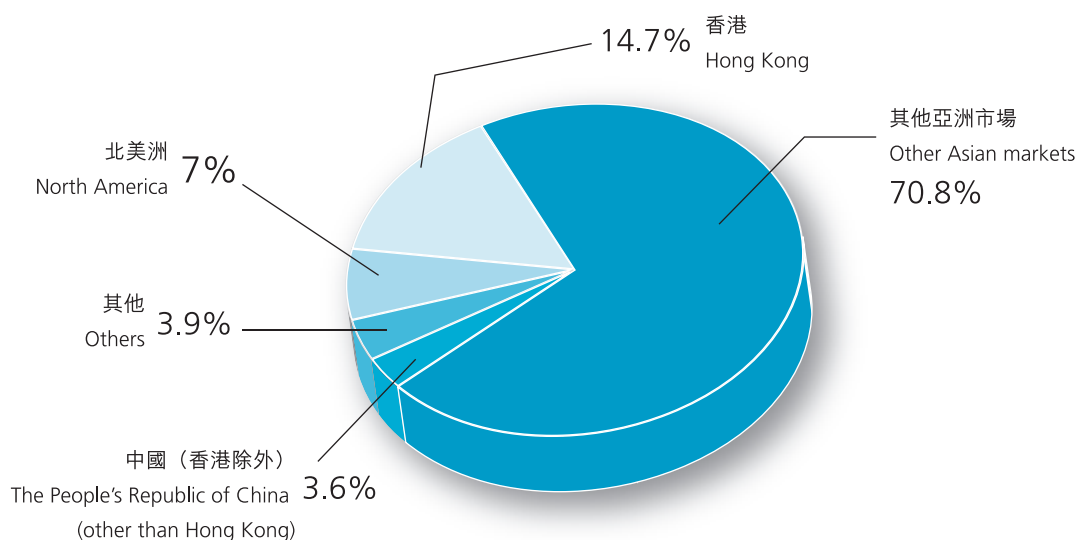
The Group believes that the worst time of the Asian economy is over. The Group will exploit every opportunity to build new customers and introduce products to the market in a timely and effective manner. Compared to other markets, the China market is less affected by the worldwide economic tsunami. The Group will put in more resources to develop the China market. The focus on industrial application products will be the growth strategy of the Group. Orders of such products are less volatile than those in the consumer sector.

In conclusion, the business conditions of the Group in the financial year of 2009–2010 remained difficult. Nevertheless, the Group's results in the second half of the financial year of 2009–2010 has greatly improved. The Group believes that its strategy of making investment in technology and the continuous enhancement of its product quality and company reputation is the key to a sustainable long term partnership with customers that in turn will drive the business growth of the Group.

主席報告 (續) CHAIRMAN'S STATEMENT (continued)

按市場地區分類之收入分析

ANALYSIS OF REVENUE BY GEOGRAPHICAL MARKET



末期股息

董事會(「董事會」)不建議向各股東派發截至二零一零年三月三十一日止年度之末期股息(二零零九年:無)。

鳴謝

本人謹代表董事會,向各股東、客戶、供應商及銀行致謝,多謝他們多年來對本集團的支持,亦感謝各員工過去之辛勤工作及為本集團所作之貢獻。

承董事會命
主席
譚偉豪博士太平紳士

香港,二零一零年七月六日

FINAL DIVIDEND

The board of directors (the "Board") does not recommend any payment of final dividend (2009: Nil) to the shareholders for the year ended 31st March, 2010.

APPRECIATION

On behalf of the Board, I wish to thank all our shareholders, customers, suppliers and bankers for their continual support. I would also like to extend my appreciation to all the staff for their dedicated work and their contribution throughout the year.

By order of the Board
Dr. Tam Wai Ho, Samson JP
Chairman

Hong Kong, 6th July, 2010

管理層討論及分析

MANAGEMENT DISCUSSION & ANALYSIS

財務檢討

本集團全年收入錄得663,261,352港元，相對去年同期752,605,040港元減少了12%。於本年內掌上電子產品及原件設計生產（「ODM」）業務的收入分別為327,229,263港元及336,032,089港元。

本集團全年經營虧損21,965,639港元（二零零九年：62,489,014港元）。扣除融資成本24,450港元（二零零九年：融資成本8,423港元及其他支出1,969,999港元）後，稅前虧損為21,990,089港元（二零零九年：64,467,436港元）。計算稅項後，本年度虧損34,931,652港元（二零零九年：64,746,587港元）。

財務狀況表方面，存貨增加28,571,421港元至125,314,323港元。應收貿易賬款減少29,905,498港元至84,617,260港元。

於報告期末日，現金及現金等值項目為201,342,840港元，較去年227,296,138港元減少11%。

流動資金及財務資源

本集團於二零一零年三月三十一日的現金及現金等值項目總額為201,342,840港元，相比十二個月前減少了25,953,298港元，亦即11%。同期的總銀行借貸則由15,428,422港元下跌至0港元。本集團的銀行借貸是以日元計值的定息短期借貸。

於二零一零年三月三十一日，本集團的負債比率，即總銀行借貸除以股東權益總數為0%。期內的利息支出為24,450港元。

或然負債

於二零一零年三月三十一日，本集團或然負債之金額4,907,618港元。（二零零九年：4,999,411港元）。

FINANCIAL REVIEW

Revenue of the financial year is HK\$663,261,352, which is 12% lower than HK\$752,605,040 of the previous year. During the year under review, electronic handheld products business and original design manufacturing (“ODM”) business recorded revenues of HK\$327,229,263 and HK\$336,032,089 respectively.

Operating loss for the year is HK\$21,965,639 (2009: HK\$62,489,014). After charging finance costs of HK\$24,450 (2009: finance costs HK\$8,423 and other expenses HK\$1,969,999), loss before tax is HK\$21,990,089 (2009: HK\$64,467,436). After taking into account the taxation, loss for the year is HK\$34,931,652 (2009: HK\$64,746,587).

On the statement of financial position side, inventories have increased by HK\$28,571,421 to HK\$125,314,323 and trade receivables decreased by HK\$29,905,498 to HK\$84,617,260.

Cash and cash equivalents at the end of the reporting period amounted to HK\$201,342,840 which was appropriately 11% lower than HK\$227,296,138 of the previous year.

LIQUIDITY AND FINANCIAL RESOURCES

On 31st March, 2010, the cash and cash equivalents were HK\$201,342,840 in total, which was HK\$25,953,298 or 11% lower than those of twelve months ago. Total bank borrowings have decreased from HK\$15,428,422 to zero in the twelve months' period. The bank borrowing was denominated in Japanese Yen with fixed interest rate and short term in nature.

As at 31st March, 2010, the gearing ratio, defined as total bank borrowings divided by shareholders' equities was 0%. The interest expenses is HK\$24,450 during the period.

CONTINGENT LIABILITIES

As at 31st March, 2010, the contingent liabilities of the Group were HK\$4,907,618 (2009: HK\$4,999,411).

外匯及財務政策

本集團的大部份商業交易、資產及負債，皆以港元、日元、美元或人民幣計值。本集團一向採納謹慎的財務政策，小心控制外匯風險，於過去十二個月內，本集團透過訂立對沖遠期合約控制來自人民幣升值之風險。本集團沒有進行任何利率或外匯的投機活動。

電子辭典

業務回顧

在二零零九／二零一零年財政年度，相比去年，本SBU(策略性業務單位)的銷售額及毛利都有所下跌。

全球經濟持續下滑顯著影響消費者消費意慾。本SBU的業務表現無可避免受到消費者購買需求緩慢的影響。儘管本SBU在推銷產品時已採取促銷策略及銷售獎勵計劃，以增加需求，唯營業額未如理想。然而，此策略卻幫助了本SBU清理大部分滯銷庫存及提升現金流至健康水平。

面對業務及市場不明朗環境，本SBU已精簡人手及工序，重整產品設計及控制營運成本。儘管如此，物料和工資成本持續上升，不可避免地影響了本SBU的毛利率。

縱使全球市場下滑，在二零零九／二零一零年財政年度東南亞市場業務稍微放緩，然而本SBU於該市場之業績仍有所增長。然而，東南亞國家匯率的不穩定將為業務向上增長步伐帶來一定的威脅。

儘管韓圓於二零零九／二零一零年下半財政年度匯率比較穩定，其匯價貶值及經濟動盪將進一步削弱韓國市場的整體健康和活力。

FOREIGN CURRENCIES AND TREASURY POLICY

Most of the Group's business transactions, assets and liabilities are denominated in Hong Kong dollars, Japanese Yen, United States dollars or Renminbi. The usual treasury policy of the Group is to manage significant currency exposure and minimize currency risk whenever it may have material impact to the Group. During the twelve months period, the Group manages its foreign exchange exposure caused by the appreciation of Renminbi by entering into hedging forward contracts. The Group does not engage in any interest rate or currencies speculations.

ELECTRONIC DICTIONARY

Business Review

The SBU (strategic business unit) has experienced a decline in sales turnover and gross profit in the financial year of 2009–2010 as compared with the previous financial year.

The continual uncertainty of the global economy has significantly weakened the consumer-spending sentiment. The sluggish consumer demand has inevitably impacted the business performance of the SBU. Although the SBU has carried out intensive sales promotion programmes and adopted sales incentive scheme to stimulate demand, the sales results were not up to our expectation. However, these sales campaigns have helped the SBU clear most of its slow moving inventory and improved its cash flow position to a healthy level.

To cope with the uncertain business and market environment, the SBU has streamlined its manpower and workflow, re-engineered the product design, and tightened the operation expenses. Nevertheless, there has been a continual upward pressure on material and labour costs. As a result, the gross profit margin of the SBU was slightly affected.

The business growth in South East Asia in the financial year of 2009–2010 has slowed down but the SBU still could record a slight positive growth in this market in spite of worldwide market downturn. This damper on the upward pace of business growth has not been released and the stability of the currencies of the South East Asian countries is still a key issue to the growth momentum in this market.

Although the Korean Won has become more stable since the second half of the financial year of 2009–2010, the currency depreciation and economic turmoil has weakened the Korean market's constitution and vitality.

管理層討論及分析 (續)

MANAGEMENT DISCUSSION & ANALYSIS (continued)

電子辭典 (續)

展望

二零一零/二零一一年上半財政年度仍會是困難時期，預期二零一零/二零一一年下半財政年度之情況將於新產品推出後有所改善。

本SBU將會繼續不懈地增強其營運效率，控制產品開發及物料成本，致力維持合理的毛利率。本SBU亦會加強需求預測進程，以加強庫存管理及維持健康現金流。

鑑於目前眾多不明朗因素，及不穩定的經濟環境，本SBU將繼續密切監察市場情況，並採取合適的產品及市場策略，並擴闊不同市場的客戶群。

同時，本SBU將繼續開發有獨特功能及較高毛利率之創新產品。本SBU將繼續投放資源開發在經濟疲弱時較多客戶需求的低中檔次產品。除了消費市場外，本SBU將會在行業市場尋求更多商機，以為本SBU帶來更穩定的業務環境及加強業務組合。

本SBU將於二零一零/二零一一年財政年度尋求更多商機，增加新產品線，預計這新產品線可為本SBU在下一財政年度下半年銷售額及盈利有所貢獻。

ELECTRONIC DICTIONARY (continued)

Outlook

The overall market situation will remain difficult in the first half of the financial year of 2010–2011. The situation is expected to improve slightly in the second half of the financial year of 2010–2011 after the introduction of a new product line.

The SBU will strive to maintain a reasonable gross profit margin through ceaselessly enhancing its operating efficiency, containing the product development and material costs. The SBU will strengthen the demand forecasting process in order to improve inventory management and maintain a healthy cash position.

In view of the many uncertainties and the unstable economic environment, the SBU will continue to monitor the markets closely and adopt appropriate product and market strategies. The SBU will work hard in expanding its customer base in different markets.

Moreover, the SBU will continue the development of innovative products with unique features and higher gross profit margins. The SBU will allocate more resources in developing low to medium end products that are favoured by most customers during the present weak economical seasons. Besides focusing on the consumer market, the SBU will be looking for new business opportunities in the vertical market that would allow the SBU to enjoy a more stable business environment and also an enriched business profile.

The SBU will explore more business opportunities and introduce a new product line with our strategic business partners in the financial year of 2010–2011. The new product line is expected to start bringing in sales revenues and contributing profit to the SBU in the second half of the next financial year.

管理層討論及分析 (續)

MANAGEMENT DISCUSSION & ANALYSIS (continued)

原件設計生產

業務回顧

有賴於與日本重要客戶建立的穩固伙伴關係及一系列新產品成功推出市場，本SBU在二零零九／二零一零年下半財政年度業務漸漸復甦及穩定。

在電子文書產品方面，獲獎的口袋式電子備忘錄（具備可摺疊式鍵盤及高解象顯示屏幕）繼續取得佳績，一系列新型號產品亦跟隨市場需求推出市場。日本主要連鎖餐廳顧客普遍認為使用具備彩色屏幕手觸式點菜終端機點菜較容易，該等業務將繼續平穩增長。再者，在日本娛樂消遣行業使用的桌面遙控終端機已廣被接受，其訂單亦持續穩定。

該等成績有賴本SBU在香港、東莞、深圳及日本團隊近年之努力。以加強客戶最大滿意度為目標，該團隊憑藉與客戶建立良好的溝通渠道及應用優質的工程知識，從而把客戶原創的概念轉化為產品，相信可成為本SBU在日本發展ODM業務的優勢及動力。

展望

本SBU在來年將繼續專注發展日本的ODM及全球的電子書閱讀器業務，期望憑藉於二零一零／二零一一年財政年度中推出全新、具獨特概念的電子文書將成為日本消費市場的另一焦點。另外，本SBU與另一日本服務供應商亦已開始合作，新的ODM項目可為來年帶來一定收入，該產品將於二零一零／二零一一年財政年度中推出。另外，本SBU亦將繼續集中發展在日本B2B（企業對企業）市場的ODM業務，其中一項由客戶委託開發的無線手帳將於二零一一／二零一二年財政年度第一季推出市場。

ORIGINAL DESIGN MANUFACTURING

Business Review

The business of the SBU has recovered and become more stable in the second half of the financial year of 2009–2010. The solid partnership with valued customers in Japan and the successful launch of a series of new products both contributed to the business recovery.

In the category of electronic stationery, the award-winning “pocket memo writer”, with a foldable keyboard and high resolution display, continued to enjoy market success, resulting in the launch of a series of new products in response to market demands. As for “TTO” (Table-Top Ordering) devices, customers in major chain restaurants in Japan had found their colour display and touch panel easy to use in ordering food and beverages. This business area is poised for further growth. In addition, table-top remote control devices for use in the entertainment industry in Japan have also been well received. Orders for these controllers have been stable.

The recovery is the results of the devoted efforts of the unified research and development team of the SBU in Hong Kong, Dongguan and Shenzhen, working together with the business unit in Japan. This team, motivated to maximize customers’ satisfaction through maintaining good communication with clients and applying their profound engineering knowledge in turning customers’ original concepts into real products, has become the unique competitive edge and driving force of the SBU in pursuing ODM business opportunities in Japan.

Outlook

The SBU will remain intensively focused on the continual expansion of the ODM business in Japan and the eBook reader business in the worldwide markets. A new category of electronic stationery based on an entirely novel and unique concept is expected to create sensational demands in the market when it is launched in the middle of the financial year of 2010–2011 in Japan. Moreover, the SBU is breaking new grounds in working with a major service provider in Japan on a highly challenging ODM project. The launch date is also set in the middle of the financial year of 2010–2011, and the project is expected to generate substantial revenue for the SBU. Furthermore, focusing on the B2B (“business to business”) market opportunities in Japan, the SBU has also started working on a customer-commissioned project for the development of a wireless handy terminal, with the target launch date of the product set in the first quarter of the financial year of 2011–2012.

管理層討論及分析 (續)

MANAGEMENT DISCUSSION & ANALYSIS (continued)

原件設計生產 (續)

展望 (續)

電子書閱讀器業務是本SBU另一項有發展潛質的業務。隨著去年美國電子書閱讀器市場增長，本SBU收到有關歐美市場的電子書閱讀器訂單持續增加。有別於市場上一般閱讀器普遍採用的電子紙屏幕或配備電子書閱讀功能的MID(流動互聯網裝置)，本SBU採用獨家專用的TFT(薄膜晶體管)高解象度顯示器，從而開發簡易操控、不昂貴、高效能高解象及快速的電子書閱讀器。期望隨著兩款獨特新產品在未來的財政年度推出市場，本SBU可在電子書閱讀器市場上佔有一定的份額。同時，亦可為本SBU帶來業務及銷售增長。

個人通訊產品

業務回顧

在二零零九／二零一零年財政年度，本SBU的業務略有改善，營業額較二零零八／二零零九年財政年度有所增長，而虧損亦減少。

在POS PDA(無線銷售點系統終端機)業務方面，本SBU在二零零九／二零一零年財政年度主要發展歐洲市場，新客戶和推出新產品，令去年銷售有所增長。在ODM業務方面，現有客戶的出貨量較二零零八／二零零九年財政年度為高，而本SBU亦在二零零九／二零一零年財政年度尋找了一些新客戶及開發了一些新產品。此外，本SBU在二零零九／二零一零年財政年度亦對一些新技術及新產品進行了可行性研究，以幫助本SBU發展新的業務。

ORIGINAL DESIGN MANUFACTURING (continued)

Outlook (continued)

The eBook reader business is another potential area of growth of the SBU. Following the rapid rise of the eBook reader markets in the USA last year, the SBU has started to get increased orders from its customers in the USA and Europe. Instead of the conventional eBook readers now on the market either using common paper display, or being part of the multi-functional MID (Mobile Internet Device) type of devices, the SBU is offering eBook readers that are comparatively simple, inexpensive, but with high performance and fast speed, using an exclusively-developed high contrast TFT (Thin Film Transistor) display technology. Two such new unique eBook readers will be launched in the coming financial year, and these eBook readers are expected to gain substantial market share and form the basis of further business growth of the SBU in the coming years.

PERSONAL COMMUNICATION PRODUCTS

Business Review

In the financial year of 2009–2010, the business of the SBU has improved slightly. The revenue has increased as compared with the financial year of 2008–2009, resulting in a smaller loss.

As for the POS PDA (Point-of-sale Personal Digital Assistant) business, the SBU has increased its sales revenue through focusing on the development of the European markets, securing new customers and launching new products in the financial year of 2009–2010. As for the ODM business, the quantity of the products delivered to existing customers was higher than in the financial year of 2008–2009. In the financial year of 2009–2010, the SBU has established new clientele and developed new products. In addition, the SBU has conducted a number of feasibility studies on new technologies and products in the financial year of 2009–2010 in support of its search for new business opportunities.

管理層討論及分析 (續)

MANAGEMENT DISCUSSION & ANALYSIS (continued)

個人通訊產品 (續)

展望

在二零一零/二零一一年財政年度，本SBU會繼續深化行業市場的發展方向及擴大ODM業務，主要工作在於擴大客戶基礎並提高產品的競爭力。

在POS PDA方面，本SBU今年會加強與歐洲客戶的合作及發展美國市場。本SBU亦會推出新產品以配合客戶需求，令業務持續增長。在ODM業務方面，本SBU今年計劃尋找新的穩定客戶，令業務可以穩定發展。

今年的挑戰在於零件供應較緊張，而價格亦會相繼上調，加上生產成本增加，令整體營運成本相對提高。本SBU要加強物料及成本控制，繼續優化產品的質量及對客戶的服務，令SBU更有競爭力。

員工關係

於二零一零年三月三十一日，本集團於香港聘有244名僱員（二零零九年：262名），於中國聘有2,360名僱員（二零零九年：2,437名）及於日本聘有13名僱員（二零零九年：11名），相比去年同期數字，三地區分別減少約7%、減少約3%及增加約18%。除薪酬及一般員工福利例如有薪年假、醫療保險及公積金外，本集團亦為執行董事及高級職員提供股份獎勵計劃。

在每年的財政年度開始及年度中期間，本集團管理層均會舉行業務策劃大會，讓高級管理人員及管理層共同檢討本集團往績，並討論來年之計劃、政策及發展路向；在本集團業績公佈後亦會舉行員工交流大會，讓全體員工更了解本集團的狀況，促進管理層與員工之間的雙向溝通。利用內聯網站之「權智短訊」、權智報及電郵等溝通途徑，管理層可以向各階層員工發放公司之資訊，而員工之間亦可以相互分享資料訊息及工作經驗。本集團鼓勵員工踴躍表達意見及觀感，並提出各方面建議。本集團亦會定期推行員工意見調查，以協助管理層了解員工所關注之事宜，以便採取適當行動予以改進。本集團有良好的晉升制度，可以發掘具潛質之員工，並幫助員工的事業發展。

PERSONAL COMMUNICATION PRODUCTS (continued)

Outlook

In the financial year of 2010–2011, the SBU will continue to strengthen the development of vertical markets and expand the ODM business. The SBU will focus on the expansion of its client base and on the improvement of the competitiveness of its products.

As for the POS PDA business, the SBU aims to increase its revenue by strengthening its partnership with its European customers and by developing the American markets. The SBU will also launch new products to meet the customers' needs. The SBU will also strive to acquire new stable customers of ODM business this year, with a view to achieving stable growth in business.

The SBU is facing the challenge of higher operating costs owing to stringent supply in and the accompanying increase in price of parts and components on one hand, and the increasing manufacturing costs on the others. The SBU will strive to increase the product competitiveness by continuing its efforts in containing the material and production costs and in enhancing the product quality and supporting services to customers.

EMPLOYEES RELATIONS

As at 31st March, 2010, the Group has on its payroll 244 (2009: 262) employees in Hong Kong, 2,360 (2009: 2,437) employees in the People's Republic of China and 13 (2009: 11) employees in Japan, representing a decrease of about 7%, a decrease of about 3% and an increase of 18% respectively as compared with prior year. In addition to salary remuneration and usual fringe benefits such as annual leave, medical insurance and provident fund, the Group also provides Share Incentive Plans for executive directors and senior staff.

At the beginning and in the interim of every financial year, the Group's management holds Business Planning Meetings with its senior staff to review together the Group's past performance, as well as to discuss with them the Group's future strategic plans, policies and developments. After publication of the Group's results announcement, staff communication sessions are held to keep employees abreast of the Group's developments and also to facilitate two-way dialogue between the management and all level of employees. The management actively communicates with employees by means of "GSL SMS" through intranet, staff newsletters and emails to ensure free flow of information across different staff levels and to promote information and experience sharing. All staff are encouraged to express their views and feelings and to propose suggestions on different aspects. Employee satisfaction surveys are conducted regularly to help the senior management gauge various concerns of the staff and formulate appropriate solutions accordingly. A good promotion system is in place to identify the potential staff and help employees prepare for their career prospects.

管理層討論及分析 (續)

MANAGEMENT DISCUSSION & ANALYSIS (continued)

員工關係 (續)

本集團除有聘請專業顧問，為中層管理人員提供培訓，提升他們的問題分析及處理技巧、溝通協調技巧及團隊精神創造力外，亦有提供一系列內部培訓課程，促進各職級員工的持續發展。本集團經常鼓勵員工報讀外間的進修課程，以增進知識及提升工作能力。此外，若本集團認為有適合的課程，亦會安排員工參加，課程費用全部由本集團負責。員工也可透過本集團之「教育資助計劃」申請修讀由其他機構舉辦之培訓課程，獲取全部或部份費用之資助。

企業社會責任

本集團在經營業務時注重環境保護，並致力減少日常運作對環境所產生之不良影響。本集團位於香港的總部參與自動化垃圾收集中央系統及照明節能系統。本集團鼓勵採用再造或環保物料、回收廢紙及回收碳粉盒。此外，本集團要求供應商提供、付運及／或供應予本集團的有關零件及物料需遵守及遵照歐盟的「電器及電子設備所含有毒物質限制」(RoHS)指令、「電器及電子設備廢料」(WEEE)指令、「化學物質登記、評估、授權及管制法」(REACH)及其他準則。

本集團已於二零零零年成功合併ISO9001品質管理系統及ISO14001環境管理系統，以加強行政效率。獨立審核員定期進行現場審核，以確保本集團符合規定標準，並有持續改善。本集團亦組織內部審核員定期進行審核。本集團已提升環境管理系統至符合新的ISO14001：2004標準。

在關心社會方面，本集團參與由救世軍舉辦的「愛心利是日2010」籌款活動，鼓勵同事捐出利是錢以支持機構的慈善服務。

EMPLOYEES RELATIONS (continued)

The Group has appointed a number of professional training consultants to run workshops for improving mid-level management executives' problem solving skills, communication skills and team spirit building technique. Other in-house training programmes have also been organized to continuously develop the capabilities of all levels of the staff. Moreover, employees are encouraged to take outside programmes to acquire additional knowledge and upgrade their skills. Staff may be nominated for attending selected training schemes with full sponsorship. Employees who are interested in other unselected courses may still apply for the full or partial subsidies through the Group's Education Subsidizing Scheme.

CORPORATE SOCIAL RESPONSIBILITY

The Group's concern for the environment begins with its own operations. The Group's headquarter in Hong Kong participated the centralized automatic refuse collection system and lighting control system. The Group encourages the adoption of recycled or environmentally responsible materials as well as paper and toner cartridges recycling. Besides, the Group requests any relevant parts or materials delivered, provided and/or supplied by the suppliers shall comply with and observe Directive of the European Parliament and of the Council on the restriction of the use of certain hazardous substances in electrical and electronic equipment (RoHS), Directive of the European Parliament and of the Council on waste electrical and electronic equipment (WEEE), Directive of the European Parliament and of the Council on registration, evaluation, authorisation and restriction of chemicals (REACH) and other standards.

In order to enhance the administrative efficiency, the ISO9001 Quality Management System and ISO14001 Environmental Management System have been combined since 2000. On-site surveillance assessment is conducted regularly by independent assessors to ensure compliance and continual improvement. Internal audit teams have been organised to perform compliance audit on an on-going basis. The Group has upgraded the environmental management system to attain the new ISO14001:2004 standard.

As to care for the Community, the Group participate in "Lai See Day 2010" organized by The Salvation Army and we encourage colleagues to donate Lai See packets to support the charity work of the organization.

企業管治報告

CORPORATE GOVERNANCE REPORT

本公司致力達到高水平企業管治以確保本公司股東之權益。

企業管治常規

截至二零一零年三月三十一日止財政年度內，本公司一直遵守香港聯合交易所有限公司證券上市規則（「上市規則」）附錄14所載之企業管治常規守則（「守則」）。只有守則之守則條文E.1.2的第一句前部分存有差異。

根據守則之守則條文E.1.2的第一句，董事會主席應出席股東週年大會，並安排審核委員會、薪酬委員會及提名委員會（視何者適用而定）的主席，或在該等委員會的主席缺席時由另一名委員（或如該名委員未能出席，則其適當委任的代表）在股東週年大會上回答提問。本公司董事會主席及薪酬委員會主席譚偉豪博士太平紳士因私人事務未能出席本公司於二零零九年九月四日舉行之股東週年大會。譚博士已安排另一名董事會成員及薪酬委員會委員出席股東週年大會並在股東週年大會上回答提問。

董事之證券交易

本公司已採納上市規則附錄10所載有關董事進行證券交易之標準守則（「標準守則」），以不遜於標準守則之條款，作為其有關董事進行證券交易之行為守則。本公司已為其有關董事進行證券交易之行為守則根據標準守則最近修訂之規則作出修訂。經向所有董事作出特定查詢後，於截至二零一零年三月三十一日止財政年度內所有董事已遵守標準守則之要求。

The Company is committed to achieving a high standard of corporate governance practices with a view to protecting the interests of all of its shareholders.

CORPORATE GOVERNANCE PRACTICES

The Company has complied with the Code on Corporate Governance Practices (the “Code”) throughout the financial year ended 31st March, 2010 as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) with deviation from the first part of the first sentence of the code provision E.1.2 of the Code.

Under the first sentence of the code provision E.1.2 of the Code, the chairman of the board should attend the annual general meeting and arrange for the chairmen of the audit, remuneration and nomination committees (as appropriate) or in the absence of the chairman of such committees, another member of the committee or failing this his duly appointed delegate, to be available to answer questions at the annual general meeting. Dr. Tam Wai Ho, Samson JP, the chairman of the Board and the chairman of the Remuneration Committee, was unable to attend the annual general meeting of the Company held on 4th September, 2009 due to personal engagement. Dr. Tam has arranged the other members of the Board and Remuneration Committee to attend the annual general meeting and to be available to answer questions at the annual general meeting.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors set out in Appendix 10 to the Listing Rules (the “Model Code”) on terms no less exactly than the required standard set out in the Model Code as its code of conduct regarding securities transactions by the directors. In compliance with the recent amendments to the requirements of the Model Code, the Company has amended its code of conduct regarding securities transactions by the directors accordingly. Having made specific enquiry of all directors, all directors have complied with the required standard set out in the Model Code throughout the financial year ended 31st March, 2010.

董事會

本公司董事會現時由十名董事組成，包括七名執行董事譚偉豪博士太平紳士(主席)、譚偉棠先生(董事總經理)、譚梅嘉慧女士、大谷和廣先生、李冠雄先生、霍定洋博士及陸翠容女士；及三名獨立非執行董事容永祺先生榮譽勳章，太平紳士、何國成先生及王幹文先生。於截至二零一零年三月三十一日止財政年度內，羅志聰先生辭任本公司之非執行董事，自二零一零年一月一日生效。除上文披露外，董事會的組成並無任何變動。

董事會定期舉行會議，每年最少召開四次會議，大約每季一次。召開董事會定期會議通告均於會議前至少十四天發出予所有董事，以讓所有董事有機會騰空出席。會議的議程及相關文件至少在會議日期三天前送出以讓所有董事有機會將討論事項納入董事會定期會議議程。董事會會議記錄之初稿均於確定前之合理時段內發送全體董事，供董事表達意見。會議上董事所考慮事項及達致的決定已足夠詳細地記錄於會議記錄內。

於截至二零一零年三月三十一日止財政年度內，董事會已舉行四次會議，各董事個別之出席率如下：

THE BOARD

Currently, the Board of the Company comprises ten directors, including seven executive directors, namely Dr. Tam Wai Ho, Samson JP (Chairman), Mr. Tam Wai Tong, Thomas (Managing Director), Mrs. Tam Mui Ka Wai, Vivian, Mr. Kazuhiro Otani, Mr. Lee Koon Hung, Dr. Fok Ting Yeung, James and Ms. Luk Chui Yung, Judith; and three independent non-executive directors, namely Mr. Yung Wing Ki, Samuel MH, JP, Mr. Ho Kwok Shing, Harris and Mr. Wong Kon Man, Jason. During the financial year ended 31st March, 2010, Mr. Lo Chi Chung, William resigned as a non-executive director of the Company with effect from 1st January, 2010. Save as disclosed herein, there has been no change as to the composition of the Board.

The Board meets regularly and board meetings are held at least four times a year at approximately quarterly intervals. Notices of regular board meetings are served to all directors at least fourteen days before the meetings to ensure that all directors are given the opportunity to attend. Agenda and accompanying board papers are sent out to all directors at least three days in advance to ensure that all directors are given the opportunity to include matters in the agenda for regular board meetings. Draft minutes of board meetings are circulated to all directors for comment within a reasonable time prior to confirmation. Minutes are recorded in sufficient detail the matters considered by the Board and decisions reached.

During the financial year ended 31st March, 2010, four board meetings were held and the individual attendance of each director is set out below:

		出席會議次數 Number of meetings attended
執行董事	Executive Directors	
譚偉豪太平紳士(主席)	Tam Wai Ho, Samson JP (Chairman)	4/4
譚偉棠(董事總經理)	Tam Wai Tong, Thomas (Managing Director)	4/4
譚梅嘉慧	Tam Mui Ka Wai, Vivian	4/4
大谷和廣	Kazuhiro Otani	4/4
李冠雄	Lee Koon Hung	4/4
霍定洋	Fok Ting Yeung, James	4/4
陸翠容	Luk Chui Yung, Judith	4/4
非執行董事	Non-executive Director	
羅志聰 (於二零一零年一月一日辭任)	Lo Chi Chung, William (resigned with effect from 1st January, 2010)	2/3
獨立非執行董事	Independent non-executive Directors	
容永祺榮譽勳章，太平紳士	Yung Wing Ki, Samuel MH, JP	3/4
何國成	Ho Kwok Shing, Harris	4/4
王幹文	Wong Kon Man, Jason	4/4

董事會 (續)

董事會負責制定本集團之整體策略及政策、檢討及監察本集團之財務表現，包括編製及批准財務報表及監管管理層之日常營運工作，考慮本集團在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算又是否充足。管理層獲授權以處理日常業務運作及行政事宜。

按上市規則第3.10(1)及(2)條之規定，本公司已委任足夠數目的獨立非執行董事，以及其中一名具備適當會計或有關財務管理專長的獨立非執行董事。董事會已收到各獨立非執行董事根據上市規則第3.13條就其獨立性而作出的年度確認函。

譚偉豪博士太平紳士與譚偉棠先生之關係為兄弟。譚偉豪博士太平紳士與譚梅嘉慧女士之關係為夫婦。李冠雄先生與陸翠容女士之關係為夫婦。除此披露外，董事會成員之間並無存在包括財務、業務、家屬或其他重大／相關的關係。

本公司已成立五個委員會，包括薪酬委員會、審核委員會、企業風險管理委員會、執行管理委員會及優先認股權委員會。董事會已轉授權力予各委員會以協助董事會履行其職務及監控本集團特定範疇之事務。請參閱下列各委員會的職責及功能之詳情。

主席及行政總裁

本公司之主席及董事總經理分別為譚偉豪博士太平紳士及譚偉棠先生。主席及董事總經理的角色已明確分開以及並非由同一名人士出任。主席主要負責管理董事會，董事總經理主要負責管理本公司之業務。另外，主席專責本集團之整體規劃及財務管理，董事總經理則專責本集團產品之整體市場推廣及營銷策略。

THE BOARD (continued)

The Board is responsible for formulating the overall strategies and policies of the Group, reviewing and monitoring its financial performance, including preparing and approving financial statements and overseeing operational matters of the management, considering the adequacy of resources, qualifications and experience of staff of the Group's accounting and financial reporting function and their training programmes and budget. Daily business operations and administration functions are delegated to the management.

Pursuant to Rules 3.10(1) and (2) of the Listing Rules, sufficient number of independent non-executive directors have been appointed with one of them has appropriate accounting or related financial management expertise. The Board has received annual confirmation of independence from the independent non-executive directors as required under Rule 3.13 of the Listing Rules.

The relationship between Dr. Tam Wai Ho, Samson JP and Mr. Tam Wai Tong, Thomas is brothers. Mrs. Tam Mui Ka Wai, Vivian is the wife of Dr. Tam Wai Ho, Samson JP. The relationship between Mr. Lee Koon Hung and Ms. Luk Chui Yung, Judith is husband and wife. Save for these relationships, there are no other financial, business, family or other material/relevant relationships among members of the Board.

Currently, the Company has set up five committees including Remuneration Committee, Audit Committee, Risk Management Committee, Executive Management Committee and Share Option Committee. Each committee is delegated with various responsibilities by the Board in assisting the Board in the discharge of its duties and to administer particular aspects of the Group's activities. Details of the role and function of each committee are summarized below.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Chairman and the Managing Director are Dr. Tam Wai Ho, Samson JP and Mr. Tam Wai Tong, Thomas respectively. The roles of the Chairman and the Managing Director are clearly segregated and are not exercised by the same individual. The Chairman's principal responsibility is to manage the Board and the Managing Director's principal responsibility is to manage the Company's business. In particular, the Chairman is responsible for the Group's corporate planning and financial management whereas the Managing Director is responsible for the overall marketing and sales strategies of the Group's products.

非執行董事

各非執行董事之委任為有指定任期，惟該任期須根據本公司之公司細則輪值退任及重選。

薪酬委員會

薪酬委員會於一九九六年成立。本公司已根據守則之守則條文B.1.3採納薪酬委員會的職權範圍。薪酬委員會成員包括執行董事譚偉豪博士太平紳士（薪酬委員會主席）及兩名獨立非執行董事何國成先生及王幹文先生。

薪酬委員會專責向董事會提出關於本公司薪酬制度及釐定本公司董事及高級行政人員薪酬的建議。薪酬委員會每年最少舉行一次會議以檢討本公司執行董事及高級行政人員之薪酬及評估執行董事之表現。在釐定及批准本公司董事及高級行政人員之薪酬時，薪酬委員會將考慮各方面因素包括市場競爭力、個人表現及本公司與其業務單位之盈利能力等。

於截至二零一零年三月三十一日止財政年度內，薪酬委員會已舉行一次會議，以批准本公司執行董事及高級行政人員之薪金調整事宜。各成員之出席率如下：

NON-EXECUTIVE DIRECTOR

The term of appointment of each of the non-executive directors are fixed for a specific term, and shall be subject to retirement by rotation and re-election in accordance with the Company's Bye-laws.

REMUNERATION COMMITTEE

The Remuneration Committee was established in 1996. The Company has adopted terms of reference in compliance with code provision B.1.3 of the Code. The Remuneration Committee comprises an executive Director, namely Dr. Tam Wai Ho, Samson JP (Chairman of the Remuneration Committee) and two independent non-executive Directors, namely Mr. Ho Kwok Shing, Harris and Mr. Wong Kon Man, Jason.

The Remuneration Committee is responsible for making recommendations to the Board on the Company's policy and structure in relation to remuneration of directors and senior management of the Company. It schedules to meet at least once a year for reviewing the remuneration of the executive directors and senior management of the Company and assessing performance of executive directors. In determining and approving the remuneration of directors and senior management of the Company, the Remuneration Committee shall consider factors such as market competitiveness, individual performance and achievement and company and divisional profitability.

The Remuneration Committee has held one meeting during the financial year ended 31st March, 2010 for approving the salary adjustment for executive directors and senior management of the Company. The attendance of each member is set out below:

		出席會議次數 Number of meetings attended
譚偉豪太平紳士	Tam Wai Ho, Samson JP	1/1
何國成	Ho Kwok Shing, Harris	1/1
王幹文	Wong Kon Man, Jason	1/1

審核委員會

審核委員會於一九九九年成立。本公司已根據守則之守則條文C.3.3採納審核委員會的職權範圍。現時審核委員會成員包括三名獨立非執行董事容永祺先生榮譽勳章，太平紳士(審核委員會主席)、何國成先生及王幹文先生。羅志聰先生已辭任本公司之審核委員會成員，自二零一零年一月一日生效。

審核委員會之主要職責包括提供獨立和專業的財務匯報意見並評估內部監控之有效性(包括本公司在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算又是否充足)及外部與內部審核之足夠性。

於截至二零一零年三月三十一日止財政年度內，審核委員會已舉行四次會議，以審閱本集團所採納的會計原則及政策，檢討並評估內部監控系統、風險管理及財務匯報事宜，並盡力確保本集團遵守所有適用法例和規則。各成員之出席率如下：

		出席會議次數 Number of meetings attended
容永祺榮譽勳章，太平紳士	Yung Wing Ki, Samuel MH, JP	4/4
何國成	Ho Kwok Shing, Harris	4/4
王幹文	Wong Kon Man, Jason	4/4
羅志聰 (於二零一零年一月一日辭任)	Lo Chi Chung, William (resigned with effect from 1st January, 2010)	2/3

審核委員會主席於每次會議後，均會於董事會會議上向董事會匯報各項討論過的重要事項，並向董事會呈交報告。為協助審核委員會履行其職責，「改善工作流程及內部審計小組」於二零零二年成立，為前線部門提供改善工作流程的意見及進行內部審計，直接向審核委員會定期提交報告。

AUDIT COMMITTEE

The Audit Committee was established in 1999. The Company has adopted terms of reference in compliance with code provision C.3.3 of the Code. Currently, the Audit Committee comprises three independent non-executive directors, namely Mr. Yung Wing Ki, Samuel MH, JP (Chairman of the Audit Committee), Mr. Ho Kwok Shing, Harris and Mr. Wong Kon Man, Jason. Mr. Lo Chi Chung, William resigned as the member of the Audit Committee of the Company with effect from 1st January, 2010.

The principal responsibilities of the Audit Committee include providing an independent and professional advice on financial reporting, and evaluating the effectiveness of internal control (including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget) and the sufficiency of external and internal audits.

During the financial year ended 31st March, 2010, the Audit Committee has held four meetings to review the accounting principles and practices adopted, discuss and evaluate internal control procedures, risk management and financial reporting matters. It also ensures that the Group complies with all applicable laws and regulations. The attendance of each member is as follows:

After each Audit Committee meeting, the Chairman of the Audit Committee will present a report to the Board which highlights any significant issues discussed in the meeting for the Board's information and consideration. To assist the Audit Committee to carry out its duties, the Process Improvement and Internal Audit Sub-committee was formed in 2002 to provide support to frontline functions in improving business operations and performing internal audit. Internal audit reports will be directly sent to the Audit Committee periodically.

企業管治報告 (續)

CORPORATE GOVERNANCE REPORT (continued)

企業風險管理委員會

企業風險管理委員會於二零零一年成立，為協助董事核查及評估各種業務運作上的風險，並制定策略及實施風險管理制度以預防及管理市場及營運風險。

執行管理委員會

執行管理委員會於二零零五年成立，訂有書面職權範圍，由董事會授權以日常管理委員會形式運作。現時執行管理委員會成員包括七名執行董事譚偉豪博士太平紳士(執行管理委員會主席)、譚偉棠先生、譚梅嘉慧女士、大谷和廣先生、李冠雄先生、霍定洋博士及陸翠容女士。

優先認股權委員會

優先認股權委員會於一九九六年成立，訂有書面職權範圍，依據本公司優先認股權計劃處理關於授予優先認股權之事宜。本公司向其董事或彼之聯繫人士授予優先認股權時，需要得到本公司之獨立非執行董事的批准。優先認股權委員會成員包括兩名執行董事譚梅嘉慧女士(優先認股權委員會主席)及李冠雄先生。

核數師酬金

於本年內，本公司核數師提供核數服務及非核數服務所得之總酬金分別為1,515,000港元及153,000港元。

董事就編製財務報表作出之責任

董事承認彼等有編製本公司財務報表的責任。本公司核數師對財務報表之責任聲明載列於本週年報告第33至第34頁之「獨立核數師報告」內。

RISK MANAGEMENT COMMITTEE

The Risk Management Committee was established in 2001 to help directors identify and assess business risks. Corresponding strategies are formulated and risk management system is implemented to prevent and manage market and operational risks.

EXECUTIVE MANAGEMENT COMMITTEE

The Executive Management Committee was established in 2005 with written terms of reference to operate as a general management committee under the authority of the Board. Currently, the Executive Management Committee comprises seven executive directors, namely Dr. Tam Wai Ho, Samson JP (Chairman of the Executive Management Committee), Mr. Tam Wai Tong, Thomas, Mrs. Tam Mui Ka Wai, Vivian, Mr. Kazuhiro Otani, Mr. Lee Koon Hung, Dr. Fok Ting Yeung, James and Ms. Luk Chui Yung, Judith.

SHARE OPTION COMMITTEE

The Share Option Committee was established in 1996 with written terms of reference to deal with issues regarding any grant of share options under the Company's share option scheme. In any case, the grant of the Company's share options to any director or his associates requires the approval of the Company's independent non-executive directors. The Share Option Committee comprises two executive directors, Mrs. Tam Mui Ka Wai, Vivian (Chairman of the Share Option Committee) and Mr. Lee Koon Hung.

AUDITORS' REMUNERATION

For the year under review, the total remuneration in respect of audit services and non-audit services provided by the Company's auditors are HK\$1,515,000 and HK\$153,000 respectively.

DIRECTORS' RESPONSIBILITIES FOR PREPARATION OF THE FINANCIAL STATEMENTS

The directors acknowledge their responsibilities for preparing the Company's financial statements. The statement of the auditors of the Company about their reporting responsibilities on the financial statements is set out in "Independent Auditors' Report" on pages 33 to 34 of the annual report.

內部監控

董事會全權負責維持本集團的內部監控。內部監控系統是為管理及消除未能履行經營目標之風險，並確保無重大錯誤陳述或損失，及提供合理但並不絕對之保證。

「改善工作流程及內部審計小組」於二零零二年成立，為前線部門提供改善工作流程的意見及進行內部審計，並直接向審核委員會定期提交報告。一份有關流程改善及內部審計範圍及工作程序、審計人員操守及權限的全面政策及準則已於二零零六年九月頒布。於每次審核委員會會議後，審核委員會主席均會於董事會會議上向各董事匯報各項討論過的重要事項，以供董事會考慮。

董事會已對本公司及其附屬公司的內部監控系統之有效性進行檢討，內部監控系統涵蓋風險管理功能及本公司重要監控範圍（包括財務、營運及合規之監控），本公司在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算又是否充足。董事會認為內部監控系統有效而充足。

投資者關係

本集團致力增強與投資者之關係，利用集團網頁內刊載之新聞稿及公佈及與投資者作電郵通訊等各種方法，以確保能全面並及時的披露相關的公司資料，增加本集團對投資界的透明度。

INTERNAL CONTROLS

The Board has overall responsibilities for internal control of the Group. The system of internal control is designed to manage and eliminate the risk of failure to achieve business objectives and can only provide reasonable but not absolute assurance against material misstatement or loss.

The Process Improvement and Internal Audit Sub-committee was formed in 2002 to provide support to frontline functions in improving business operations and performing internal audit. A comprehensive policy and standard governing the process improvement and internal audit scope and workflow, authority and integrity of the audit staff, was promulgated in September 2006. Internal audit reports will be directly sent to the Audit Committee periodically. After each Audit Committee meeting, the Chairman of the Audit Committee will address the significant internal audit findings for the Board's information and consideration.

The Board has conducted review of the effectiveness of the system of internal control of the Company and its subsidiaries which cover the review of risk management functions, the Company's material controls including financial, operational and compliance controls, the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget. The Board considered the internal control system effective and adequate.

INVESTOR RELATIONS

The Group is committed to enhancing investor relationship by increasing its transparency to the investor community. Measures to keep investors informed of the Group's latest developments comprehensively and timely include posting of press release and announcements on the Group's website and e-mail news updates.

董事及高級管理人員簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

執行董事

譚偉豪博士太平紳士，現年46歲，為本公司之主席兼本集團創辦人之一。彼專責本集團之整體規劃及財務管理。自一九九六年十一月起出任本公司薪酬委員會。彼畢業於香港中文大學，獲理學士學位，後於香港理工大學進修，獲哲學博士學位。彼於一九九二年九月獲香港工業總會頒贈「香港青年工業家獎」，並於一九九七年十一月獲選為「香港十大傑出青年」。彼現時為香港立法會議員〈資訊科技界〉、香港生產力促進局副主席、香港工業總會珠三角工業協會副主席及香港／歐盟經濟合作委員會委員。彼為本公司董事總經理譚偉棠先生之弟及本公司執行董事譚梅嘉慧女士之丈夫。

譚偉棠先生，現年48歲，為本公司之董事總經理兼本集團創辦人之一。彼專責本集團產品之整體市場推廣及營銷策略。彼持有香港理工大學電子工程文憑，在電子零部件及消費電子產品之市場推廣方面已積累逾二十五年經驗。彼於二零零一年八月獲頒贈「資本傑出科技及金融企業成就獎」之「尖端科技拓展成就獎」。彼為本公司主席譚偉豪博士太平紳士之兄長及本公司執行董事譚梅嘉慧女士之夫兄。

譚梅嘉慧女士，現年42歲，為本公司之執行董事。彼於一九九二年二月加入本集團，專責本集團人事管理、行政事務及電子出版。彼自一九九六年十一月起出任本公司優先認股權委員會。彼持有香港大學頒發之文學士學位及英國李斯特大學頒發之培訓及人力資源管理碩士學位，在管理及行政方面已積累逾二十年經驗。彼為本公司主席譚偉豪博士太平紳士之太太及本公司董事總經理譚偉棠先生之弟媳。

EXECUTIVE DIRECTORS

Dr. TAM Wai Ho, Samson JP, aged 46, is the Chairman of the Company and one of the founders of the Group. He is responsible for the Group's corporate planning and financial management. He has been one of the members of the Remuneration Committee of the Company since November 1996. He graduated from the Chinese University of Hong Kong with a Bachelor's degree in Science and later was awarded the degree of Doctor of Philosophy from the Hong Kong Polytechnic University. He received "The Young Industrialist Award of Hong Kong" awarded by the Federation of Hong Kong Industries in September 1992 and was awarded as one of the "Ten Outstanding Young Persons" in November 1997. He is a member of the Legislative Council of Hong Kong (Information Technology Functional Constituency), the Deputy Chairman of the Hong Kong Productivity Council, the Vice Chairman of PRD Council of the Federation of Hong Kong Industries and a member of The Hong Kong — European Union Business Co-operation Committee. He is the younger brother of Mr. Tam Wai Tong, Thomas, the Managing Director of the Company and the husband of Mrs. Tam Mui Ka Wai, Vivian, an Executive Director of the Company.

Mr. TAM Wai Tong, Thomas, aged 48, is the Managing Director of the Company and one of the founders of the Group. He is responsible for the overall marketing and sales strategies of the Group's products. He has a Diploma in Electronic Engineering from the Hong Kong Polytechnic University. He has over twenty-five years of experience in marketing electronic components and consumer electronic products. He received "Advanced Technology Development Award" of "Capital Magazine's Outstanding Information Technology and Financial Enterprise Awards" in August 2001. He is the elder brother of Dr. Tam Wai Ho, Samson JP, the Chairman of the Company and the brother-in-law of Mrs. Tam Mui Ka Wai, Vivian, an Executive Director of the Company.

Mrs. TAM Mui Ka Wai, Vivian, aged 42, is an Executive Director of the Company. She joined the Group in February 1992 and is responsible for human resources management, administrative matters and electronic publishing of the Group. She has been one of the members of the Share Option Committee of the Company since November 1996. She has obtained a Bachelor's degree in Arts from the University of Hong Kong and a Master's degree in Training and Human Resource Management from the University of Leicester, United Kingdom, and has over twenty years of experience in management and administration. Mrs. Tam is the wife of Dr. Tam Wai Ho, Samson JP, the Chairman of the Company and the sister-in-law of Mr. Tam Wai Tong, the Managing Director of the Company.

董事及高級管理人員簡介 (續)

DIRECTORS AND SENIOR MANAGEMENT PROFILES (continued)

執行董事 (續)

大谷和廣先生，現年49歲，於一九九七年四月加入本公司為執行董事。彼在本集團之策略性產品業務專責原件設備生產、原件設計生產，以及業務企劃，並負責集團之採購策劃。彼為本集團在日本之附屬公司株式會社グループセンス之代表取締役社長。彼持有日本的關西外國語大學頒發之外語學科文學士學位。於加入本集團前，彼在日本電子公司工作達十四年。其中自一九八七年起，彼服務於該日本公司之香港辦事處，專責電子零部件市場推廣及營銷達十年之久。

李冠雄先生，現年47歲，於一九八八年加入本集團，並於一九九八年四月獲委任為本公司之執行董事，專責本集團之個人通訊產品業務。彼自二零零三年四月起出任本公司優先認股權委員會。彼畢業於香港理工大學電子工程系，並持有亞洲國際公開大學電腦學士學位及英國華威大學工程商業管理理學碩士學位。彼在電子產品開發方面，具有二十六年之經驗。彼為本公司執行董事陸翠容女士之丈夫。

霍定洋博士，現年61歲，於一九九九年四月加入本公司為執行董事，負責本集團之策略性營運管理。彼持有香港大學頒發之工程理學士學位及哲學碩士學位，並持有英國倫敦大學頒發之哲學博士學位。彼在學術研究、工業研究、生產管理、產品開發及策略性業務發展多方面積累四十年經驗。在加入本集團前，彼在香港生產力促進局服務達十三年之久，曾任電子服務部經理、設計及自動化科副總裁及其後擔任高級副總裁。彼現為香港中文大學之電子工程系諮詢委員會委員，香港理工大學之知識管理研究中心諮詢委員會委員，香港科技協進會理事會高級副會長及製造業創匯商會副主席。

EXECUTIVE DIRECTORS (continued)

Mr. Kazuhiro OTANI, aged 49, joined the Company as Executive Director in April 1997. He is responsible for OEM/ODM business in the Strategic Product Division, corporate business planning and corporate sourcing strategy of the Group. He is the Chief Executive Officer and President of Kabushiki Kaisha Group Sense, a subsidiary of the Group in Japan. He graduated from the Kansai University of Foreign Studies in Osaka, Japan with a Bachelor of Arts in Foreign Languages, and has been working for a Japanese electronics company for fourteen years before he joined the Group. He has spent the latter ten years in the Hong Kong office of this Japanese company since 1987, being responsible for sales and marketing of electronic components such as IC, LCD, etc.

Mr. LEE Koon Hung, aged 47, joined the Group in 1988 and was appointed as Executive Director of the Company in April 1998. He is responsible for the personal communication products business of the Group. He has been one of the members of the Share Option Committee of the Company since April 2003. He graduated from the Hong Kong Polytechnic University with Higher Certificate in Electronic Engineering and obtained a Bachelor's degree in Computer Science from Asia International Open University and a Master of Science's degree in Engineering Business Management from the University of Warwick, United Kingdom. He has twenty-six years of experience in product development. He is the husband of Ms. Luk Chui Yung, Judith, an Executive Director of the Company.

Dr. FOK Ting Yeung, James, aged 61, joined the Company as Executive Director in April 1999. He is responsible for the Group's strategic operations. He holds a Bachelor of Science in Engineering and a Master of Philosophy from the University of Hong Kong, and a Doctor of Philosophy Degree from the University of London. He has forty years of experience in many areas, including academic research, industrial research, production management, product development, consulting and strategic business development. Before joining the Group, he served Hong Kong Productivity Council for thirteen years as Divisional Manager of Electronics Services Division, Branch Director of Design and Automation Branch and finally as Deputy Executive Director. He is a member of the Advisory Committee on Electronic Engineering of the Chinese University of Hong Kong, the Advisory Committee for the Knowledge Management Research Centre of Hong Kong Polytechnic University, Senior Vice President of the Council of the Hong Kong Association for the Advancement of Science and Technology and the Vice Chairman of the Manufacturing Enterprise Integration and Innovation Association.

董事及高級管理人員簡介 (續)

DIRECTORS AND SENIOR MANAGEMENT PROFILES (continued)

執行董事 (續)

陸翠容女士，現年43歲，於一九八九年加入本集團，並於二零零七年六月獲委任為本公司之執行董事，專責本集團之電子辭典業務。彼畢業於香港城市大學，獲商業管理高級文憑，在消費電子產品之市場推廣及銷售方面已積累二十一年經驗。彼為本公司執行董事李冠雄先生之太太。

獨立非執行董事

容永祺先生榮譽勳章，太平紳士，現年52歲，全國政協委員，認可財務策劃師CFP^{CM}，認證財務顧問RFC，特許財務策劃師FChFP，為美國友邦保險(百慕達)有限公司資深區域總監。彼亦為國際認證財務顧問協會之港澳區主席。彼於香港科技大學進修，獲高級管理人員國際工商管理碩士。彼於一九九五年一月加入本公司為獨立非執行董事，並自一九九九年三月起出任審核委員會。在保險業方面積累逾二十八年經驗，於一九九四年十一月獲選為「香港十大傑出青年」。彼曾為傑出青年協會主席(二零零零至二零零二年度)、香港人壽保險從業員協會會長(一九九一年度)、香港人壽保險經理協會會長(一九九五至一九九六年度)、亞太區人壽保險從業員總會聯席主席(一九九六至一九九七年度)及國際人壽保險經理協會國際委員會主席(一九九七至一九九九年度)。彼現為葵青區議會議員及香港董事學會理事兼獨立非執行董事委員會聯合召集人及香港專業及資深行政人員協會創會會長，並為多個社會服務團體及政府委員會的主席或委員。

何國成先生，現年50歲，為G2B Company Limited之董事。彼於一九九五年一月加入本公司為獨立非執行董事。彼自一九九六年十一月及一九九九年三月起分別出任本公司薪酬委員會及審核委員會。彼持有樹仁大學傳播學系文憑及香港理工大學工商管理碩士學位。彼在推廣消費電子產品方面積累逾二十七年經驗。

EXECUTIVE DIRECTORS (continued)

Ms. LUK Chui Yung, Judith, aged 43, joined the Group in 1989 and was appointed as Executive Director of the Company in June 2007. She is responsible for the electronic dictionary business in the Electronic Dictionary Division of the Group. She graduated from the City University of Hong Kong with a Higher Diploma in Business Management. She has twenty-one years of experience in marketing & sales of consumer electronic products. She is the wife of Mr. Lee Koon Hung, an Executive Director of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. YUNG Wing Ki, Samuel MH, JP, aged 52, Member of Chinese People's Political Consultative Conference — National Committee, Certified Financial Planner^{CM}, Registered Financial Consultant, Chartered Financial Practitioner, is a Senior District Director of American International Assurance Company (Bermuda) Limited. He is also the Hong Kong and Macau Chair of International Association of Registered Financial Consultants. He was awarded the International EMBA from the Hong Kong University of Science and Technology. He joined the Company as Independent Non-executive Director in January 1995 and has been one of the members of the Audit Committee since March 1999. He has over twenty-eight years of experience in insurance and received "The Ten Outstanding Young Persons Award" in November 1994. He was the Chairman of The Outstanding Young Persons' Association (2000–2002), the President of The Life Underwriter Association Hong Kong (1991), the President of the General Agents and Managers Association of Hong Kong (1995–1996), the Co-Chairman of the Asia Pacific Life Insurance Council (1996–1997) and the International Committee Chairman of GAMA International (1997–1999). He is a Council Member of Kwai Tsing District Council. He is a Council Member and a Co-Convenor of Independent Non-executive Directors Committee of The Hong Kong Institute of Directors and the Founding President of Hong Kong Professionals and Senior Executives Association. He also sits in a number of non-governmental organizations and Government committees as either chairman or committee member.

Mr. HO Kwok Shing, Harris, aged 50, is the director of G2B Company Limited. He joined the Company as an Independent Non-executive Director in January 1995. He has been the member of the Remuneration Committee and the Audit Committee of the Company since November 1996 and March 1999 respectively. He has obtained a Diploma in Journalism from the Shue Yan University and a Master's degree in Business Administration from the Hong Kong Polytechnic University. He has over twenty-seven years of experience in marketing consumer electronic products.

董事及高級管理人員簡介 (續)

DIRECTORS AND SENIOR MANAGEMENT PROFILES (continued)

獨立非執行董事 (續)

王幹文先生，現年46歲，於二零零四年九月加入本公司為獨立非執行董事及審核委員會成員，彼自二零零五年一月起出任本公司薪酬委員會。彼畢業於美國夏威夷洲立大學，並獲得工商管理學士學位主修會計學。彼為香港會計師公會及美國會計師公會會員，擁有超過十五年會計及核數經驗。王先生現為富財資本集團有限公司董事總經理。彼現為香港聯合交易所有限公司創業板上市公司百田石油國際集團有限公司之獨立非執行董事及美國證券交易所上市公司中國神舟礦業股份有限公司之獨立董事。

高級管理人員

社正勝先生，現年72歲，彼為本集團之生產部副董事總經理。彼在電子產品生產行業已積累多方面的經驗，其中包括生產個人電腦及個人數碼助理等。彼於一九九九年七月加入本集團，在加入本集團前，彼在一著名日本電子公司擔任高級管理人員達三十八年之久，並有多年在海外地區包括美國，韓國以及其他東南亞國家工作之經驗。

李志洪先生，現年52歲，為本集團附屬公司一權智掌上電腦有限公司及權智移動科技有限公司市場推廣及業務發展執行董事。彼持有東亞大學頒發之工商管理碩士學位。於二零零三年十二月加入本集團前，在推廣及製造消費電子產品方面已積累超過二十年經驗。

陳浩斌先生，現年49歲，是本集團之策略性產品業務總經理。彼畢業於英國伯明翰大學，獲電子計算機科學學士學位。彼在電子及電腦產品方面已積累逾二十四年經驗。彼於一九九三年加入本集團。

INDEPENDENT NON-EXECUTIVE DIRECTORS (continued)

Mr. WONG Kon Man, Jason, aged 46, joined the Company as an Independent Non-executive Director and a member of the Audit Committee in September 2004. He has been a member of the Remuneration Committee of the Company since January 2005. He graduated from The University of Hawaii with a Bachelor's degree in Business Administration majoring in Accounting. He is a member of the Hong Kong Institute of Certified Public Accountants and the American Institute of Certified Public Accountants and has over fifteen years of experience in accounting and auditing. At present, Mr. Wong is the Managing Director of Fortune Capital Group Limited. He is currently an independent non-executive director of Polyard Petroleum International Group Limited, a company listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited and an independent director of China Shen Zhou Mining & Resources, Inc., a company listed on the American Stock Exchange.

SENIOR MANAGEMENT

Mr. Masakatsu TSUJI, aged 72, is the Deputy Managing Director — Manufacturing of the Group. He has extensive experience in manufacturing of electronic products such as personal computers and personal digital assistants. Prior to joining the Group in July 1999, he worked for a famous Japanese electronics company as a senior management staff for thirty-eight years and has considerable overseas working experience in United States, Korea and other Southeast Asian countries.

Mr. LI Chi Hung, Francis, aged 52, is the Executive Director, Marketing and Business Development of Group Sense PDA Limited and Group Sense Mobile-Tech Limited, subsidiaries of the Group. He holds a Master's degree in Business Administration from University of East Asia. Prior to joining the Group in December 2003, he has more than twenty years of experience in marketing and manufacturing of consumer electronic products.

Mr. CHAN Ho Bun, Steve, aged 49, is the General Manager of the Group's Strategic Product Division. He graduated from University of Birmingham, United Kingdom with a Bachelor of Science in Computer Science. He has over twenty-four years of experience in the field of electronics and computer products. He joined the Group in 1993.

董事會報告

REPORT OF THE DIRECTORS

董事會呈報截至二零一零年三月三十一日止年度之週年報告及經審核財務報表。

主要業務

本公司為投資控股公司，其主要附屬公司、共同控制實體及聯營公司之主要業務分別載列於財務報表附註17、18及19。

業績及盈利分配

本集團截至二零一零年三月三十一日止年度之業績載列於第35頁之綜合全面收益表。

於本年內並無派發中期股息及董事會並不建議派發截至二零一零年三月三十一日止年度末期股息，而本集團於二零一零年三月三十一日止之保留虧損為19,137,816港元。

主要客戶及供應商

截至二零一零年三月三十一日止年度：

- (i) 本集團之最大及前五大客戶分別佔本集團之總收入約16%及51%。
- (ii) 本集團之最大及前五大供應商分別佔本集團之總採購額約27%及62%（並不包括資本性質之採購項目）。

據董事會了解，本公司之董事、其聯繫人士及任何擁有超過本公司5%股本之股東並無持有前五大客戶及前五大供應商之任何權益。

The Board present their annual report and the audited financial statements for the year ended 31st March, 2010.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The activities of its principal subsidiaries, jointly-controlled entities and associates are set out in notes 17, 18 and 19 to the financial statements respectively.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31st March, 2010 are set out in the consolidated statement of comprehensive income on page 35.

No interim dividend was paid during the year and the Board does not recommend any payment of final dividend to shareholders for the year ended 31st March, 2010. The retention of the loss of the Group as at 31st March, 2010 was HK\$19,137,816.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31st March, 2010:

- (i) The Group's largest customer and five largest customers accounted for approximately 16% and 51% respectively of the Group's total revenue.
- (ii) The Group's largest supplier and five largest suppliers accounted for approximately 27% and 62% respectively, of the Group's total purchases (not including purchases of items which are of capital nature).

According to the understanding of the Board, none of the directors, their associates or any shareholders who owned more than 5% of the Company's share capital had any interest in the five largest customers nor the five largest suppliers.

物業、廠房及設備

於本年內，本集團添置之物業裝修、傢具裝置及設備、廠房及機器、工具及工模、汽車及在建工程分別為26,896港元、1,056,988港元、4,641,774港元、2,685,469港元、573,400港元及10,876,066港元。

此等詳情及本集團於本年內之物業、廠房及設備之其他變動情況載列於財務報表附註14。

股本

本公司股本之變動詳情載列於財務報表附註33。

儲備

於本年內本公司及本集團儲備變動詳情分別載列於財務報表附註35及綜合權益變動表中。

可供分派儲備

於二零一零年三月三十一日，本公司沒有根據百慕達公司法1981(經修訂)條文計算的可供分派儲備。此外，本公司股份溢價賬合共409,710,189港元可以以繳足紅股方式派發。

PROPERTY, PLANT AND EQUIPMENT

During the year, the Group acquired leasehold improvement HK\$26,896, furniture, fixtures and equipment HK\$1,056,988, plant and machinery HK\$4,641,774, toolings and moulds HK\$2,685,469, motor vehicles HK\$573,400 and construction in progress HK\$10,876,066.

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

SHARE CAPITAL

Details of movements in the share capital of the Company are set out in note 33 to the financial statements.

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 35 to the financial statements and in the consolidated statement of changes in equity respectively.

DISTRIBUTABLE RESERVES

At 31 March 2010, the Company did not have any reserves available for distribution, calculated in accordance with the provisions of the Companies Act 1981 of Bermuda (as amended). In addition, the Company's share premium account, in the amount of HK\$409,710,189, may be distributed in the form of fully paid bonus shares.

董事會報告 (續)

REPORT OF THE DIRECTORS (continued)

董事及董事服務合約

於本年內及直至本報告日期，本公司之董事如下：

執行董事：

譚偉豪 太平紳士 (主席)

譚偉棠 (董事總經理)

譚梅嘉慧

大谷和廣

李冠雄

霍定洋

陸翠容

非執行董事：

羅志聰 (自二零一零年一月一日起辭任)

獨立非執行董事：

容永祺 榮譽勳章，太平紳士

何國成

王幹文

根據本公司之公司細則第87條，譚梅嘉慧女士、霍定洋博士、陸翠容女士及容永祺先生榮譽勳章，太平紳士均須退任，彼等各人均合資格並願膺選連任。

所有非執行董事之任期均不多於一年。

於即將舉行之股東週年大會獲建議連任之董事均無訂有任何本集團不可於一年內毋須賠償 (法定賠償除外) 而終止之服務合約。

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The directors of the Company during the year and up to the date of this report were:

Executive directors:

Tam Wai Ho, Samson JP (*Chairman*)

Tam Wai Tong, Thomas (*Managing Director*)

Tam Mui Ka Wai, Vivian

Kazuhiro Otani

Lee Koon Hung

Fok Ting Yeung, James

Luk Chui Yung, Judith

Non-executive director:

Lo Chi Chung, William (resigned with effect from 1st January, 2010)

Independent non-executive directors:

Yung Wing Ki, Samuel MH, JP

Ho Kwok Shing, Harris

Wong Kon Man, Jason

In accordance with Bye-law 87 of the Company's Bye-laws, Mrs. Tam Mui Ka Wai, Vivian, Dr. Fok Ting Yeung, James, Ms. Luk Chui Yung, Judith and Mr. Yung Wing Ki, Samuel MH, JP retire and, being eligible, offer themselves for re-election.

All non-executive directors have been appointed for a term of no more than one year.

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

董事會報告 (續)

REPORT OF THE DIRECTORS (continued)

獨立非執行董事

本公司已收到各獨立非執行董事包括容永祺先生榮譽勳章，太平紳士、何國成先生及王幹文先生根據香港聯合交易所有限公司證券上市規則（「上市規則」）第3.13條就其獨立性而作出的年度確認函，並視有關獨立非執行董事為獨立人士。

董事擁有之證券權益

於二零一零年三月三十一日，根據證券及期貨條例第352條所述之登記冊所載，或根據上市規則附錄10所載有關董事進行證券交易之標準守則（「標準守則」）向本公司及香港聯合交易所有限公司所申報，各董事及彼等之聯繫人士所擁有本公司及各聯繫公司（定義見證券及期貨條例第XV部）之股份及相關股份之權益如下：

INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of its independent non-executive directors, namely Mr. Yung Wing Ki, Samuel MH, JP, Mr. Ho Kwok Shing, Harris and Mr. Wong Kon Man, Jason, an annual confirmation of their independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and considers the independent non-executive directors to be independent.

DIRECTORS' INTERESTS IN SECURITIES

At 31st March, 2010, the interests of the directors and their associates in the shares and underlying shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register maintained by the Company under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors (the "Model Code") set out in Appendix 10 to the Listing Rules, were as follows:

所持普通股股份數目 (好倉)

Number of ordinary shares held (long position)

董事姓名 Names of directors	權益性質 Nature of interests	個人權益 Personal interests	家族權益 Family interests	其他權益 Other interests	總額 Total	佔已發行 股本之 百分比 % of issued share capital
譚偉豪 太平紳士 Tam Wai Ho, Samson JP	附註一及二 Notes 1 & 2	31,732,000	—	537,877,118	569,609,118	47.56
譚偉棠 Tam Wai Tong, Thomas	附註一及二 Notes 1 & 2	34,732,000	—	537,877,118	572,609,118	47.81
譚梅嘉慧 Tam Mui Ka Wai, Vivian	附註一 Note 1	2,300,000	—	537,877,118	540,177,118	45.10
大谷和廣 Kazuhiro Otani		2,000,000	—	—	2,000,000	0.17
李冠雄 Lee Koon Hung		1,676,000	—	—	1,676,000	0.14
陸翠容 Luk Chui Yung, Judith		550,000	—	—	550,000	0.05

董事會報告 (續)

REPORT OF THE DIRECTORS (continued)

董事擁有之證券權益 (續)

附註：

1. 此等537,877,118股股份均以Earnmill Holdings Limited之名義登記，該公司由The Samson 1992 Trust及The Thomas 1992 Trust按相同比例最終實益擁有。The Samson 1992 Trust為一項全權代管信託，其全權代管受益人包括譚偉豪博士太平紳士及其配偶譚梅嘉慧女士。The Thomas 1992 Trust為一項全權代管信託，其全權代管受益人包括譚偉棠先生及其配偶譚吳麗婉女士。譚偉豪博士太平紳士、譚梅嘉慧女士及譚偉棠先生均為Earnmill Holdings Limited之董事。
2. 以上包括由譚偉豪博士太平紳士及譚偉棠先生共同持有的25,732,000股股份。

各董事及彼等聯繫人士擁有本公司之優先認股權權益載列於董事會報告「優先認股權」內。

除上文所披露者外，於二零一零年三月三十一日，各董事或彼等之聯繫人士既無在本公司或各任何聯繫公司（定義見證券及期貨條例）之股份及相關股份中擁有任何權益或淡倉。

優先認股權

有關本公司優先認股權計劃之披露詳情載列於財務報表附註34。

董事購入股份或債券之權利

除上文所披露者外，本公司或各任何附屬公司於本年內任何時間既無作出任何安排，致令本公司董事可藉購入本公司或其他法人團體之股份或債券而獲益。

DIRECTORS' INTERESTS IN SECURITIES (continued)

Notes:

1. The 537,877,118 shares are registered in the name of Earnmill Holdings Limited, a company ultimately beneficially owned by The Samson 1992 Trust and The Thomas 1992 Trust in equal shares. The Samson 1992 Trust is a discretionary trust, the discretionary beneficiaries of which include Dr. Tam Wai Ho, Samson JP and Mrs. Tam Mui Ka Wai, Vivian (spouse of Dr. Tam Wai Ho, Samson JP). The Thomas 1992 Trust is a discretionary trust, the discretionary beneficiaries of which include Mr. Tam Wai Tong, Thomas and Mrs. Tam Ng Lai Yuen, Jocelyn (spouse of Mr. Tam Wai Tong, Thomas). Dr. Tam Wai Ho, Samson JP, Mrs. Tam Mui Ka Wai, Vivian and Mr. Tam Wai Tong, Thomas, being directors, are directors of Earnmill Holdings Limited.
2. Included above is the 25,732,000 shares which are jointly owned by Dr. Tam Wai Ho, Samson JP and Mr. Tam Wai Tong, Thomas.

The interests of the directors and their associates in the share options granted by the Company are set out in the section "Share Options" in the Report of the Directors.

Save as disclosed above, at 31st March, 2010, none of the directors or their associates had any interests or short positions in the shares and underlying shares of the Company or any of its associated corporations as defined in the SFO.

SHARE OPTIONS

The detailed disclosures relating to the Company's share option schemes are set out in note 34 to the financial statements.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Other than as disclosed above, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

董事於合約之重大權益

本公司各董事於本公司或各任何附屬公司於本年度終結或於本年內任何時間訂立之重要合約中既無直接或間接擁有重大權益。

購買、出售或贖回本公司之上市證券

本公司及其任何附屬公司於截至二零一零年三月三十一日止財政年度內既無購買、出售或贖回本公司任何上市證券。

主要股東

按遵照證券及期貨條例第336條而設立之主要股東名冊所載，於二零一零年三月三十一日，除上文披露有關若干董事之權益外，下列股東曾知會本公司擁有本公司已發行股本中的權益和淡倉：

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contracts of significance to which the Company or any of its subsidiaries was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

SUBSTANTIAL SHAREHOLDERS

At 31st March, 2010, the register of substantial shareholders kept by the Company pursuant to Section 336 of the SFO shows that other than the interests disclosed above in respect of certain directors, the following shareholders had notified the Company of relevant interests and short positions in the issued share capital of the Company:

股東名稱 Names of shareholders	所持普通股 股份數目 (好倉) Number of ordinary shares held (Long Position)	佔已發行 股本之百分比 % of issued share capital
Earnmill Holdings Limited	537,877,118 (附註一) (Note 1)	44.91
DJE Investment S.A.	72,284,000 (附註二) (Note 2)	6.04
Dr. Jens Ehrhardt Kapital AG	72,284,000 (附註二) (Note 2)	6.04
Dr. Jens Alfred Karl EHRHARDT	72,284,000 (附註二) (Note 2)	6.04

董事會報告 (續)

REPORT OF THE DIRECTORS (continued)

主要股東 (續)

附註：

1. 此等股權與上文「董事擁有之證券權益」所披露者相同。
2. DJE Investment S.A. 作為投資經理，現時擁有 72,284,000 股股份。DJE Investment S.A. 之 81% 權益乃由 Dr. Jens Ehrhardt Kapital AG 控制。而 Dr. Jens Ehrhardt Kapital AG 之 68.5% 權益則由 Dr. Jens Alfred Karl EHRHARDT 控制。因此，DJE Investment S.A.、Dr. Jens Ehrhardt Kapital AG 及 Dr. Jens Alfred Karl EHRHARDT 擁有或被視作擁有此等股份權益。

除上文所披露者外，於二零一零年三月三十一日，既無任何人士曾知會本公司擁有根據證券及期貨條例須向本公司披露的股份或相關股份之權益或淡倉。

優先購買權

本公司之公司細則或百慕達法例並無載有任何優先購買權之規定，要求本公司按比例向現有股東配售新股。

公眾持股量

根據本公司以公開途徑取得的資料及據本公司董事所知，截至二零一零年三月三十一日止年度內，本公司一直維持上市規則所訂明的公眾持股量。

董事進行證券交易之標準守則

本公司已採納標準守則，以不遜於標準守則之條款，作為其有關董事進行證券交易之行為守則。經向所有董事作出特定查詢後，於截至二零一零年三月三十一日止財政年度內所有董事已遵守標準守則之要求。

SUBSTANTIAL SHAREHOLDERS (continued)

Notes:

1. The shareholding is also included in the "Directors' Interests in Securities" disclosed above.
2. DJE Investment S.A. held 72,284,000 shares as an investment manager. DJE Investment S.A. was 81% controlled by Dr. Jens Ehrhardt Kapital AG, which was in turn 68.5% controlled by Dr. Jens Alfred Karl EHRHARDT. Therefore, DJE Investment S.A., Dr. Jens Ehrhardt Kapital AG and Dr. Jens Alfred Karl EHRHARDT were all interested or deemed to be interested in such shares.

Save as disclosed above, at 31st March, 2010, the Company had not been notified by any persons who had interests or short positions in the shares or underlying shares which would fall to be disclosed to the Company under the SFO.

PRE-EMPTIVE RIGHTS

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

PUBLIC FLOAT

The Company has maintained the prescribed public float under the Listing Rules, based on the information that is publicly available to the Company and within the knowledge of the Company's directors throughout the year ended 31st March, 2010.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as its code of conduct regarding securities transactions by the Directors on terms no less exactly than the required standard set out in the Model Code. Having made specific enquiry of all Directors, all Directors have complied with, the required standard set out in the Model Code throughout the financial year ended 31st March, 2010.

董事會報告 (續)

REPORT OF THE DIRECTORS (continued)

審核委員會

審核委員會成員包括三位獨立非執行董事容永祺先生榮譽勳章，太平紳士(審核委員會之主席)、何國成先生及王幹文先生。自二零一零年一月一日起，羅志聰先生辭任本公司之審核委員會成員。

於本年內，審核委員會已舉行四次會議，出席率達93.33%，檢討本集團所採納的會計原則及政策，內部監控系統及財務匯報事宜。審核委員會已審閱截至二零一零年三月三十一日止年度之業績。

核數師

安永會計師事務所將任滿告退，惟於本公司應屆股東週年大會上將提呈一項決議案，續聘其為本公司之核數師。

承董事會命

譚偉豪博士 太平紳士
主席

香港
二零一零年七月六日

AUDIT COMMITTEE

Currently, the Audit Committee comprises three independent non-executive directors, namely Mr. Yung Wing Ki, Samuel MH, JP (Chairman of the Audit Committee), Mr. Ho Kwok Shing, Harris and Mr. Wong Kon Man, Jason. Mr. Lo Chi Chung, William resigned as the member of the Audit Committee of the Company with effect from 1st January, 2010.

During the year, the Audit Committee has held four meetings with 93.33% attendance to review the accounting principles and practices adopted by the Group and discuss internal control and financial reporting matters. The Audit Committee has reviewed the annual results for the year ended 31st March, 2010.

AUDITORS

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

On behalf of the Board

Dr. Tam Wai Ho, Samson JP
Chairman

Hong Kong
6th July, 2010

獨立核數師報告 INDEPENDENT AUDITORS' REPORT



致權智(國際)有限公司各股東
(在百慕達註冊成立之有限公司)

本核數師行(以下簡稱「我們」)已審核載於第35頁至第138頁權智(國際)有限公司的財務報表,其中包括於二零一零年三月三十一日的綜合及公司財務狀況表,以及截止該日止年度的綜合全面收益表、綜合權益變動表和綜合現金流量表及主要會計政策概要和其他說明附註。

董事編製財務報表之責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例之披露規定,編製及真實公平地列報此等財務報表。是項責任包括設計、實施及維護與編製及真實公平地列報財務報表相關的內部控制,以確保財務報表並無重大錯誤陳述(不論其由欺詐或錯誤引起);選擇並應用適當的會計政策;及按情況作出合理的會計估計。

核數師之責任

我們的責任是根據我們的審核對此等財務報表發表意見,並按照百慕達公司法1981第90條僅向全體股東匯報我們的意見。除此之外,本報告不作其他用途。我們概不會就本報告內容向任何其他人士負責或承擔責任。

我們已根據香港會計師公會頒佈的香港核數準則進行審核。該等準則要求我們遵守道德規範,並規劃及執行審核,以合理確定此等財務報表是否存有任何重大錯誤陳述。

To the shareholders of
Group Sense (International) Limited
(Incorporated in Bermuda with limited liability)

We have audited the financial statements of Group Sense (International) Limited set out on pages 35 to 138, which comprise the consolidated and Company statements of financial position as at 31 March 2010, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

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

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

獨立核數師報告 (續)

INDEPENDENT AUDITORS' REPORT (continued)

核數師之責任 (續)

審核涉及執行情序以獲取有關財務報表所載金額及披露資料的審核憑證。所選定的程序取決於核數師的判斷，包括評估由於欺詐或錯誤而導致財務報表存有重大錯誤陳述的風險。在評估該等風險時，核數師考慮與該實體編製及真實公平地列報財務報表相關的內部控制，以按情況設計適當的審核程序，但並非旨在就該實體的內部控制是否有效發表意見。審核亦包括評價董事所採用會計政策的適當性及所作出會計估計的合理性，以及評價財務報表的整體列報方式。

我們相信，我們已獲得充足和適當的審核憑證為我們的審核意見提供基礎。

意見

我們認為，此等財務報表已根據香港財務報告準則真實公平地反映 貴公司及貴集團於二零一零年三月三十一日的財務狀況及貴集團截至該日止年度的虧損及現金流量，並已按照香港公司條例的披露規定妥善編製。

安永會計師事務所
執業會計師
中環
金融街8號
國際金融中心二期18樓

香港
二零一零年七月六日

AUDITORS' RESPONSIBILITY (continued)

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

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

OPINION

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

Ernst & Young
Certified Public Accountants
18/F, Two International Finance Centre
8 Finance Street
Central

Hong Kong
6 July 2010

綜合全面收益表

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

截至二零一零年三月三十一日止年度

For the year ended 31 March 2010

		附註 Notes	二零一零年 2010 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000
收入	REVENUE	5	663,261	752,605
銷售成本	Cost of sales		(478,275)	(580,993)
毛利	Gross profit		184,986	171,612
其他收入及收益，淨額	Other income and gains, net	5	11,480	13,130
銷售及分銷成本	Selling and distribution costs		(50,945)	(59,215)
行政支出	Administrative expenses		(86,063)	(101,604)
研究及開發支出	Research and development expenses		(79,961)	(84,669)
其他支出	Other expenses		—	(1,970)
融資成本	Finance costs	7	(24)	(8)
應佔共同控制實體虧損	Share of losses of jointly-controlled entities		(1,463)	(1,744)
稅前虧損	LOSS BEFORE TAX	6	(21,990)	(64,468)
稅項支出	Income tax expense	10	(12,942)	(279)
本年度虧損	LOSS FOR THE YEAR		(34,932)	(64,747)
其他全面收益	OTHER COMPREHENSIVE INCOME			
折算海外業務之匯兌差額	Exchange differences on translation of foreign operations		940	5,139
本年度全面虧損總額	TOTAL COMPREHENSIVE LOSS FOR THE YEAR		(33,992)	(59,608)
應佔虧損：	Loss attributable to:			
本公司股權持有人	Equity holders of the Company	11	(34,256)	(64,673)
少數股東權益	Minority interests		(676)	(74)
			(34,932)	(64,747)
應佔全面虧損總額：	Total comprehensive loss attributable to:			
本公司股權持有人	Equity holders of the Company		(33,316)	(59,554)
少數股東權益	Minority interests		(676)	(54)
			(33,992)	(59,608)
本公司普通股 股權持有人應佔 每股虧損 基本(港仙)	LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	13	(2.9)	(5.4)
攤薄(港仙)	Diluted (HK cents)		(2.9)	(5.4)

有關股息之詳情載於財務報表附註12。

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

綜合財務狀況表

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於二零一零年三月三十一日

As at 31 March 2010

			二零一零年 2010 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000
		附註 Notes		
非流動資產	NON-CURRENT ASSETS			
物業、廠房及設備	Property, plant and equipment	14	85,581	89,993
預付租賃款額	Prepaid lease payments	15	17,142	17,596
遞延開發成本	Deferred development costs	16	3,011	5,196
共同控制實體權益	Interests in jointly-controlled entities	18	13,122	9,607
聯營公司權益	Interests in associates	19	—	—
可供出售投資	Available-for-sale investments	20	26,094	26,094
應收一合資夥伴賬款	Amount due from a joint-venture partner	21	—	1,680
長期按金	Long term deposits	22	7,556	2,108
非流動資產總額	Total non-current assets		152,506	152,274
流動資產	CURRENT ASSETS			
存貨	Inventories	23	125,314	96,743
應收貿易賬款	Trade receivables	24	84,617	114,523
預付款項、按金及 其他應收賬款	Prepayments, deposits and other receivables	25	62,819	50,940
應收聯營公司賬款	Amounts due from associates	19	2,833	3,738
按公平值記入損益表 之投資	Investments at fair value through profit or loss	26	40,654	40,890
衍生金融工具	Derivative financial instruments	27	—	596
現金及現金等值項目	Cash and cash equivalents	28	201,343	227,296
流動資產總額	Total current assets		517,580	534,726
流動負債	CURRENT LIABILITIES			
應付貿易賬款及應付票據	Trade and bills payables	29	83,750	78,256
其他應付賬款及應計負債	Other payables and accruals	30	54,012	39,440
應付一共同控制實體賬款	Amount due to a jointly-controlled entity	18	—	96
應付稅款	Tax payable		37,692	24,799
衍生金融工具	Derivative financial instruments	27	35	395
附息銀行借貸	Interest-bearing bank borrowing	31	—	15,428
流動負債總額	Total current liabilities		175,489	158,414
流動資產淨值	NET CURRENT ASSETS		342,091	376,312
資產淨值	Net assets		494,597	528,586

綜合財務狀況表 (續)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

於二零一零年三月三十一日
As at 31 March 2010

			二零一零年 2010	二零零九年 2009
		附註 Notes	千港元 HK\$'000	千港元 HK\$'000
股權	EQUITY			
本公司股權持有人 應佔股權	Equity attributable to equity holders of the Company			
已發行股本	Issued capital	33	119,766	119,766
儲備	Reserves	35(a)	371,376	404,692
			491,142	524,458
少數股東權益	Minority interests		3,455	4,128
股權總額	Total equity		494,597	528,586

譚偉豪博士 太平紳士
Dr. Tam Wai Ho, Samson JP
董事
Director

譚偉棠先生
Mr. Tam Wai Tong, Thomas
董事
Director

綜合權益變動表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零一零年三月三十一日止年度

For the year ended 31 March 2010

		本公司股權持有人應佔										
		Attributable to equity holders of the Company										
		已發行股本	股份溢價賬*	優先認股權儲備*	資本贖回儲備*	特殊儲備*	匯兌波動儲備*	保留溢利／(累計虧損)*	總額	少數股東權益	股權總額	
		Issued capital	Share premium account*	Share option reserve*	Capital redemption reserve*	Special reserve*	Exchange fluctuation reserve*	Retained profits/loss)*	Total	Minority interests	Total equity	
附註	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
Note	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
	(附註33)	(附註33)	(附註34)		(附註35(a))							
	(note 33)	(note 33)	(note 34)		(note 35(a))							
於二零零八年四月一日	At 1 April 2008	119,766	409,710	2,461	419	(60,819)	32,289	79,791	583,617	1,856	585,473	
本年度全面虧損總額	Total comprehensive loss for the year	—	—	—	—	—	5,119	(64,673)	(59,554)	(54)	(59,608)	
一附屬公司少數股東注資	Capital contribution from minority shareholders of a subsidiary	—	—	—	—	—	—	—	—	2,326	2,326	
以股權支付之優先認股權安排	Equity-settled share option arrangements	34	—	395	—	—	—	—	395	—	395	
於二零零九年三月三十一日及二零零九年四月一日	At 31 March 2009 and at 1 April 2009	119,766	409,710	2,856	419	(60,819)	37,408	15,118	524,458	4,128	528,586	
本年度全面虧損總額	Total comprehensive loss for the year	—	—	—	—	—	940	(34,256)	(33,316)	(676)	(33,992)	
一附屬公司少數股東注資	Capital contribution from minority shareholders of a subsidiary	—	—	—	—	—	—	—	—	3	3	
於二零一零年三月三十一日	At 31 March 2010	119,766	409,710	2,856	419	(60,819)	38,348	(19,138)	491,142	3,455	494,597	

* 此等儲備賬包括於綜合財務狀況表之綜合儲備371,376,000港元(二零零九年: 404,692,000港元)。

* These reserve accounts comprise the consolidated reserves of HK\$371,376,000 (2009: HK\$404,692,000) in the consolidated statement of financial position.

綜合現金流量表

CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零一零年三月三十一日止年度

For the year ended 31 March 2010

			二零一零年 2010 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000
	附註 Notes			
經營業務之現金流量		CASH FLOWS FROM OPERATING		
		ACTIVITIES		
稅前虧損		Loss before tax	(21,990)	(64,468)
調整：		Adjustments for:		
融資成本	7	Finance costs	24	8
應佔共同控制實體虧損		Share of losses of jointly-controlled entities	1,463	1,744
銀行利息收入	5	Bank interest income	(2,026)	(2,816)
按公平值記入損益表 之投資利息收入	5	Interest income from investments at fair value through profit or loss	(2,676)	(2,682)
可供出售投資 股息收入	5	Dividend income from available-for-sale investments	(628)	(824)
出售物業、廠房及設備 項目(租賃物業除外)之 虧損/(收益)，淨額	6	Loss/(gain) on disposal of items of property, plant and equipment (other than a leasehold property), net	559	(366)
按公平值記入損益表之 投資之公平值 虧損，淨額	5	Fair value losses on investments at fair value through profit or loss, net	236	479
公平值虧損/(收益)，淨額：		Fair value losses/(gains), net:		
衍生金融資產	5	Derivative financial assets	—	(3,974)
衍生金融負債	5	Derivative financial liabilities	97	2,517
折舊	6	Depreciation	21,611	30,107
預付租賃款額之確認	6	Recognition of prepaid lease payments	454	454
遞延開發成本攤銷	6	Amortisation of deferred development costs	2,947	4,289
物業、廠房及設備 項目減值	6	Impairment of items of property, plant and equipment	—	1,362
應收聯營公司賬款 減值	6	Impairment of amounts due from associates	—	1,970
應收貿易賬款減值，淨額	6	Impairment of trade receivables, net	—	805
存貨撥備	6	Provision for inventories	9,819	8,132
以股權支付之優先 認股權支出	6	Equity-settled share option expense	—	395
			9,890	(22,868)

綜合現金流量表 (續)

CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

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

		二零一零年 2010 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000
	附註 Notes		
存貨(增加)/減少	(Increase)/decrease in inventories	(38,390)	11,109
應收貿易賬款減少	Decrease in trade receivables	29,906	31,422
預付款項、按金及其他 應收賬款增加	Increase in prepayments, deposits and other receivables	(10,106)	(6,078)
應收聯營公司賬款 減少/(增加)	Decrease/(increase) in amounts due from associates	905	(5,453)
應付貿易賬款及應付 票據增加/(減少)	Increase/(decrease) in trade and bills payables	5,494	(28,822)
其他應付賬款及應計 負債增加/(減少)	Increase/(decrease) in other payables and accruals	14,572	(10,374)
應付一共同控制實體 賬款(減少)/增加	(Decrease)/increase in an amount due to a jointly-controlled entity	(96)	96
衍生金融資產之減少	Decrease in derivative financial assets	596	3,329
衍生金融負債之減少	Decrease in derivative financial liabilities	(457)	—
經營業務所產生/(使用) 之現金	Cash generated from/(used in) operations	12,314	(27,639)
已付海外稅項	Overseas taxes paid	(49)	(42)
經營業務之現金流入/ (流出)淨額	Net cash flows from/(used in) operating activities	12,265	(27,681)
投資業務之現金流量	CASH FLOWS FROM INVESTING ACTIVITIES		
利息收入	Interest received	2,026	2,816
按公平值記入損益表之 投資之利息收入	Interest received from investments at fair value through profit or loss	2,676	2,682
可供出售投資之股息收入	Dividend income from available-for-sale investments	628	824
購入物業、廠房及設備 項目	Purchases of items of property, plant and equipment	14 (19,860)	(18,241)
出售物業、廠房及設備 項目之所得款項	Proceeds from disposal of items of property, plant and equipment	2,120	1,621
增加遞延開發成本	Additions to deferred development costs	16 (762)	(3,626)
投資一共同控制實體	Investment in a jointly-controlled entity	—	(350)
應收一共同控制實體 賬款增加	Increase in an amount due from a jointly-controlled entity	(4,978)	—
應收一合資夥伴賬款增加	Increase in an amount due from a joint-venture partner	(93)	(93)
長期按金(增加)/減少	(Increase)/decrease in long term deposits	(5,448)	78
投資業務之現金流出淨額	Net cash flows used in investing activities	(23,691)	(14,289)

綜合現金流量表 (續)

CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

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

		二零一零年 2010 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000
	附註 Notes		
融資業務之現金流量	CASH FLOWS FROM FINANCING ACTIVITIES		
融資成本	Finance costs	(24)	(8)
新造銀行貸款	New bank loans	—	15,428
償還銀行貸款	Repayment of bank loans	(15,428)	(2,594)
一附屬公司少數股東注資	Capital injection from a minority shareholder of a subsidiary	3	2,326
融資業務之現金 (流出)/ 流入淨額	Net cash flows (used in)/from financing activities	(15,449)	15,152
現金及現金等值項目之 減少淨額	NET DECREASE IN CASH AND CASH EQUIVALENTS	(26,875)	(26,818)
年初之現金及現金等值項目	Cash and cash equivalents at beginning of year	227,296	252,165
外幣匯率變更調整，淨額	Effect of foreign exchange rate changes, net	922	1,949
年終之現金及現金等值項目	CASH AND CASH EQUIVALENTS AT END OF YEAR	201,343	227,296
現金及現金等值項目 結餘分析	ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS		
現金及銀行結餘	Cash and bank balances	79,311	105,696
購入原有少於三個月內 到期之非抵押定期存款	Non-pledged time deposits with original maturity of less than three months when acquired	122,032	121,600
於綜合財務狀況表 及綜合現金流量表列賬之 現金及現金等值項目	Cash and cash equivalents as stated in the consolidated statement of financial position and consolidated statement of cash flows	201,343	227,296

財務狀況表

STATEMENT OF FINANCIAL POSITION

於二零一零年三月三十一日
As at 31 March 2010

			二零一零年 2010 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000
		附註 Notes		
非流動資產	NON-CURRENT ASSETS			
附屬公司權益	Interests in subsidiaries	17	687,237	719,246
流動資產	CURRENT ASSETS			
應收附屬公司賬款	Due from subsidiaries	17	3,000	3,000
預付款項、按金及其他	Prepayments, deposits and other receivables			
應收賬款		25	308	308
現金及銀行結餘	Cash and bank balances	28	197	188
流動資產總額	Total current assets		3,505	3,496
流動負債	CURRENT LIABILITIES			
應計負債	Accruals	30	476	526
應付稅款	Tax payable		780	780
流動負債總額	Total current liabilities		1,256	1,306
流動資產淨值	NET CURRENT ASSETS		2,249	2,190
資產總值減流動負債	TOTAL ASSETS LESS CURRENT LIABILITIES		689,486	721,436
非流動負債	NON-CURRENT LIABILITIES			
應付附屬公司賬款	Due to subsidiaries	17	195,314	194,356
資產淨值	Net assets		494,172	527,080
股權	EQUITY			
已發行股本	Issued capital	33	119,766	119,766
儲備	Reserves	35(b)	374,406	407,314
股權總額	Total equity		494,172	527,080

譚偉豪博士 太平紳士
Dr. Tam Wai Ho, Samson JP
董事
Director

譚偉棠先生
Mr. Tam Wai Tong, Thomas
董事
Director

財務報表附註

NOTES TO FINANCIAL STATEMENTS

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

1. 公司資料

權智(國際)有限公司(「本公司」)是一間於百慕達註冊成立之有限公司。本公司之主要營業地點位於香港新界沙田香港科學園科技大道西五號企業廣場六樓。

於本年內，本集團之業務涉及設計、製造及銷售各種掌上電子產品，主要為電子辭典、個人通訊產品，及製造原件設計生產產品。

2.1 編製基準

此等財務報表乃根據香港會計師公會頒佈之香港財務報告準則(「香港財務報告準則」)(其亦包括香港會計準則(「香港會計準則」)及詮釋)、香港公認會計原則及香港公司條例之披露規定而編製。除若干按公平值記入損益表之投資及衍生金融工具以公平值計量外，此等財務報表乃按歷史成本法編製。此等財務報表均以港元列值，除另有指明外，所有金額均調整至最接近千元。

綜合基準

本綜合財務報表載有本公司及其附屬公司(統稱「本集團」)於截至二零一零年三月三十一日止年度之財務報表。附屬公司之業績由收購日期(即本集團取得控制權之日期)起予以綜合，而會繼續綜合直至該控制權終止之日期止。任何可能存在差異之會計政策已相應作出調整以使之貫徹一致。本集團內所有公司間之重大交易及結餘於綜合時對銷。

少數股東權益指外界股東於本公司之附屬公司之業績及資產淨值中所佔本集團並無持有之權益。

1. CORPORATE INFORMATION

Group Sense (International) Limited (the "Company") is a limited liability company incorporated in Bermuda. The principal place of business of the Company is located at 6th Floor, Enterprise Place, No. 5 Science Park West Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong.

During the year, the Group was involved in the design, manufacture and sale of a range of electronic handheld products, primarily electronic dictionaries, personal communication products, and manufacture of original design manufacturing ("ODM") 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, except for investments at fair value through profit or loss and derivative financial instruments, which have been measured at fair value. 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. Adjustments are made to bring into line any dissimilar accounting policies that may exist. All significant intercompany transactions and balances within the Group are eliminated on consolidation.

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

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

2.2 財務政策及披露之改變

本集團於本年度財務報表內首次採納以下新制訂及經修訂香港財務報告準則：

香港財務報告準則第1號及香港會計準則第27號修訂本	香港財務報告準則第1號首次採納香港財務報告準則及香港會計準則第27號綜合及獨立財務報表—於附屬公司、共同控制實體或聯營公司之投資之修訂
香港財務報告準則第2號修訂本	香港財務報告準則第2號以股份為基礎支付—歸屬條件及註銷之修訂
香港財務報告準則第7號修訂本	香港財務報告準則第7號金融工具：披露—改善有關金融工具之披露之修訂
香港財務報告準則第8號香港會計準則第1號(經修訂)	經營分類財務報表之呈報
香港會計準則第18號修訂本*	香港會計準則第18號收入—釐訂一實體是作為當事人或代理的附錄之修訂
香港會計準則第23號(經修訂)	貸款成本
香港會計準則第32號及香港會計準則第1號修訂本	香港會計準則第32號金融工具：呈報及香港會計準則第1號財務報表之呈報—可沽金融工具及清盤時產生之責任之修訂
香港(國際財務報告詮釋委員會)詮釋第9號及香港會計準則第39號修訂本	香港(國際財務報告詮釋委員會)—詮釋第9號重估嵌入式衍生工具及香港會計準則第39號金融工具：確認及計量—嵌入式衍生工具之修訂
香港(國際財務報告詮釋委員會)詮釋第13號	客戶忠誠計劃

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.

HKFRS 1 and HKAS 27 Amendments	Amendments to HKFRS 1 <i>First-time Adoption of HKFRSs</i> and HKAS 27 <i>Consolidated and Separate Financial Statements — Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate</i>
HKFRS 2 Amendments	Amendments to HKFRS 2 <i>Share-based Payment — Vesting Conditions and Cancellations</i>
HKFRS 7 Amendments	Amendments to HKFRS 7 <i>Financial Instruments: Disclosures — Improving Disclosures about Financial Instruments</i>
HKFRS 8 HKAS 1 (Revised)	<i>Operating Segments</i> <i>Presentation of Financial Statements</i>
HKAS 18 Amendment*	Amendment to Appendix to HKAS 18 <i>Revenue — Determining whether an entity is acting as a principal or as an agent</i>
HKAS 23 (Revised)	<i>Borrowing Costs</i>
HKAS 32 and HKAS 1 Amendments	Amendments to HKAS 32 <i>Financial Instruments: Presentation</i> and HKAS 1 <i>Presentation of Financial Statements — Puttable Financial Instruments and Obligations Arising on Liquidation</i>
HK(IFRIC)-Int 9 and HKAS 39 Amendments	Amendments to HK(IFRIC)-Int 9 <i>Reassessment of Embedded Derivatives</i> and HKAS 39 <i>Financial Instruments: Recognition and Measurement — Embedded Derivatives</i>
HK(IFRIC)-Int 13	<i>Customer Loyalty Programmes</i>

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

2.2 財務政策及披露之改變 (續)

香港(國際財務報告詮釋委員會)詮釋第15號	房地產建築協議
香港(國際財務報告詮釋委員會)詮釋第16號	海外業務投資淨額之對沖
香港(國際財務報告詮釋委員會)詮釋第18號	來自客戶之資產轉讓(自二零零九年七月一日起採納)
香港財務報告準則之改善(二零零八年十月)**	多項香港財務報告準則之修訂

* 包括二零零九年香港財務報告準則之改善(於二零零九年五月發行)。

** 除於二零零九年七月一日後開始之年度期間開始生效之香港財務報告準則第5號持有待售及終止經營的非流動性資產—計劃出售附屬公司的控制權益外，本集團已採納所有於二零零八年十月發行之香港財務報告準則之改善。

除下述有關香港會計準則第1號(經修訂)、香港財務報告準則第7號、香港財務報告準則第8號、香港會計準則第18號修訂本及香港財務報告準則之改善外，採納新制訂及經修訂香港財務報告準則並無對此等財務報表造成重大影響及此等財務報表內採用的會計政策並沒作出重大變動。

(a) 香港財務報告準則第7號之修訂金融工具：披露—改善有關金融工具之披露

香港財務報告準則第7號修訂本要求就公平值及流動資金風險作出額外披露。有關按公平值記賬的項目的公平值計量乃透過為所有金融工具按類別設置三層公平值等級架構輸入參數進行披露。此外，目前規定須對第三層公平值計量的期初與期終結餘，以及各層間公平值計量的重大轉移進行對賬。該修訂本亦澄清與衍生交易及流動資金管理所用資產有關的流動資金風險的披露規定。公平值計量詳載於財務報表附註41。

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES (continued)

HK(IFRIC)-Int 15	<i>Agreements for the Construction of Real Estate</i>
HK(IFRIC)-Int 16	<i>Hedges of a Net Investment in a Foreign Operation</i>
HK(IFRIC)-Int 18	<i>Transfers of Assets from Customers</i> (adopted from 1 July 2009)
Improvements to HKFRSs (October 2008)**	Amendments to a number of HKFRSs

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

** 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), HKFRS 7, HKFRS 8, HKAS 18 amendment and Improvements to HKFRSs, the adoption of these new and revised HKFRSs has had no significant financial effect on these financial statements and there have been no significant changes to the accounting policies applied in these financial statements.

(a) Amendments to HKFRS 7 *Financial Instruments: Disclosures — Improving Disclosures about Financial Instruments*

The HKFRS 7 Amendments require additional disclosures about fair value measurement and liquidity risk. Fair value measurements related to items recorded at fair value are to be disclosed by sources of inputs using a three-level fair value hierarchy, by class, for all financial instruments recognised at fair value. In addition, a reconciliation between the beginning and ending balance is now required for level 3 fair value measurements, as well as significant transfers between levels in the fair value hierarchy. The amendments also clarify the requirements for liquidity risk disclosures with respect to derivative transactions and assets used for liquidity management. The fair value measurement disclosures are presented in note 41 to the financial statements.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

2.2 財務政策及披露之改變 (續)

(b) 香港財務報告準則第8號經營分類

香港財務報告準則第8號將取代香港會計準則第14號分類報告，指定實體須呈報其營運分類的資料，該分類乃根據主要營運決策人所知悉實體成份的資料，以分配資源到該分類並評估其表現。該準則亦要求披露由該分類所提供的有關產品及服務的資料、本集團營業的地理分佈及本集團來自主要客戶的收入。本集團認為根據香港財務報告準則第8號釐定的經營分類與之前根據香港會計準則第14號識別的業務分類相同。此等經修訂披露(包括經修訂的比較資料)載於財務報表附註4。

(c) 香港會計準則第1號(經修訂)財務報表的呈報

香港會計準則第1號(經修訂)引進財務報表呈列與披露的變更。經修訂的準則將擁有人與非擁有人的股權變動予以區分。權股變動表僅包括與擁有人交易的詳情，至於一切非擁有人的股權變動，則以單一行呈列。此外，這項準則引進了全面收益表，要求將一切收支項目在損益內確認，連同直接在股權內確認的一切其他已確認收支項目，以單一報表或兩份相連報表的方式呈列。本集團選擇了呈列單一報表。

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES (continued)

(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.

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

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

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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2.2 財務政策及披露之改變 (續)

- (d) 香港會計準則第18號附錄之修訂收入釐定一實體是作為當事人或代理

準則所附附錄已增列指引以釐定本集團是作為當事人或是代理。須考慮本集團是否(i)主要負責提供貨品及服務、(ii)有存貨風險、(iii)擁有定價的酌情權及(iv)承擔信貸風險等特點。本集團就此等標準評估其收入安排，從而得出在所有安排中是作為當事人的結論。該修訂對本集團的財務狀況或經營業績並無影響。

- (e) 於二零零八年十月，香港會計師公會頒佈其對香港財務報告準則的首次改善，其中載列對多項香港財務報告準則修訂。除香港財務報告準則第5號之修訂本持有待售及終止經營的非流動性資產—計劃出售附屬公司的控制權益於二零零九年七月一日或之後開始之年度期間生效外，本集團已自二零零九年一月一日起採納所有修訂。儘管採納部分修訂導致會計政策變動，但此等修訂既無對本集團有重大財務影響。有關最適用於本集團的重要修訂的詳情如下：

- 香港會計準則第16號物業、廠房及設備：以「公平值與銷售成本的差額」取代「淨售價」項目，而物業、廠房及設備的可收回數額應以資產公平值減銷售成本與資產使用中價值兩者的較高者為準。

此外，在正常租賃期滿後出售的持作租賃的物業、廠房及設備，應當在租賃期滿日轉入存貨以持有待售。

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES (continued)

- (d) Amendment to Appendix to HKAS 18 Revenue — Determining whether an entity is acting as a principal or as an agent

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

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

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

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

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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2.2 財務政策及披露之改變 (續)

(e) (續)

- 香港會計準則第36號資產減值：當貼現現金流用於估計「公平值與銷售成本的差額」時，須另行披露（如所用貼現率及增長率），與貼現現金流用於估計「使用中價值」時要求的披露一致。

2.3 已頒布但尚未生效之香港財務報告準則

本集團在編製此等財務報表時尚未採用下列已頒佈但尚未生效的新制訂和經修訂的香港財務報告準則。

香港財務報告準則第1號 (經修訂)	首次採納香港財務報告準則 ¹
香港財務報告準則第1號 修訂本	對香港財務報告準則第1號首次採納香港財務報告準則—首次採納者之額外豁免之修訂 ²
香港財務報告準則第2號 修訂本	對香港財務報告準則第2號以股份為基礎支付—集團以現金結算之股份支付交易之修訂 ²
香港財務報告準則第3號 (經修訂)	業務合併 ¹
香港財務報告準則第9號	金融工具 ⁶
香港會計準則第24號 (經修訂)	關連人士披露 ⁵
香港會計準則第27號 (經修訂)	綜合及獨立財務報表 ¹
香港會計準則第32號 修訂本	對香港會計準則第32號金融工具：呈報—供股權的分類之修訂 ³
香港會計準則第39號 修訂本	對香港會計準則第39號金融工具：確認與計量—合資格對沖項目之修訂 ¹

2.2 CHANGES IN ACCOUNTING POLICY AND DISCLOSURES (continued)

(e) (continued)

- HKAS 36 *Impairment of Assets*: when discounted cash flows are used to estimate “fair value less costs to sell”, additional disclosures (e.g., discount rate and growth rate used) are required which are consistent with the disclosures required when the discounted cash flows are used to estimate “value in use”.

2.3 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)	<i>First-time Adoption of Hong Kong Financial Reporting Standards</i> ¹
HKFRS 1 Amendments	<i>Amendments to HKFRS 1 First-time Adoption of Hong Kong Financial Reporting Standards — Additional Exemptions for First-time Adopters</i> ²
HKFRS 2 Amendments	<i>Amendments to HKFRS 2 Share-based Payment — Group Cash-settled Share-based Payment Transactions</i> ²
HKFRS 3 (Revised)	<i>Business Combinations</i> ¹
HKFRS 9	<i>Financial Instruments</i> ⁶
HKAS 24 (Revised)	<i>Related Party Disclosures</i> ⁵
HKAS 27 (Revised)	<i>Consolidated and Separate Financial Statements</i> ¹
HKAS 32 Amendment	<i>Amendment to HKAS 32 Financial Instruments: Presentation — Classification of Rights Issues</i> ³
HKAS 39 Amendment	<i>Amendment to HKAS 39 Financial Instruments: Recognition and Measurement — Eligible Hedged Items</i> ¹

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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2.3 已頒布但尚未生效之香港財務報告準則 (續)

香港(國際財務報告詮釋委員會)詮釋第14號修訂本	對香港(國際財務報告詮釋委員會)詮釋—第14號最低資金需求預付款之修訂 ⁵
香港(國際財務報告詮釋委員會)詮釋第17號	向擁有人分派非現金資產 ¹
香港(國際財務報告詮釋委員會)詮釋第19號	以股權工具清償財務負債 ⁴
於二零零八年十月發行包含內對香港財務報告準則改善之香港財務報告準則第5號之修訂	對香港財務報告準則第5號持有待售及終止經營的非流動性資產—計劃出售附屬公司的控制權益之修訂 ¹
香港詮釋第4號(於二零零九年十二月經修訂)	租賃—就香港土地租賃確定租期長短 ²

除上述者外，香港會計師公會亦頒佈對香港財務報告準則2009的改善及香港財務報告準則2010的改善，當中載列對多項香港財務報告準則作出之修訂及過渡條文。於香港財務報告準則2009的改善，香港財務報告準則第2號、香港會計準則第38號、香港(國際財務報告詮釋委員會)—詮釋第9號及香港(國際財務報告詮釋委員會)—詮釋第16號之修訂於二零零九年七月一日或之後開始的年度期間生效，而香港財務報告準則第5號、香港財務報告準則第8號、香港會計準則第1號、香港會計準則第7號、香港會計準則第17號、香港會計準則第36號及香港會計準則第39號之修訂均於二零一零年一月一日或之後開始的年度期間生效。於香港財務報告準則2010的改善，香港財務報告準則第3號之修訂及香港會計準則第27號之修訂之過渡條文均於二零一零年七月一日或之後開始的年度期間生效，而香港財務報告準則第1號、香港財務報告準則第7號、香港會計準則第1號、香港會計準則第34號及香港(國際財務報告詮釋委員會)—詮釋第13號均於二零一一年一月一日或之後開始的年度期間生效，惟各項準則或詮釋均就有關修訂各自設有過渡條文。

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

HK(IFRIC)-Int 14 Amendments	Amendments to HK(IFRIC)-Int 14 <i>Prepayments of a Minimum Funding Requirement</i> ⁵
HK(IFRIC)-Int 17	<i>Distributions of Non-cash Assets to Owners</i> ¹
HK(IFRIC)-Int 19	<i>Extinguishing Financial Liabilities with Equity Instruments</i> ⁴
Amendments to HKFRS 5 included in <i>Improvements to HKFRSs</i> issued in October 2008	Amendments to HKFRS 5 <i>Non-current Assets Held for Sale and Discontinued Operations — Plan to Sell the Controlling Interest in a Subsidiary</i> ¹
HK Interpretation 4 (Revised in December 2009)	<i>Leases — Determination of the Length of Lease Term in respect of Hong Kong Land Leases</i> ²

Apart from the above, the HKICPA has issued *Improvements to HKFRSs 2009* and *Improvements to HKFRSs 2010* which sets out amendments and transition requirements for amendments to a number of HKFRSs. For *Improvements to HKFRSs 2009*, 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. For *Improvements to HKFRSs 2010*, the amendments to HKFRS 3 and transition requirements for amendments arising as a result of HKAS 27 are effective for annual periods beginning on or after 1 July 2010 while the amendments to HKFRS 1, HKFRS 7, HKAS 1, HKAS 34 and HK(IFRIC)-Int 13 are effective for annual periods beginning on or after 1 January 2011 although there are separate transitional provisions for each standard or interpretation.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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2.3 已頒布但尚未生效之香港財務報告準則 (續)

- ¹ 於二零零九年七月一日或之後開始的年度期間生效
- ² 於二零一零年一月一日或之後開始的年度期間生效
- ³ 於二零一零年二月一日或之後開始的年度期間生效
- ⁴ 於二零一零年七月一日或之後開始的年度期間生效
- ⁵ 於二零一一年一月一日或之後開始的年度期間生效
- ⁶ 於二零一三年一月一日或之後開始的年度期間生效

本集團正就此等新制訂及經修訂香港財務報告準則於初始採納時的影響作出評估。目前本集團認為此等新制訂及經修訂香港財務報告準則不大可能令本集團的經營業績及財務狀況造成重大影響。

2.4 主要會計政策概要

附屬公司

附屬公司指本公司可直接或間接控制其財政及營運政策而從其業務中獲利之實體。

附屬公司之業績按已收及應收股息計入本公司收益表。本公司於附屬公司之權益按成本減任何減值虧損入賬。

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

- 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 these new and revised HKFRSs are unlikely to have a significant impact on the Group's results of operations and financial position.

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Subsidiaries

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

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

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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2.4 主要會計政策概要 (續)

非金融資產減值 (商譽除外)

倘有跡象顯示出現減值或須就資產 (不包括存貨、金融資產及商譽) 進行年度減值測試，則會估計該資產之可收回金額。資產之可收回金額為該資產或現金產生單位之使用價值及其公平值減銷售成本 (以較高者為準)，並就個別資產而確定，除非有關資產並無產生在頗大程度上獨立於其他資產或資產類別之現金流入，在此情況下，可收回金額就資產所屬之現金產生單位而確定。

減值虧損僅於資產之賬面值超逾其可收回金額時確認。於評估使用價值時，估計未來現金流量按可反映現時市場評估之貨幣時間價值及資產特定風險之稅前貼現率貼現至現值。減值虧損於產生期間內在收益表中與已減值資產功能一致之支出類別內扣除。惟倘若資產按重估值列賬，則按照該重估資產之相關會計政策處理減值虧損。

於各報告期末須評估有否跡象顯示過往確認減值虧損不再存在或已減少。如有該跡象存在，則會估計可收回金額。過往確認之資產 (商譽除外) 及若干金融資產減值虧損，僅會於用以釐定該資產可收回金額之估計改變時撥回，惟撥回後之金額不得高於假設過往年度並無就資產確認減值虧損而釐定之賬面值 (扣除任何折舊／攤銷)。減值虧損撥回於產生期間計入收益表。惟倘若資產按重估值列賬，則按照該重估資產之相關會計政策處理減值虧損的回撥。

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, financial assets and goodwill), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs to sell, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the income statement in the period in which it arises in those expense categories consistent with the function of the impaired asset, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for the revalued 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 and certain financial assets is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the income statement in the period in which it arises, unless the asset is carried at a revalued amount, in which case the reversal of the impairment loss is accounted for in accordance with the relevant accounting policy for the revalued asset.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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2.4 主要會計政策概要 (續)

合營公司

合營公司乃一間根據合約性安排而成立之公司，據此，本集團與其他各方經營一項商業業務。合營公司以一個獨立實體經營而本集團與其他各方均擁有其權益。

各合營者之間之合營協議訂明各合營者於合營公司之出資額、合營公司經營之年期及在其解散時變現資產之基準。經營合營公司所得溢利和虧損及任何盈餘資產之分派乃由各合營者按各自之出資額比例或按照合營協議之條款而攤分。

合營公司會被視為：

- (a) 附屬公司，倘本集團對合營公司有單方面直接或間接控制權；或
- (b) 共同控制實體，如本集團並無單方面控制權但有合營公司之共同直接或間接控制權；
- (c) 聯營公司，倘本集團對合營公司並無單方面或共同之控制權，但直接或間接持有一般不少於合營公司註冊資本之20%並可對其行使重大影響力。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Joint ventures

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

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

A joint venture is treated as:

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

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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2.4 主要會計政策概要 (續)

共同控制實體

共同控制實體乃受到共同控制之合營公司，故此並無任何參與者單方面擁有其經濟活動之控制權。

本集團於共同控制實體之權益，乃採用權益會計法按本集團應佔之資產淨值減任何減值虧損後在綜合財務狀況表中列賬。本集團應佔共同控制實體之收購後業績及儲備分別計入綜合全面收益表及綜合儲備。收購共同控制實體所產生之商譽，乃列為本集團於共同控制實體之權益之一部份。

聯營公司

聯營公司為並非附屬公司之實體，而本集團於當中一般擁有不少於股本投票權利之20%長期利益，因而可對其行使重大影響力。

本集團於聯營公司之權益乃根據權益會計法(扣除任何減值虧損)於綜合財務狀況表內按本集團應佔之資產淨值列賬。本集團所應佔聯營公司之收購後業績及儲備分別列入綜合全面收益表及綜合儲備內。當本集團與其聯營公司進行交易時，除非未變現虧損可證明轉讓資產已減值，所產生之未變現盈虧以本集團於聯營公司權益為限予以對銷。收購聯營公司所產生之商譽，乃列為本集團於聯營公司之權益之一部份及不個別測試其減值。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Jointly-controlled entities

Jointly-controlled entities are joint ventures that are subject to joint control, resulting in none of the participating parties having unilateral control over the economic activity of the jointly-controlled entities.

The Group's interests in jointly-controlled entities 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 jointly-controlled entities are included in the consolidated statement of comprehensive income and consolidated reserves respectively. Goodwill arising from the acquisition of jointly-controlled entity is included as part of the Group's interests in jointly-controlled entities.

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 statement of comprehensive income and consolidated reserves respectively. Unrealised gains and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interests in the associates, except where unrealised losses provide evidence of an impairment of the asset transferred. Goodwill arising from the acquisition of associates is included as part of the Group's interests in associates and is not individually tested for impairment.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

截至二零一零年三月三十一日止年度
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2.4 主要會計政策概要 (續)

商譽

收購聯營公司及共同控制實體產生之商譽指業務合併成本超出本集團於被收購方之已收購可識別資產，以及於收購日期所承擔之負債及或然負債之公平淨值之權益之金額。

收購產生之商譽於綜合財務狀況表中被列為資產，最初以成本計算，其後按成本減任何累計減值虧損列賬。聯營公司及共同控制實體方面，商譽則於綜合財務狀況表內列入其賬面值而非列為一項獨立已識別資產。

每年均會審閱商譽之賬面值是否出現減值，或倘有事件或情況變動指出賬面值可能減值時，則作出更頻密之審閱。本集團於三月三十一日進行年度減值測試。就減值測試而言，業務合併收購之商譽將自收購日期起被分配至本集團預期因合併之協同效應受惠之各現金產生單位或各組現金產生單位，不論本集團之其他資產或負債是否獲分派到該等單位或該組單位。

減值乃透過評估與商譽有關之現金產生單位（一組現金產生單位）之可收回金額而釐定。倘現金產生單位（一組現金產生單位）之可收回金額低於賬面值，則會確認減值虧損。就商譽確認減值虧損不可於往後期間撥回。

倘商譽構成現金產生單位（一組現金產生單位）之一部份及該單位之部份業務獲出售時，則與已出售之業務有關之商譽會於釐定出售業務盈虧時計入該業務之賬面值內。在此情況下出售之商譽乃根據已出售業務之相關價值及所保留之現金產生單位部份計量。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Goodwill

Goodwill arising on the acquisition of an associate and a jointly-controlled entity represent 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 and jointly-controlled entities, 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.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

截至二零一零年三月三十一日止年度
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2.4 主要會計政策概要 (續)

關連人士

在下列情況下，有關人士將視為本集團之關連人士：

- (a) 直接或透過一名或多名中介人間接，(i)控制本集團或受到本集團或本集團及其他人士共同控制；(ii)擁有本集團之權益，並可對本集團發揮重大影響力；或(iii)共同擁有本集團之控制權；
- (b) 有關人士為聯營公司；
- (c) 有關人士為共同控制實體；
- (d) 有關人士為本集團之主要管理人員；
- (e) 有關人士為(a)或(d)項所述人士之直系親屬；或
- (f) 有關人士受直接或間接歸屬於(d)或(e)項所述人士之實體所控制、與他人共同控制或受其重大影響，或擁有重大投票權；或
- (g) 有關人士為本集團或作為其關連人士之任何實體之僱員福利之退休後福利計劃。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties

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

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

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

截至二零一零年三月三十一日止年度
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2.4 主要會計政策概要 (續)

物業、廠房及設備及折舊

物業、廠房及設備(在建工程除外)按成本值減累積折舊及任何減值虧損賬。物業、廠房及設備項目之成本包括其購買價及任何將資產達至現有運作狀況及運往現址作擬定用途之直接應佔成本。在物業、廠房及設備等項目投入運作後產生之支出,如維修保養等,一般於產生期間之收益表中扣除。在符合確認準則的情況下,主要檢查的支出會視為更換而資本化為資產賬面值。如果物業、廠房及設備的主要部分須不時重置,則本集團會將有關部分確認為獨立資產,具有指明的使用年限及折舊。

每項物業、廠房及設備項目乃按直線法就其估計可使用年期撇銷成本以計算折舊,就此採用之主要年率如下:

租賃土地及樓宇	按租賃之年期或 2%,以最少者 為準
物業裝修	25%
傢具、裝置及設備	25%
廠房及機器	15%至25%
工具及工模	50%
汽車	25%

若物業、廠房及設備項目任何部分之可使用年期不同,則該項目成本將合理分配至各部分,而各部分將分開計算折舊。

餘值、可使用年期及折舊方法將於各財政年度末檢討及作出適當的調整。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost 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 land and buildings	Over the shorter of the lease terms and 2%
Leasehold improvements	25%
Furniture, fixtures and equipment	25%
Plant and machinery	15% to 25%
Tooling and moulds	50%
Motor vehicles	25%

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 each financial year end.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

2.4 主要會計政策概要 (續)

物業、廠房及設備及折舊 (續)

物業、廠房及設備項目於出售時或預定期日後使用或出售該項目不會產生經濟利益時將終止確認。於資產終止確認之年度在損益內確認的出售或廢棄之任何損益，乃按出售所得款項淨額與有關資產賬面值之差額計算。

在建工程乃按成本減任何減值虧損列賬而不作折舊。成本包括建築工程於建築期間之直接成本。在建工程於落成及可供使用時重新分類至物業、廠房及設備之適當類別。

無形資產 (不包括商譽)

單獨取得的無形資產在初始確認時按成本計量。企業合併中取得的無形資產的成本是其在購買日的公平值。無形資產之可使用年期評估為有限或無限。年期有限之無形資產其後按可使用年內攤銷，並評估是否有跡象顯示無形資產可能出現減值。年期有限之無形資產之攤銷年期及攤銷方法至少於各財政年度末檢討一次。

研究及開發成本

所有研究成本於產生時在損益內扣除。

開發新產品明確定義之項目所產生之支出，只有在本集團證明在技術上可以完成無形資產並該無形資產可供使用或出售、有意完成項目及有能力使用或出售資產、資產如何產生未來經濟利益、可動用資源以完成項目及能可靠衡量發展期間之開支時，方會撥充資本及遞延處理。若產品開發支出未符合上述條件，則於產生時列作支出。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

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 profit or loss in the year the asset is derecognised is the difference between the net sale proceeds and the carrying amount of the relevant asset.

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

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value as at the date of acquisition. 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.

Research and development costs

All research costs are charged to profit or loss as incurred.

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

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

截至二零一零年三月三十一日止年度
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2.4 主要會計政策概要 (續)

無形資產 (不包括商譽) (續)

研究及開發成本 (續)

遞延開發成本按成本減任何減值虧損列賬，並由產品開始投入商業生產當日起按相關產品的商業年期三年以直線法攤銷。

租賃

凡資產擁有權之絕大部分回報及風險仍由出租人享有及承擔之租賃，均列為經營租賃。倘本集團為出租人，本集團根據經營租賃所租賃之資產乃計入非流動資產，根據經營租賃而應收之租金，乃於租期內以直線法計入損益內。倘本集團為承租人，則根據該等經營租賃應付之租金乃以直線法按租期在收益表扣除。

經營租賃之預付租賃款額首先以成本入賬，其後以直線基準於租期內確認。倘租賃款額不能可靠地劃分土地及樓宇部份，則全部租賃款額均列入租賃土地及樓宇之成本，作為物業、廠房及設備之融資租賃。

投資及其他金融資產

初步確認和計量

香港會計準則第39號所包含的金融資產視乎情況而分為按公平值記入損益表的金融資產、貸款及應收賬款，以及可供出售金融資產。本集團在初步確認時決定其金融資產的分類。金融資產首先以公平值確認，而若投資並非透過損益表按公平值列賬，則以公平值加直接應佔交易成本確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Intangible assets (other than goodwill) (continued)

Research and development costs (continued)

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

Leases

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

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

Investments and other financial assets

Initial recognition and measurement

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

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

截至二零一零年三月三十一日止年度
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2.4 主要會計政策概要 (續)

投資及其他金融資產 (續)

初步確認和計量 (續)

所有按正規買賣的金融資產於交易當日 (即本集團承諾購買或出售資產的日期) 確認。金融資產的正規買賣指須於市場一般既定規例或慣例所規定的期限內交付資產之金融資產買賣。

本集團之金融資產包括現金及現金等值項目、應收貿易賬款及其他應收賬款、應收一合資夥伴、聯營公司及共同控制實體賬款、上市及非上市金融工具及衍生金融工具。

其後計量

金融資產之其後計量取決於其分類而定，分類如下：

按公平值記入損益表之金融資產

按公平值記入損益表之金融資產包括持作買賣之金融資產。金融資產倘其獲收購之目的為於近期出售則分類為持作買賣資產。該類別包括並無指定為香港會計準則第39號所定義對沖工具的本集團衍生金融工具。除非被指定為有效之對沖工具，衍生工具 (包括個別嵌入式衍生工具) 亦被歸類為可供出售。按公平值記入損益表之金融資產於財務狀況表以公平值列賬，而當公平值有所變動時則在收益表內確認。這些公平值淨值變動並不包括此等金融資產產生之任何股息或利息，而股息或利息乃根據下文「收入確認」所載之政策確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Initial recognition and measurement (continued)

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 and other receivables, amounts due from a joint-venture partner, associates and a jointly-controlled entity, quoted and unquoted financial instruments and derivative financial instruments.

Subsequent measurement

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

Financial assets at fair value through profit or loss

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

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

截至二零一零年三月三十一日止年度
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2.4 主要會計政策概要 (續)

投資及其他金融資產 (續)

其後計量 (續)

按公平值記入損益表之金融資產 (續)

本集團評估按公平值記入損益表之金融資產(持作交易)以確定是否仍適宜於短期內出售。倘本集團因市場不活躍或管理層於可見未來的出售計劃有重大變動而無法買賣此等金融資產,則於極少情況下本集團可能選擇將此等金融資產重新分類。將按公平值記入損益表之金融資產重新分類為貸款及應收賬款、可出售金融資產或持至到期投資乃視乎資產性質而定。

主合約的嵌入式衍生工具將作為個別衍生工具入賬。倘其經濟特徵及風險與主合約無密切關連且主合約並非持作交易或指定按公平價值計入損益,則按公平價值入賬。此等嵌入式衍生工具按公平價值計量,並於收益表確認公平價值變動。僅會於合約條款變更導致須對現金流量作出重大調整時進行重估。

貸款及應收賬款

貸款與應收賬款為有固定或可釐定付款且沒有在活躍市場上報價之非衍生金融資產。初始計量後,此等資產以利用實際利率法按攤銷成本減任何減值撥備計量。攤銷成本經計及收購時之任何折讓或溢價後計算,並計入屬實際利率組成部份之費用或成本。實際利率攤銷包括在收益表的財務收入。減值產生的虧損確認於收益表的其他經營開支。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Subsequent measurement (continued)

Financial assets at fair value through profit or loss (continued)

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

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the income statement. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required.

Loans and receivables

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

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

2.4 主要會計政策概要 (續)

投資及其他金融資產 (續)

其後計量 (續)

可供出售金融投資

可供出售的金融投資指上市及非上市股本及債務證券之非衍生金融資產。分類為可供出售的股本投資為既無分類為持作買賣，亦無指定為按公平值記入損益表。這類別的債務證券為有意持有一段不確定時間以及可因應流動資金需要及因應市場狀況變動而出售者。

初步確認後，可供出售的金融投資其後以公平值計量，而未變現盈虧則確認為可供出售投資重估儲備內的其他全面收益，直至投資不再確認(屆時，累計盈虧會在收益表確認為其他收益)或直至投資被釐訂為減值為止(屆時，累計盈虧會在收益表確認為其他經營開支，並從可供出售投資重估儲備轉出)。所賺取的利息及股息分別呈報為利息收入及股息收入，並根據下文所載有關「收入確認」的政策在收益表內確認為其他收入。

當非上市股本證券之公平值無法根據(a)估計之合理公平值範圍之變動對該投資乃重大或(b)不同估計範圍之可能性無法作出合理評估及使用於估計之公平值，此等證券以成本減任何減值虧損計算。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Subsequent measurement (continued)

Available-for-sale financial investments

Available-for-sale financial investments are non-derivative financial assets in listed and unlisted equity and debt securities. Equity investments classified as available for sale are those which are neither classified as held for trading nor designated at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in the market conditions.

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

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

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

2.4 主要會計政策概要 (續)

投資及其他金融資產 (續)

其後計量 (續)

可供出售金融資產 (續)

本集團會評估其可供出售金融資產，以評估為近期出售的能力和意向是否仍然合適。當市場不活躍導致本集團無法買賣此等金融資產及管理層在可見將來出售的意向出現重大改變，本集團在稀少情況下可能選擇將此等金融資產重分類。當金融資產符合貸款和應收賬款的定義，而本集團有意亦有能力在可見將來持有此等資產或持有至到期，可重分類至貸款和應收款項。只有在實體有能力亦有意持有至金融資產到期日時，方可重分類至持有至到期類別。

有關從可供銷售類別重分類的金融資產，資產之前在股權中確認的任何盈虧會在投資剩餘年期以實際利率法攤銷至損益。新的攤銷成本與預期現金流量兩者之間的任何差額亦會在資產剩餘年期以實際利率法攤銷。如果資產其後確定已經減值，則記錄在股權的金額會重分類至收益表。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Subsequent measurement (continued)

Available-for-sale financial investments (continued)

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

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

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

截至二零一零年三月三十一日止年度
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2.4 主要會計政策概要 (續)

取消確認金融資產

金融資產 (或 (如適用) 一項金融資產之一部分或一組同類金融資產的一部分) 在下列情況下將取消確認：

- 收取該項資產所得現金流量之權利經已屆滿；
- 本集團已轉讓其從資產收取現金流量之權利，或已承擔根據「過手」安排而在沒有重大延誤下悉數將已收取現金流量支付有關第三者之責任；且(a)本集團已經將資產之大致所有風險及回報轉讓，或(b)本集團並無轉讓或保留資產之大致所有風險及回報，但已轉讓資產之控制權。

倘本集團已轉讓從資產收取現金流量之權利或已經訂立過手安排，且無轉讓或保留資產之大致所有風險及回報亦無轉讓資產之控制權，資產乃按本集團於資產之持續參與而確認。在該情況下，本集團亦確認相關負債。轉讓的資產及相關負債按反映本集團保留的權利和責任的基準計量。

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial assets

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

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

截至二零一零年三月三十一日止年度
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2.4 主要會計政策概要 (續)

金融資產減值

本集團於各報告期末評估有否任何客觀證據顯示金融資產或金融資產組別出現減值。如果及只有如果存在客觀證據表明，資產初始確認後發生的一項或多項事件（發生「虧損事項」）導致減值，而虧損事項對金融資產或金融資產組別的預計未來現金流量的影響能可靠地估計，則金融資產或金融資產組別會視為出現減值。減值證據可包括債務人或一組債務人發生重大財務困難，拖欠利息或本金的支付，他們很可能破產或進行其他財務重組，以及有可觀察數據表示預計未來現金流量出現可量度的減少，例如與拖欠相聯繫的欠款或經濟狀況的改變。

按攤銷成本列賬之金融資產

有關以攤銷成本列賬之金融資產，本集團首先單獨評估是否存在客觀證據表明個別重要性的金融資產或非具個別重要性的金融資產合計來進行共同評估。如果本集團決定並無客觀證據表明個別評估的金融資產（不論是否具有重要性）出現減值，則會將該資產包括在一組信用風險特徵相似的金融資產，並集體評估減值。個別評估減值並確認或繼續確認減值的資產不會包括在集體減值評估中。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets

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

Financial assets carried at amortised cost

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

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

截至二零一零年三月三十一日止年度
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2.4 主要會計政策概要 (續)

金融資產減值 (續)

按攤銷成本列賬之金融資產 (續)

倘有客觀證據顯示出現減值虧損，虧損乃按資產賬面值與估計未來現金流量之現值（不包括尚未發生的未來信用虧損）之差額計算。估計未來現金流量之現值利用金融資產原本實際利率（即於初步確認時計算之實際利率）貼現。如果貸款屬浮動利率，則量度任何減值虧損的貼現率為當時的實際利率。

資產之賬面值直接或透過利用撥備賬而減少。虧損之金額在收益表中確認。利息收入繼續按減少後的賬面值累計，累計的利率為量度減值虧損時用以將未來現金流量貼現的利率。當並無實際希望可於未來收回時，貸款及應收款項及任何相關備抵會一併撇銷及所有抵押已解除或已轉入本集團。

倘於隨後期間，估計減值虧損之金額增加或減少，而其可客觀地與確認減值後發生之事件連繫，則透過調整撥備賬而增加或減少之前確認的減值虧損。如因撇銷金額其後收回，則收回金額會記入收益表。

按成本列賬之資產

如有客觀證據顯示，因公平值不能可靠計量而未按公平值列賬之非上市股本工具出現減值虧損，虧損數額將按該資產的賬面值與按同類金融資產當時的市場回報率貼現之估計未來現金流量的現值之間之差額計量。此等資產減值虧損不予撥回。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Financial assets carried at amortised cost (continued)

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not 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 and all collateral has been realised or has been transferred to the Group.

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

Assets carried at cost

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

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

截至二零一零年三月三十一日止年度
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2.4 主要會計政策概要 (續)

金融資產減值 (續)

可供出售的金融投資

有關可供出售的金融投資，本集團在每個報告期末評估是否存在客觀證據表明一項投資或一組投資出現減值。

倘可供出售之金融資產減值，一筆相等於其成本 (扣除任何本金及攤銷) 與其當時公平值差額，減之前在收益表中確認之任何減值虧損，乃由其他全面收益轉出，並在收益表內確認。

在分類為可供出售的股本投資的情況下，客觀證據包括投資公平值大幅或長期跌至低於成本。決定何謂「大幅」或「長期」需要判斷。「大幅」會因應投資原成本評估，而「長期」會考慮公平值低於其原成本的時間。如果存在減值證據，累積虧損 (按收購成本與當時公平值兩者之間的差額，減投資先前在收益表內確認的減值虧損計量) 會從其他全面收益轉出，並在收益表內確認。分類為可供出售股本工具之減值虧損，不會在收益表中撥回。其公平值如果在減值後增加，會直接在其他全面收益中確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Available-for-sale financial investments

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

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

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

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

截至二零一零年三月三十一日止年度
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2.4 主要會計政策概要 (續)

金融負債

初步確認和計量

屬香港會計準則第39號範圍以內的金融負債分類為按公平值記入損益表之金融負債、貸款和借款，或指定為有效對沖工具的衍生工具（視何者適用而定）。本集團於初始確認時決定其金融負債的分類。

初始確認時，所有金融負債均按公平值確認，如屬貸款和借款，則加上應佔交易成本。

本集團的金融負債包括應付貿易賬款及應付票據、其他應付賬款、應付一共同控制實體賬款、衍生金融工具及附息貸款及借貸。

其後計量

金融負債的計量視乎其分類如下：

貸款和借款

初始確認後，附息貸款和借款其後以實際利率法按攤銷成本計量，惟倘貼現之影響並不重大，於此情況下，則按成本列賬。倘負債不再確認，則盈虧在收益表中透過實際利率法攤銷程式確認。

攤銷成本計算時會考慮任何收購折讓或溢價以及構成實際利率整體部分的費用或成本。實際利率法攤銷包括在收益表內的融資成本。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities

Initial recognition and measurement

Financial liabilities within the scope of HKAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. 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, amount due to a jointly-controlled entity, derivative financial instruments and interest-bearing loans and borrowings.

Subsequent measurement

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

Loans and borrowings

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

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

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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For the year ended 31 March 2010

2.4 主要會計政策概要 (續)

金融負債 (續)

其後計量 (續)

財務擔保合同

本集團所發行的財務擔保合同指明債務人未有根據債務工具的條款於到期時付款，則須就持有人所招致的損失向其付款以補還持有人的合同。一份財務擔保合同初始計量按其公平值加直接歸屬於發出此等擔保的交易費用確認。初始確認後，本集團按以下兩者中的較高者計量財務擔保合同：(i) 於報告期末對結算現有義務所需支出的最佳估計金額；及(ii) 初始確認的金額減(若適用) 累計攤銷額後的餘額。

取消確認金融負債

當負債之義務已被履行、取消或屆滿，該金融負債會予取消確認。

由同一貸款人改以重大不同條款代替之現存金融負債，或現存負債條款經重大修改，有關轉換或修訂被視作取消確認原來負債，並確認新負債，有關賬面值之差異於收益表內確認。

金融工具的抵消

倘且僅倘目前在可行使合法權利將確認的金額互相抵消，並有意按淨額基準結算，或同時實現該資產和清償該負債，則金融資產和金融負債會互相抵消，在財務狀況表報告淨額。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities (continued)

Subsequent measurement (continued)

Financial guarantee contracts

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

Derecognition of financial liabilities

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

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and 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.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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2.4 主要會計政策概要 (續)

金融工具的公平值

在活躍市場買賣之金融工具之公平值，乃參考市場報價或交易商報價（好倉為買價，而淡倉則為賣價）而釐訂，且不會扣除任何交易成本。金融工具如無活躍市場，則利用合適的估值技巧計算公平值。有關技巧包括按最近公平磋商之市場交易、參考大致相同之另一工具之當時市值及貼現現金流量分析。

現金及現金等值項目

就綜合現金流量表而言，現金及現金等值項目乃指手頭現金及活期存款，以及於購入後三個月內到期，減去須按要求償還之銀行透支，並為本集團現金管理重要一環。

就財務狀況表而言，現金及銀行結存包括用途不受限制之手頭及銀行現金（包括定期存款）。

撥備

倘若由於過往事項產生現有法定或推斷責任，而解除責任可能需要未來資源流出，且該責任之數額能可靠衡量，則會確認撥備。

當貼現影響重大時，已確認的撥備數額為預期解除責任所需的未來支出於報告期末的現值。隨時間流逝而產生的貼現現值增加將計入損益的「融資成本」內。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value of financial instruments

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

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

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 profit or loss.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

截至二零一零年三月三十一日止年度
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2.4 主要會計政策概要 (續)

所得稅

所得稅包括本年度及遞延稅項。有關在損益以外確認的項目的所得稅，在損益以外 (在其他全面收益或直接在股權中) 確認。

本年度及過往期間之即期稅務資產及負債，以在報告期末已執行的或實質上已執行的稅率 (和稅法) 為基礎，根據本集團經營所在國家的現行詮釋和相關常規，按預期從稅務機關收回或向稅務機關支付之款項計算。

遞延稅項，按負債法，就於報告期末之資產及負債之稅基及其於財務報表中之賬面值之所有暫時性差異作出撥備。

除以下情況外，所有應課稅暫時性差異均被確認為遞延稅項負債：

- 倘若遞延稅項負債之產生是由於並非業務合併之交易中初次確認之資產或負債及不影響會計溢利或應計稅利潤或虧損除外；及
- 有關從附屬公司，聯營公司及合營公司權益之投資中產生之應課稅暫時性差異，倘若撥回暫時性差異之時間是可受控制及暫時性差異於可預見之將來可能不會撥回除外。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax

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

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

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

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

- where the deferred tax liability arises from the initial recognition of 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 interests in joint ventures, 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.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

截至二零一零年三月三十一日止年度
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2.4 主要會計政策概要 (續)

所得稅 (續)

所有可被扣減暫時性差異及未被動用之稅項資產與未被動用之稅項虧損之結轉均被確認為遞延稅項資產，惟只限於有可能出現之未來應計稅利潤用以抵扣可扣減暫時性差異，及未被動用之稅項資產及未被動用之稅項虧損之結轉，下列除外：

- 倘若遞延稅項資產是有關於並非業務合併之交易中初次確認之資產或負債之可扣減暫時性差異及不影響會計溢利或應計稅利潤或虧損；及
- 有關從附屬公司，聯營公司及合營公司權益之投資中產生之可扣減暫時性差異，遞延稅項資產只限於暫時性差額有可能於可預見將來撥回及未來應計稅利潤將會出現以抵扣暫時性差異時確認。

遞延稅項資產之賬面值於每個報告期末審閱，並扣減至當不再可能有足夠之未來應計稅利潤讓所有或部份遞延稅項資產被動用為止。未確認遞延稅項資產於每個報告期末重評估，並在有可能有足夠應計稅利潤讓所有或部份遞延稅項資產被收回時可將過往未被確認之遞延稅項資產確認。

遞延稅項資產及負債以預期當資產被變現或負債被清還時之適用稅率衡量，並根據於報告期末已頒佈或大致上頒佈之稅率及稅務法例為基準。

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

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

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 interests in joint ventures, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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

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

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

截至二零一零年三月三十一日止年度
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2.4 主要會計政策概要 (續)

收入確認

收入乃於可能有經濟利益將流向本集團及收入能可靠衡量時按下列基準確認：

- (a) 於貨品出售時，在擁有權之主要風險及回報轉嫁至買家時入賬，惟本集團須不再保持擁有權一般所涉及之管理或已售貨品之實際控制權；
- (b) 服務費收入，於提供服務後確認；
- (c) 利息收入，使用實際利率法按應計基準，以可將金融工具預期年期之估計日後現金回報貼現至此金融資產賬面淨值之比率計算；及
- (d) 股息收入，當已確立股東收取款項之權利。

僱員福利

以股份為基礎支付交易

本公司設有認股權計劃，旨在向為本集團營運成功作出貢獻之合資格參與者提供獎勵與回報。本集團僱員（包括董事）以股份為基礎支付交易形式收取薪酬，據此，僱員提供服務作為股權工具之代價（「股權支付交易」）。

於二零零二年十一月七日以後，僱員進行股權支付交易之成本乃參考有關工具之公平值計算。此公平值乃以二項式計算，進一步詳情請參閱財務報表附註34。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition

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

- (a) income 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) service fee income, when the services have been rendered;
- (c) interest income, on an accrual basis using the effective interest rate 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; and
- (d) dividend income, when the shareholders' right to receive payment has been established.

Employee benefits

Share-based payment transactions

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

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined using a binomial model, further details of which are given in note 34 to the financial statements.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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2.4 主要會計政策概要 (續)

僱員福利 (續)

以股份為基礎支付交易 (續)

股權支付交易之成本連同股權之相應上調於表現及／或服務條件得以達成之期間內確認入賬。於各報告期末直至歸屬日期為止就股權支付交易確認入賬之累計開支反映歸屬已屆滿程度及本集團對將最終歸屬之股權工具數目作出之最佳估計。於某一階段在損益中扣除或計入指於該期間初及已確認之累計開支。

就並無最終歸屬之獎勵之開支將不予確認，惟須待某項市場條件或非歸屬條件達成後方可歸屬之有關金額則除外，而該等金額將作為已歸屬處理，不論市場條件或非歸屬條件是否得以達成，條件為所有其他表現條件及／或服務條件均已達成。

倘股權結算交易之條款被修訂，則確認最低開支，猶如條款未被修改及給予的原條款獲履行。此外，任何修訂將確認開支，增加以股份為基礎支付交易之公平值總額，或對以修訂日期計算有關公平值之僱員有利。

倘股權結算獎勵被註銷，則被視為已於註銷日期被歸屬，而未就獎勵確認之開支則即時確認。這包括在本集團或僱員控制範圍以內之非歸屬條件未能獲履行的任何給予。然而，倘被註銷獎勵被新獎勵所取代，則被視為於授出之日期替代獎勵處理，而所註銷及新獎勵之處理方法，乃猶如其為前段所述修訂原獎勵。股權交易的給予的一切註銷均以相同方法處理。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Employee benefits (continued)

Share-based payment transactions (continued)

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

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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2.4 主要會計政策概要 (續)

僱員福利 (續)

以股份為基礎支付交易 (續)

當未行使之認股權之攤薄影響於每股盈利或虧損之計算中已反映為額外之股份攤薄。

本集團已採納香港財務報告準則第2號有關以股權支付獎勵之過渡性條文，香港財務報告準則第2號僅應用於二零零二年十一月七日之後授出但於二零零六年四月一日尚未歸屬之以股權支付獎勵，以及二零零六年四月一日或之後授出之以股權支付獎勵。

退休金計劃

本集團根據強制性公積金計劃條例設立一項界定供款之強制性公積金退休福利計劃(「強積金計劃」)，為合資格僱員參與強積金計劃。供款按僱員基本薪金的某一百分比作出，並根據強積金計劃之規則於應予支付時在損益內扣除。強積金計劃之資產與本集團的其他資產分開處理，由一獨立管理之基金持有。在向強積金計劃供款時，本集團僱主供款將全數歸屬於僱員所有。

本集團僱員(包括若干董事)設立一項界定供款僱員退休金計劃，該計劃依職業退休計劃條例註冊(「職業退休計劃」)。職業退休計劃的資產與本集團資產分開，由一個獨立管理的基金持有。供款按合資格僱員基本薪金的若干百分比釐定並於根據職業退休計劃守則於需支付供款時在損益內扣除。如僱員於其於僱主供款的權益尚未全數歸於僱員前退出職業退休計劃，有關被沒收的供款可能減少本集團的持續應付供款。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Employee benefits (continued)

Share-based payment transactions (continued)

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

The Group has adopted the transitional provisions of HKFRS 2 in respect of equity-settled awards and has applied HKFRS 2 only to equity-settled awards granted after 7 November 2002 that had not vested by 1 April 2006 and to those granted on or after 1 April 2006.

Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit 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 profit or loss 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 Group also operates a defined contribution staff retirement scheme registered under the Occupational Retirement Schemes Ordinance (the "ORSO Scheme") for its employees (including certain directors), the assets of which are held separately from those of the Group in an independently administered fund. Contributions are made based on a percentage of the eligible employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the ORSO Scheme. When an employee leaves the ORSO Scheme prior to his/her interest in the Group's employer contributions vesting fully, the ongoing contributions payable by the Group may be reduced by the relevant amount of forfeited contributions.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

2.4 主要會計政策概要 (續)

僱員福利 (續)

退休金計劃 (續)

本集團於中國營運附屬公司之僱員須參與一項由當地市政府管理之中央退休金計劃。此等附屬公司須按彼等薪金成本之14%，向該中央退休金計劃作出供款。此供款根據中央退休金計劃之規則，於應付時在損益內扣除。

外幣

此等財務報表乃以港元（即本公司之功能及呈報貨幣）呈列。本集團內各公司釐訂本身之功能貨幣，而計入各公司財務報表之項目乃利用該功能貨幣而計量。本集團實體列賬之外幣交易初步按交易日期彼等各自適用的功能貨幣匯率入賬。以外幣計值之貨幣資產及負債，按報告期末之匯率再換算為功能貨幣。所有差額計入收益表。以外幣歷史成本計算之非貨幣項目，利用初步交易之日之匯率換算。以外幣按公平值計算之非貨幣項目，利用釐訂公平值之日之匯率換算。

若干海外附屬公司、共同控制實體及聯營公司之功能貨幣為港元以外貨幣。於報告期末，此等企業之資產及負債按結算日適用之匯率換算為本公司之呈列貨幣，而此等企業之收益表按交易日的市場匯率換算為港元。所產生之匯兌差額計入其他全面收益及累計於匯兌波動儲備。出售海外企業時，於權益中確認與該具體海外業務有關之其他全面收益成份於收益表內確認。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Employee benefits (continued)

Pension schemes (continued)

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute 14% of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

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.

The functional currencies of certain overseas subsidiaries, jointly-controlled entities 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 prevailing at the dates of the transactions. 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.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

2.4 主要會計政策概要 (續)

外幣 (續)

就綜合現金流量表而言，海外附屬公司之現金流量乃以現金流動日期適用之匯率換算為港元。海外附屬公司於本年內產生之經常性現金流量以本年內之加權平均匯率換算為港元。

3. 主要會計判斷及估計

呈列本集團財務報表需要管理層作出影響報告期末所披露收入、開支、資產及負債之呈報金額及或然負債之判斷、估計及假設。然而，此等假設及估計之不確定因素可能導致需要對未來受影響資產或負債之賬面值作出重大調整。

判斷

於應用本集團之會計政策過程中，除所涉及之估計外，管理層須作出以下判斷，其對於財務報表中確認之金額會造成極重大之影響：

投資物業與預付租賃款額之間之分類

本集團釐定一項物業是否符合成為投資物業，並於作出判斷時制定標準。投資物業乃持作賺取租金或資金增值或兩者兼得之物業。因此，本集團考慮一項物業所產生之現金流量是否大部份獨立於本集團所持有之其他資產。

2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

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 judgement, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Classification between investment property and prepaid lease payment

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

3. 主要會計判斷及估計 (續)

估計之不確定性

本集團於報告期末日會對日後及其他主要來源之估計不確性作出重大假設，很大機會導致下一財政年度之資產與負債之賬面值須作出重大調整之假設如下。

(a) 物業、廠房及設備減值測試

管理層於出現減值跡象時，估計物業、廠房及設備的可收回數額。此項估計須估計現金產生單位的使用價值。估計使用價值時，管理層須估計現金產生單位的預期未來現金流量，並選擇適合的貼現率以計算該等現金流量的現值。修改管理層所揀選以釐定減值水平的假設（包括預期現金流量的貼現率或增長率假設）均可能嚴重影響用以測試減值的現值淨額。

(b) 商譽減值

本集團最少每年一次釐定商譽是否出現減值，須估計商譽獲分配之現金產生單位之使用價值。估計使用價值要求本集團對資產或現金產生單位之預期未來現金流量作出估計，亦須選擇合適之貼現率以計算該等現金流量之現值。所採用之估計未來現金流量及／或貼現率變動將引致對以往作出之估計減值撥備進行調整。

(c) 可供出售投資減值

本集團將若干資產歸類為可供出售，並於股權中確認其公平值變動。如公平值減少，管理層估計所減少之價值，以釐定是否須於損益內確認減值。於二零一零年三月三十一日，可供出售投資確認10,000,000港元減值虧損（二零零九年：10,000,000港元）。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty

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

(a) Impairment test of items of property, plant and equipment

Management estimates the recoverable amount of items of property, plant and equipment when an indication of impairment exists. This requires an estimation of the value in use of the cash-generating units. Estimating the value in use requires the management 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. 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 test.

(b) 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 asset or 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.

(c) Impairment of available-for-sale investments

The Group classifies certain assets as available-for-sale and recognises movements of their fair values in equity. When the fair value declines, management makes assumptions about the decline in value to determine whether there is an impairment that should be recognised in profit or loss. At 31 March 2010, HK\$10,000,000 impairment losses have been recognised for available-for-sale investments (2009: HK\$10,000,000).

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

3. 主要會計判斷及估計 (續)

估計之不確定性 (續)

(d) 應收貿易賬款減值

本集團就其客戶未能作出所須付款而產生之估計損失保留撥備。本集團按應收貿易賬款結餘之賬齡、客戶信譽及過往之撇賬記錄作出估計。倘客戶之財務狀況變差，導致實際減值虧損比預期高，本集團可能須覆核作出撥備之基準，而其未來業績或會受到影響。

(e) 保養撥備

本集團就若干產品提供一至兩年保養，並對性能未如理想者予以維修及替換。釐定保養開支時需要大量判斷。本集團按過去24個月內所出售產品而產生之實際維修及替換成本估計保養開支。倘所產生之保養開支與實際撥備不同，差額可能會對產生額外保養開支期間之損益造成影響。

(f) 所得稅

管理層於釐定所得稅撥備時須就若干交易之日後稅務處理方式作出重大判斷。本集團會審慎評估交易之稅務涵義，並相應地作出稅項撥備。有關交易之稅務處理方式會定期重新考慮以計及所有稅務法例之變動。

(g) 開發成本

開發成本乃根據財務報表附註2.4所述有關研發成本之會計政策予以資本化。釐定資本化金額須管理層對有關資產之預期未來現金產生單位、所採用之貼現率及預期產生利益年期作出假設。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

(d) *Impairment of trade receivables*

The Group maintains an allowance for the estimated loss arising from the inability of its customers to make the required payments. The Group makes its estimates based on the ageing of its trade receivable balances, customers' creditworthiness, and historical write-off experience. If the financial condition of its customers was to deteriorate so that the actual impairment loss might be higher than expected, the Group would be required to revise the basis of making the allowance and its future results would be affected.

(e) *Warranty provision*

The Group gives warranties of one to two years on certain products and undertakes to repair or replace items that fail to perform satisfactorily. Significant judgement is required when determining the warranty expenses. The Group estimates the warranty expenses based on the actual repair and item replacement costs incurred for the products sold in the last 24 months. Where the warranty expenses incurred are different from the original provision, such difference would impact profit or loss in the period in which the additional warranty expenses are incurred.

(f) *Income taxes*

Significant management judgements on the future tax treatment of certain transactions are required in determining income tax provisions. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislation.

(g) *Development costs*

Development costs are capitalised in accordance with the accounting policy for research and development costs in note 2.4 to the financial statements. Determining the amounts to be capitalised requires management to make assumptions regarding the expected future cash generation of the assets, discount rates to be applied and the expected period of benefits.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

截至二零一零年三月三十一日止年度
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4. 業務分類資料

就管理而言，本集團根據產品及服務組織成業務單位，三個報告分類如下：

- (a) 掌上電子產品分類為設計、製造及銷售各種掌上電子產品；
- (b) 原件設計生產產品分類為設計、製造及銷售原件設計生產產品；及
- (c) 企業及其他分類為關於本集團投資業務之企業收入、開支、資產及負債項目。

管理層分開監督各經營分類的業績，以決定如何分配資源及評估表現。分類表現據報告分類溢利／(虧損)評估。而其以經調整除稅前溢利／(虧損)計量。經調整除稅前溢利／(虧損)的計量與本集團除稅前虧損互相一致，惟其計量並不包括利息收入、股息收入、融資成本及總公司支出。

分類資產不包括共同控制實體權益、可供出售投資、應收聯營公司賬款及一合資夥伴賬款、現金及現金等值項目及未分配總公司資產因此等資產是以集團基礎管理。

分類負債不包括應付一共同控制實體賬款、附息銀行借貸、應付稅款及未分配總公司負債因此等負債是以集團為基礎管理。

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 electronic handheld products segment designs, manufactures and sells a range of electronic handheld products;
- (b) the ODM products segment designs, manufactures and sells ODM products; and
- (c) the corporate and others segment comprises corporate income, expenses, asset and liability items related to the Group's investment activities.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group's loss before tax except that interest income, dividend income and finance costs as well as head office expenses are excluded from such measurement.

Segment assets exclude interests in jointly-controlled entities, available-for-sale investments, amounts due from associates and a joint-venture partner, cash and cash equivalents and unallocated head office assets as these assets are managed on a group basis.

Segment liabilities exclude amount due to a jointly-controlled entity, interest-bearing bank borrowing, tax payable and unallocated head office liabilities as these liabilities are managed on a group basis.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

4. 分類資料 (續)

分類間銷售及轉讓是參考銷售與第三者的普遍市場售價處理。

4. OPERATING SEGMENT INFORMATION (continued)

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

截至二零一零年 三月三十一日 止年度	Year ended 31 March 2010	掌上 電子產品 Electronic handheld products 千港元 HK\$'000	原件設計 生產產品 ODM products 千港元 HK\$'000	企業及其他 Corporate and others 千港元 HK\$'000	總額 Total 千港元 HK\$'000
分類收入 銷售予 外界客戶	Segment revenue Sales to external customers	327,229	336,032	—	663,261
分類業績	Segment results	(33,356)	7,482	3,345	(22,529)
對賬：	<i>Reconciliation:</i>				
利息收入	Interest income				2,026
融資成本	Finance costs				(24)
應佔共同控制 實體虧損	Share of losses of jointly-controlled entities				(1,463)
稅前虧損	Loss before tax				(21,990)
分類資產	Segment assets	218,206	165,435	70,378	454,019
對賬：	<i>Reconciliation:</i>				
未分配資產	Unallocated assets				216,067
總資產	Total assets				670,086
分類負債	Segment liabilities	67,871	69,415	35	137,321
對賬：	<i>Reconciliation:</i>				
未分配負債	Unallocated liabilities				38,168
總負債	Total liabilities				175,489

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

4. 分類資料 (續)

4. OPERATING SEGMENT INFORMATION (continued)

截至二零一零年 三月三十一日 止年度	Year ended 31 March 2010	掌上 電子產品 Electronic handheld products 千港元 HK\$'000	原件設計 生產產品 ODM products 千港元 HK\$'000	企業及其他 Corporate and others 千港元 HK\$'000	總額 Total 千港元 HK\$'000
其他分類資料：	Other segment information:				
應佔共同控制 實體虧損	Share of losses of jointly-controlled entities	—	—	1,463	1,463
折舊及攤銷	Depreciation and amortisation	13,841	7,970	3,201	25,012
資本開支	Capital expenditure	17,026	3,291	305	20,622*
出售物業、 廠房及設備 項目之虧損/ (收益)，淨額	Loss/(gain) on disposal of items of property, plant and equipment, net	650	(46)	(45)	559
存貨撥備	Provision for inventories	5,419	4,400	—	9,819
產品保證撥備	Product warranty provision	738	—	—	738
共同控制 實體權益	Interests in jointly- controlled entities	—	—	13,122	13,122

* 資本開支包含增添物業、廠房及設備及遞延開發成本。

* Capital expenditure consists of additions to property, plant and equipment and deferred development costs.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

4. 分類資料 (續)

4. OPERATING SEGMENT INFORMATION (continued)

截至二零零九年 三月三十一日 止年度	Year ended 31 March 2009	掌上 電子產品 Electronic handheld products 千港元 HK\$'000	原件設計 生產產品 ODM products 千港元 HK\$'000	企業及其他 Corporate and others 千港元 HK\$'000	總額 Total 千港元 HK\$'000
分類收入	Segment revenue				
銷售予外界客戶	Sales to external customers	459,972	292,633	—	752,605
分類業績	Segment results	(41,359)	(27,685)	4,482	(64,562)
對賬:	Reconciliation:				
利息收入	Interest income				2,816
融資成本	Finance costs				(8)
應佔共同控制 實體虧損	Share of losses of jointly-controlled entities				(1,744)
其他未分配 支出	Other unallocated expenses				(970)
稅前虧損	Loss before tax				(64,468)
分類資產	Segment assets	225,154	159,486	73,899	458,539
對賬:	Reconciliation:				
未分配資產	Unallocated assets				228,461
總資產	Total assets				687,000
分類負債	Segment liabilities	78,232	39,034	395	117,661
對賬:	Reconciliation:				
未分配負債	Unallocated liabilities				40,753
總負債	Total liabilities				158,414

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

4. 分類資料 (續)

4. OPERATING SEGMENT INFORMATION (continued)

截至二零零九年 三月三十一日 止年度	Year ended 31 March 2009	掌上 電子產品 Electronic handheld products 千港元 HK\$'000	原件設計 生產產品 ODM products 千港元 HK\$'000	企業及其他 Corporate and others 千港元 HK\$'000	總額 Total 千港元 HK\$'000
其他分類資料：	Other segment information:				
應佔共同控制 實體虧損	Share of losses of jointly-controlled entities	—	—	1,744	1,744
折舊及攤銷	Depreciation and amortisation	22,562	8,453	3,835	34,850
資本開支	Capital expenditure	16,547	4,585	—	21,132
未分配資本開支	Unallocated capital expenditure				735
					21,867*
出售物業、廠房 及設備項目之 收益，淨額	Gain on disposal of items of property, plant and equipment, net	(203)	(163)	—	(366)
應收聯營公司 賬款減值	Impairment of amounts due from associates	—	—	1,970	1,970
物業、廠房及 設備項目減值	Impairment of items of property, plant and equipment	1,362	—	—	1,362
應收貿易賬款 減值，淨額	Impairment of trade receivables, net	805	—	—	805
存貨撥備	Provision for inventories	6,932	1,200	—	8,132
產品保證撥備	Product warranty provision	800	—	—	800
共同控制 實體權益	Interests in jointly- controlled entities	—	—	9,607	9,607

* 資本開支包含增添物業、廠房及設備
及遞延開發成本。

* Capital expenditure consists of additions to property, plant and
equipment and deferred development costs.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

4. 分類資料 (續)

地區資料

(a) 來自外界客戶之收入

		二零一零年 2010 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000
日本	Japan	318,747	290,569
香港	Hong Kong	97,706	107,751
台灣	Taiwan	72,176	76,707
北美洲	North America	46,593	32,184
越南	Vietnam	37,708	31,097
韓國	Korea	36,229	142,404
中國 (香港除外)	Mainland China (other than Hong Kong)	23,983	28,092
亞洲—其他	Asia — Others	4,668	8,931
其他	Others	25,451	34,870
		663,261	752,605

收入資料是根據客戶的所在地。

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

(b) 非流動資產

		二零一零年 2010 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000
中國 (香港除外)	Mainland China (other than Hong Kong)	109,580	104,898
香港	Hong Kong	16,398	20,744
其他	Others	434	538
		126,412	126,180

非流動資產資料是根據資產的所在地，金融工具除外。

The non-current asset information above is based on the location of assets and excludes financial instruments.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

4. 分類資料 (續)

主要客戶資料

收入來自主要客戶，各佔本集團收入10%或以上，載列如下：

		二零一零年 2010		
		掌上 電子產品 Electronic handheld products 千港元 HK\$'000	原件設計 生產產品 ODM products 千港元 HK\$'000	總額 Total 千港元 HK\$'000
客戶甲	Customer A	—	98,024	98,024
客戶乙	Customer B	67,374	—	67,374
客戶丙	Customer C	—	55,696	55,696
客戶丁	Customer D	33,832	—	33,832

		二零零九年 2009		
		掌上 電子產品 Electronic handheld products 千港元 HK\$'000	原件設計 生產產品 ODM products 千港元 HK\$'000	總額 Total 千港元 HK\$'000
客戶甲	Customer A	—	49,086	49,086
客戶乙	Customer B	72,342	—	72,342
客戶丙	Customer C	—	91,531	91,531
客戶丁	Customer D	134,389	—	134,389

4. OPERATING SEGMENT INFORMATION (continued)

Information about major customers

Revenue from major customers, each of them amounted to 10% or more of the Group's revenue, are set out below:

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

5. 收入、其他收入及收益， 淨額

收入相等於本集團的營業額，即本年內已出售貨品的發票價值淨額減去退貨及交易折扣的數額。

收入、其他收入及收益淨額分析如下：

5. REVENUE, OTHER INCOME AND GAINS, NET

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

An analysis of revenue, other income and gains, net is as follows:

		二零一零年 2010 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000
收入	Revenue		
銷售貨物	Sale of goods	663,261	752,605
其他收入	Other income		
按公平值記入損益表之 投資利息收入	Interest income from investments at fair value through profit or loss	2,676	2,682
銀行利息收入	Bank interest income	2,026	2,816
服務費收入	Service fee income	1,684	2,790
可供出售投資股息收入	Dividend income from available-for-sale investments	628	824
其他	Others	4,799	2,674
		11,813	11,786
其他收益，淨額	Other gains, net		
公平值收益／ (虧損)，淨額：	Fair value gains/(losses), net:		
按公平值記入損益表 之投資	Investments at fair value through profit or loss	(236)	(479)
衍生金融資產	Derivative financial assets	—	3,974
衍生金融負債	Derivative financial liabilities	(97)	(2,517)
出售物業、廠房及 設備等項目之收益	Gain on disposal of items of property, plant and equipment	—	366
		(333)	1,344
		11,480	13,130

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

6. 稅前虧損

本集團之除稅前虧損已扣除/(計入)
下列各項：

6. LOSS BEFORE TAX

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

			二零一零年 2010 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000
		附註 Notes		
售出存貨成本	Cost of inventories sold		468,456	572,861
折舊	Depreciation	14	21,611	30,107
預付租賃款額之確認	Recognition of prepaid lease payments	15	454	454
研究及開發支出：	Research and development costs:			
已攤銷之遞延開發成本	Deferred development costs amortised	16	2,947	4,289
本年度開支	Current year expenditure		77,014	80,380
			79,961	84,669
有關土地及樓宇經營 租賃的最低租賃支付	Minimum lease payments under operating leases in respect of land and buildings		11,158	11,774
核數師酬金	Auditors' remuneration		1,515	1,500
僱員福利開支(包括 董事酬金(附註8))：	Employee benefit expense (including directors' remuneration (note 8)):			
薪酬及實物利益	Wages and salaries and benefits in kind		172,824	199,094
以股權支付之優先 認股權支出	Equity-settled share option expense	34	—	395
退休計劃供款	Pension scheme contributions		7,304	7,660
			180,128	207,149
匯兌差額，淨額	Foreign exchange differences, net		(2,925)	546
應收聯營公司賬款減值	Impairment of amounts due from associates	19	—	1,970
應收貿易賬款減值，淨額	Impairment of trade receivables, net	24	—	805
物業、廠房及設備 項目減值	Impairment of items of property, plant and equipment	14	—	1,362
出售物業、廠房及設備 項目之虧損/(收益)	Loss/(gain) on disposal of items of property, plant and equipment		559	(366)
存貨撥備	Provision for inventories		9,819	8,132
產品保證撥備	Product warranty provision		738	800

財務報表附註(續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

7. 融資成本

以下為融資成本分析：

7. FINANCE COSTS

An analysis of finance costs is as follows:

		本集團 Group	
		二零一零年 2010	二零零九年 2009
		千港元 HK\$'000	千港元 HK\$'000
於5年內全數償還之附息 銀行借貸利息	Interest on interest-bearing bank borrowing wholly repayable within five years	24	8

8. 董事酬金

須根據香港聯合交易所有限公司主板證券上市規則(「上市規則」)及香港公司條例第161條須予披露年內董事酬金如下：

8. DIRECTORS' REMUNERATION

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

		本集團 Group	
		二零一零年 2010	二零零九年 2009
		千港元 HK\$'000	千港元 HK\$'000
袍金	Fees	480	512
其他酬金：	Other emoluments:		
薪金、津貼及實物利益	Salaries, allowances and benefits in kind	10,608	10,750
與表現掛鈎之獎金	Performance related incentive payments	—	20
僱員優先認股權福利	Employee share option benefits	—	126
退休計劃供款	Pension scheme contributions	360	360
		10,968	11,256
		11,448	11,768

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

8. 董事酬金 (續)

於過往年度，若干董事已就彼等向本集團所提供的服務獲授予本公司優先認股權計劃項下的優先認股權，進一步詳情載於財務報表附註34。該等優先認股權的公平值乃於授出日期釐訂，並已於歸屬期內在損益內確認，且已全部歸屬。

(a) 獨立非執行董事

已於本年內向獨立非執行董事支付的袍金如下：

		二零一零年 2010 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000
容永祺榮譽勳章，太平紳士	Yung Wing Ki, Samuel MH, JP	128	128
何國成	Ho Kwok Shing, Harris	128	128
王幹文	Wong Kon Man, Jason	128	128
		384	384

於本年內並無向獨立非執行董事支付其他酬金(二零零九年：無)。

8. DIRECTORS' REMUNERATION (continued)

In prior years, certain directors were granted share options in respect of their services to the Group, under the share option scheme of the Company, further details of which are set out in note 34 to the financial statements. The fair value of such options, which had been recognised in profit or loss over the vesting period, was determined as at the date of grant and had been fully vested.

(a) Independent non-executive directors

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

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

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

8. 董事酬金 (續)

(b) 執行董事及一非執行董事

		袍金	薪金、津貼 及實物利益 Salaries, allowances and benefits	與表現 掛鈎之獎金 Performance related incentive payments	僱員優先 認股權福利 Equity-settled share option benefits	退休 計劃供款 Pension scheme contributions	總計 Total remuneration
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
二零一零年	2010						
執行董事：	Executive directors:						
譚偉豪 ^{太平紳士}	Tam Wai Ho, Samson JP	—	2,654	—	—	60	2,714
譚偉棠	Tam Wai Tong, Thomas	—	2,618	—	—	60	2,678
譚梅嘉慧	Tam Mui Ka Wai, Vivian	—	557	—	—	27	584
大谷和廣	Kazuhiro Otani	—	1,703	—	—	63	1,766
李冠雄	Lee Koon Hung	—	1,100	—	—	54	1,154
霍定洋	Fok Ting Yeung, James	—	978	—	—	47	1,025
陸翠容	Luk Chui Yung, Judith	—	998	—	—	49	1,047
		—	10,608	—	—	360	10,968
非執行董事：	Non-executive director:						
羅志聰*	Lo Chi Chung, William*	96	—	—	—	—	96
		96	10,608	—	—	360	11,064
二零零九年	2009						
執行董事：	Executive directors:						
譚偉豪 ^{太平紳士}	Tam Wai Ho, Samson JP	—	2,718	—	—	60	2,778
譚偉棠	Tam Wai Tong, Thomas	—	2,653	—	—	60	2,713
譚梅嘉慧	Tam Mui Ka Wai, Vivian	—	579	—	—	27	606
大谷和廣	Kazuhiro Otani	—	1,598	—	36	63	1,697
李冠雄	Lee Koon Hung	—	1,145	—	36	54	1,235
霍定洋	Fok Ting Yeung, James	—	1,018	—	18	47	1,083
陸翠容	Luk Chui Yung, Judith	—	1,039	20	36	49	1,144
		—	10,750	20	126	360	11,256
非執行董事：	Non-executive director:						
羅志聰*	Lo Chi Chung, William*	128	—	—	—	—	128
		128	10,750	20	126	360	11,384

* 於二零一零年一月一日，羅志聰先生辭去本公司非執行董事職務。

於本年內，並無董事訂立任何安排放棄或同意放棄任何酬金（二零零九年：無）。

* Mr. Lo Chi Chung, William resigned as a non-executive director of the Company with effect from 1 January 2010.

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

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

9. 五名最高薪僱員

於本年內五名最高薪僱員包括四名(二零零九年: 四名)董事, 其酬金詳情已載於上文附註8。本年度其餘一名(二零零九年: 一名)最高薪非董事僱員的薪金詳情如下:

9. FIVE HIGHEST PAID EMPLOYEES

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

		本集團 Group	
		二零一零年 2010	二零零九年 2009
		千港元 HK\$'000	千港元 HK\$'000
薪金、津貼及實物利益	Salaries, allowances and benefits in kind	1,097	1,183
僱員優先認股權福利	Employee share option benefits	—	20
退休計劃供款	Pension scheme contributions	52	52
		1,149	1,255

於過往年度, 一名最高薪非董事僱員已就其向本集團所提供的服務獲授予優先認股權, 進一步詳情載於財務報表附註34之披露內。該等優先認股權的公平值乃於授出日期釐訂, 並已於歸屬期內在損益內確認及已全部歸屬。

In prior years, share options were granted to a non-director, highest paid employee in respect of his services to the Group, further details of which are included in the disclosures in note 34 to the financial statements. The fair value of such options, which had been recognised in profit or loss over the vesting period, was determined as at the date of grant and had been fully vested in the prior year.

10. 稅項支出

由於本年度本集團並無產生任何香港應課稅溢利, 故並無作出香港利得稅撥備(二零零九年: 無)。其他地區之應課稅溢利稅項乃根據本集團經營業務所在之國家或司法權區按當地適用稅率計算。

10. INCOME TAX EXPENSES

No provision for Hong Kong profits tax has been made as the Company did not generate any assessable profits arising in Hong Kong during the year (2009: Nil). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the respective countries/jurisdictions in which the Group operates.

		二零一零年 2010	二零零九年 2009
		千港元 HK\$'000	千港元 HK\$'000
本集團:	Group:		
過往年度撥備不足夠—香港	Underprovision in prior years — Hong Kong	12,748	—
本年度—其他地區	Current — Elsewhere	194	279
本年度稅項扣除總額	Total tax charged for the year	12,942	279

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

10. 稅項支出 (續)

適用於稅前虧損並以本公司及其附屬公司司法權區法定稅率計算之稅項支出與以實際稅率計算之稅項支出/(撥回)對賬，以及適用稅率(即法定稅率)與實際稅率之對賬如下：

本集團

		二零一零年 2010 千港元 HK\$'000		二零零九年 2009 千港元 HK\$'000	
			%		%
稅前虧損	Loss before tax	(21,990)		(64,468)	
按法定稅率計算之稅項	Tax at the statutory tax rate	(3,827)	17.4	(11,055)	17.1
過往年度稅項調整	Adjustments in respect of current tax				
於本年度	of previous periods	12,748	(58.0)	—	—
共同控制實體	Losses attributable to				
應佔虧損	jointly-controlled entities	241	(1.1)	288	(0.4)
毋須納稅之收入	Income not subject to tax	(1,220)	5.5	(1,960)	3.0
不可扣稅之支出	Expenses not deductible for tax	390	(1.8)	4,232	(6.6)
因稅項寬減而不能結轉	Tax losses not carried forward				
以扣除未來出現之	for offsetting future assessable				
應課稅溢利之虧損	profits, due to concession	21	(0.1)	1,968	(3.0)
過往期間動用之稅項	Tax losses utilised from				
虧損	previous periods	(958)	4.4	(486)	0.8
未被確認之稅項虧損	Tax losses not recognised	5,535	(25.2)	6,375	(9.9)
其他	Others	12	(0.0)	917	(1.4)
按本集團實際稅率計算	Tax charge at the				
之稅項扣除	Group's effective rate	12,942	(58.9)	279	(0.4)

於截至二零零六年三月三十一日止年度，香港稅務局(「稅務局」)就本集團若干附屬公司於1999/2000年至2004/2005年課稅年度進行稅務審查。由於稅務局仍對這些公司進行稅務審查，並已就1999/2000年至2003/2004年課稅年度發出保障性利得稅評估(「保障性評估」)。本集團已向稅務局就保障性利得稅評估提出異議。根據稅務局發出之暫緩通知，本集團已繳納2000/2001年課稅年度之188,000港元利得稅並已於二零零六年三月三十一日止年度內購買總值達4,600,000港元之儲稅券。

10. INCOME TAX EXPENSES (continued)

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

Group

		二零一零年 2010 千港元 HK\$'000		二零零九年 2009 千港元 HK\$'000	
			%		%
稅前虧損	Loss before tax	(21,990)		(64,468)	
按法定稅率計算之稅項	Tax at the statutory tax rate	(3,827)	17.4	(11,055)	17.1
過往年度稅項調整	Adjustments in respect of current tax				
於本年度	of previous periods	12,748	(58.0)	—	—
共同控制實體	Losses attributable to				
應佔虧損	jointly-controlled entities	241	(1.1)	288	(0.4)
毋須納稅之收入	Income not subject to tax	(1,220)	5.5	(1,960)	3.0
不可扣稅之支出	Expenses not deductible for tax	390	(1.8)	4,232	(6.6)
因稅項寬減而不能結轉	Tax losses not carried forward				
以扣除未來出現之	for offsetting future assessable				
應課稅溢利之虧損	profits, due to concession	21	(0.1)	1,968	(3.0)
過往期間動用之稅項	Tax losses utilised from				
虧損	previous periods	(958)	4.4	(486)	0.8
未被確認之稅項虧損	Tax losses not recognised	5,535	(25.2)	6,375	(9.9)
其他	Others	12	(0.0)	917	(1.4)
按本集團實際稅率計算	Tax charge at the				
之稅項扣除	Group's effective rate	12,942	(58.9)	279	(0.4)

During the year ended 31 March 2006, the Hong Kong Inland Revenue Department (the "IRD") initiated a tax audit on certain group companies for the years of assessment from 1999/2000 to 2004/2005. As the IRD is still conducting the tax review on these companies, it has issued protective profits tax assessments to them for the years of assessment from 1999/2000 to 2003/2004 (the "Protective Assessments"). The Group has lodged objections with the IRD against the protective profits tax assessments. According to the holdover notice issued by the IRD, the Group had paid profits tax of HK\$188,000 for the year of assessment 2000/2001 and purchased Tax Reserve Certificates totalling HK\$4,600,000 during the year ended 31 March 2006.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

10. 稅項支出 (續)

此等保障性評估主要與某些開支在稅上是否為可抵扣費用之爭論有關。本公司董事認為，經徵求稅務顧問之專業見議後，該稅務審查及與稅務局洽談有關最終解決方案已到達最後階段，根據最新近與稅務局的洽談，本集團預計解決方案為增加本集團由2004/2005年至2005/2006年課稅年度12,748,000港元之稅項負債，當稅務局同意該解決方案後該保障性評估將會被解除。

11. 本公司股權持有人應佔虧損

截至二零一零年三月三十一日止年度本公司股權持有人應佔綜合虧損包括一筆已列入本公司財務報表之虧損32,908,000港元(二零零九年: 46,207,000港元)(附註35(b))。

12. 股息

董事會不建議就截至二零一零年三月三十一日止年度派付任何股息(二零零九年: 無)。

13. 本公司普通股股權持有人應佔每股虧損

(a) 每股基本虧損

每股基本虧損乃根據本公司股權持有人應佔本年度虧損34,256,000港元(二零零九年: 64,673,000港元)及年內已發行股份之加權平均數1,197,663,029(二零零九年: 1,197,663,029)計算。

(b) 攤薄後之每股虧損

截至二零一零年及二零零九年三月三十一日止年度，因本公司之優先認股權行使價均高於該兩年內之平均市場價，就攤薄事而言既無調整每股基本虧損。

10. INCOME TAX EXPENSES (continued)

These Protective Assessments mainly relate to a dispute over the deductibility of certain expenses for tax assessment purposes. In the opinion of the directors of the Company, after taking the professional advice from its tax adviser, the tax audit is at its final stage and the final settlement is being discussed with the IRD. Based on the latest discussion with the IRD, the Group is expecting to arrive at a settlement and an additional tax liability of HK\$12,748,000 is provided by the Group for the years of assessment from 2004/2005 to 2005/2006, and the Protective Assessments will be released upon the settlement is agreed with the IRD.

11. LOSS ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The consolidated loss attributable to equity holders of the Company for the year ended 31 March 2010 includes a loss of HK\$32,908,000 (2009: HK\$46,207,000) which has been dealt with in the financial statements of the Company (note 35(b)).

12. DIVIDEND

The Board does not recommend the payment of any dividend for the year ended 31 March 2010 (2009: Nil).

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

(a) Basic loss per share

The calculation of basic loss per share amount is based on the loss for the year attributable to ordinary equity holders of the Company of HK\$34,256,000 (2009: HK\$64,673,000) and the weighted average of 1,197,663,029 (2009: 1,197,663,029) shares in issue during the year.

(b) Diluted loss per share

No adjustment has been made to the basic loss per share amounts presented for the years ended 31 March 2010 and 2009 in respect of a dilution because the exercise prices of the Company's share options were higher than the average market prices of the shares for both years.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

14. 物業，廠房及設備

14. PROPERTY, PLANT AND EQUIPMENT

		租賃土地 及樓宇 Leasehold land and buildings	物業裝修 Leasehold improvements	傢具、 裝置及設備 Furniture, fixtures and equipment	廠房及 機器 Plant and machinery	工具及 工模 Toolings and moulds	汽車 Motor vehicles	在建工程 Construction in progress	總額 Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
二零一零年 三月三十一日	31 March 2010								
於二零零九年 四月一日：	At 1 April 2009:								
成本	Cost	74,026	39,010	86,261	128,493	124,887	10,803	797	464,277
累計折舊	Accumulated depreciation	(22,222)	(32,967)	(76,345)	(118,186)	(114,865)	(9,699)	—	(374,284)
賬面淨值	Net carrying amount	51,804	6,043	9,916	10,307	10,022	1,104	797	89,993
於二零零九年 四月一日， 已扣除累計折舊 及減值	At 1 April 2009, net of accumulated depreciation and impairment	51,804	6,043	9,916	10,307	10,022	1,104	797	89,993
添置	Additions	—	27	1,057	4,642	2,685	573	10,876	19,860
本年度 計提折舊	Depreciation provided during the year	(1,486)	(4,038)	(4,074)	(5,063)	(6,589)	(361)	—	(21,611)
出售	Disposals	—	—	(6)	(1,918)	(755)	—	—	(2,679)
轉讓	Transfers	—	1,074	—	—	—	—	(1,074)	—
匯兌重列	Exchange realignment	—	7	11	—	—	—	—	18
於二零一零年 三月三十一日， 已扣除累計折舊 及減值	At 31 March 2010, net of accumulated depreciation and impairment	50,318	3,113	6,904	7,968	5,363	1,316	10,599	85,581
於二零一零年 三月三十一日：	At 31 March 2010:								
成本	Cost	73,990	38,165	84,455	129,336	125,932	11,376	10,599	473,853
累計折舊及減值	Accumulated depreciation and impairment	(23,672)	(35,052)	(77,551)	(121,368)	(120,569)	(10,060)	—	(388,272)
賬面淨值	Net carrying amount	50,318	3,113	6,904	7,968	5,363	1,316	10,599	85,581

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

14. 物業，廠房及設備 (續)

14. PROPERTY, PLANT AND EQUIPMENT (continued)

		租賃土地 及樓宇 Leasehold land and buildings 千港元 HK\$'000	物業裝修 Leasehold improvements 千港元 HK\$'000	傢俱、 裝置及設備 Furniture, fixtures and equipment 千港元 HK\$'000	廠房及 機器 Plant and machinery 千港元 HK\$'000	工具及 工模 Toolings and moulds 千港元 HK\$'000	汽車 Motor vehicles 千港元 HK\$'000	在建工程 Construction in progress 千港元 HK\$'000	總額 Total 千港元 HK\$'000
二零零九年 三月三十一日	31 March 2009								
於二零零八年 四月一日：	At 1 April 2008:								
成本	Cost	72,676	37,823	90,726	133,139	117,913	10,702	424	463,403
累計折舊	Accumulated depreciation	(19,026)	(28,792)	(78,675)	(120,836)	(104,440)	(8,835)	—	(360,604)
賬面淨值	Net carrying amount	53,650	9,031	12,051	12,303	13,473	1,867	424	102,799
於二零零八年 四月一日， 已扣除累計折舊 及減值	At 1 April 2008, net of accumulated depreciation and impairment	53,650	9,031	12,051	12,303	13,473	1,867	424	102,799
添置	Additions	—	511	2,376	5,575	8,685	—	1,094	18,241
本年度 計提折舊	Depreciation provided during the year	(1,489)	(4,395)	(4,534)	(7,853)	(11,047)	(789)	—	(30,107)
減值	Impairment	(1,362)	—	—	—	—	—	—	(1,362)
出售	Disposals	—	(23)	(45)	(1)	(1,186)	—	—	(1,255)
轉讓	Transfers	—	731	—	—	—	—	(731)	—
匯兌重列	Exchange realignment	1,005	188	68	283	97	26	10	1,677
於二零零九年 三月三十一日， 已扣除累計折舊 及減值	At 31 March 2009, net of accumulated depreciation and impairment	51,804	6,043	9,916	10,307	10,022	1,104	797	89,993
於二零零九年 三月三十一日：	At 31 March 2009:								
成本	Cost	74,026	39,010	86,261	128,493	124,887	10,803	797	464,277
累計折舊及減值	Accumulated depreciation and impairment	(22,222)	(32,967)	(76,345)	(118,186)	(114,865)	(9,699)	—	(374,284)
賬面淨值	Net carrying amount	51,804	6,043	9,916	10,307	10,022	1,104	797	89,993

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

14. 物業，廠房及設備 (續)

於報告期末本集團租賃土地及樓宇之賬面淨值分析如下：

14. PROPERTY, PLANT AND EQUIPMENT (continued)

The net book values of the Group's leasehold land and buildings at the end of the reporting period are analysed as follows:

		二零一零年 2010 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000
於香港之中年期租賃	Medium term leases in Hong Kong	8,857	9,138
於中國之中年期租賃	Medium term leases in Mainland China	41,461	42,666
		50,318	51,804

15. 預付租賃款額

15. PREPAID LEASE PAYMENTS

		本集團 Group	
		二零一零年 2010 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000
於四月一日之賬面值	Carrying amount at 1 April	18,055	18,073
於本年度已確認 (附註6)	Recognised during the year (note 6)	(454)	(454)
匯兌重列	Exchange realignment	—	436
於三月三十一日之賬面值	Carrying amount at 31 March	17,601	18,055
列入預付款項、按金及 其他應收賬款之流動部分	Current portion included in prepayments, deposits and other receivables	(459)	(459)
非流動部分	Non-current portion	17,142	17,596

租賃土地位於中國並以中年期租賃持有。

The leasehold lands are held under a medium term lease and are situated in Mainland China.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

16. 遞延開發成本

16. DEFERRED DEVELOPMENT COSTS

		本集團 Group	
		二零一零年 2010	二零零九年 2009
		千港元 HK\$'000	千港元 HK\$'000
於四月一日：	At 1 April:		
成本	Cost	37,033	33,407
累計攤銷及減值	Accumulated amortisation and impairment	(31,837)	(27,548)
賬面淨值	Net carrying amount	5,196	5,859
於四月一日之成本， 減累計攤銷及減值	Cost, net of accumulated amortisation and impairment, at 1 April	5,196	5,859
增加—內部開發	Additions — internal development	762	3,626
年度攤銷撥備 (附註6)	Amortisation provided during the year (note 6)	(2,947)	(4,289)
於三月三十一日	At 31 March	3,011	5,196
於三月三十一日：	At 31 March:		
成本	Cost	37,795	37,033
累計攤銷及減值	Accumulated amortisation and impairment	(34,784)	(31,837)
賬面淨值	Net carrying amount	3,011	5,196

17. 附屬公司權益

17. INTERESTS IN SUBSIDIARIES

		本公司 Company	
		二零一零年 2010	二零零九年 2009
		千港元 HK\$'000	千港元 HK\$'000
非上市投資，按成本	Unlisted investments, at cost	269,334	269,334
應收附屬公司賬款	Due from subsidiaries	767,237	767,246
減：減值 [#]	Less: Impairment [#]	(346,334)	(314,334)
		690,237	722,246
應付附屬公司賬款 (附註40)	Due to subsidiaries (note 40)	(195,314)	(194,356)

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

17. 附屬公司權益 (續)

由於本集團若干附屬公司持續錄得虧損，故已就賬面值269,334,000港元(二零零九年：269,334,000港元)及767,237,000港元(二零零九年：767,264,000港元)(未扣除減值虧損前)之若干非上市投資確認減值。於本年內，額外32,000,000港元(二零零九年：45,000,000港元)之減值於應收附屬公司賬款中確認。

附屬公司權益減值變動如下：

於四月一日	At 1 April
減值虧損確認	Impairment losses recognised
於三月三十一日	At 31 March

本公司於各報告期末個別評估其附屬公司之前景及財政狀況，以得悉於附屬公司之權益是否有任何減值跡象，或過往就附屬公司曾予確認之減值虧損是否不再出現或須要作出相應調整。

除須於十二個月內償還之應收附屬公司賬款3,000,000港元(二零零九年：3,000,000港元)，附屬公司賬款結餘為無抵押，免息及無固定還款期。該款項之賬面值與其公平值相若。董事認為，除上述金額外，附屬公司之結餘將不會在報告期末後十二個月內償還，故於財務狀況表內列為非流動。

17. INTERESTS IN SUBSIDIARIES (continued)

Impairments were recognised for interests in subsidiaries and amounts due from subsidiaries with a carrying amount of HK\$269,334,000 (2009: HK\$269,334,000) and HK\$767,237,000 (2009: HK\$767,246,000) (before deducting the impairment loss), respectively, because certain subsidiaries of the Group have been making loss persistently. During the year, an additional impairment of HK\$32,000,000 (2009: HK\$45,000,000) was recognised on the amounts due from subsidiaries.

The movement in the impairment of interests in subsidiaries is as follows:

		本公司 Company	
		二零一零年 2010	二零零九年 2009
		千港元 HK\$'000	千港元 HK\$'000
於四月一日	At 1 April	314,334	269,334
減值虧損確認	Impairment losses recognised	32,000	45,000
於三月三十一日	At 31 March	346,334	314,334

At the end of each reporting period, the Company assesses the prospects and financial position of its subsidiaries, on an individual basis, as to whether there is any indication of impairment of its interests in subsidiaries or any impairment loss previously recognised for subsidiaries in prior years may no longer exist or may need to be adjusted accordingly.

Except for amounts due from subsidiaries of HK\$3,000,000 (2009: HK\$3,000,000) which are repayable within twelve months, the balances with subsidiaries are unsecured, interest-free and have no fixed terms of repayment. In the opinion of the directors, the balances with subsidiaries are not repayable within twelve months from the end of the reporting period except for the amounts aforementioned and are therefore shown in the statement of financial position as non-current.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

17. 附屬公司權益 (續)

主要附屬公司之詳情如下：

17. INTERESTS IN SUBSIDIARIES (continued)

Particulars of the principal subsidiaries are as follows:

名稱 Name	註冊成立/ 註冊及經營地點 Place of incorporation/ registration and operations	已發行普通股本/ 註冊股本面值 Nominal value of issued ordinary/ registered share capital	本公司應佔股權 之百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			直接 Direct	間接 Indirect	
集思科技實業有限公司 Concept Technology Industries Limited	香港 Hong Kong	100港元 HK\$100	—	100	投資控股 Investment holding
Favourable Outcome Limited*	英屬處女群島 British Virgin Islands ("BVI")	1美元 US\$1	—	100	投資控股 Investment holding
東莞環亞高科電子有限公司 ⁽¹⁾ Global Asia High-tech Electronics Co., Ltd. ⁽¹⁾ *	中華人民共和國 (「中國」)/中國 The People's Republic of China (The "PRC")/ Mainland China	45,000,000港元 HK\$45,000,000	—	100	製造及銷售電子產品 Manufacture and trading of electronic products
Group Sense (China) Limited*	英屬處女群島 BVI	1美元 US\$1	100	—	投資控股 Investment holding
Group Sense (Dongguan) Limited*	英屬處女群島/中國 BVI/Mainland China	10美元 US\$10	—	100	持有物業 Property holding
Group Sense (Holding) Limited*	英屬處女群島 BVI	3,000美元 US\$3,000	100	—	投資控股 Investment holding
Group Sense (S.E.A.) Limited*	英屬處女群島 BVI	1美元 US\$1	100	—	投資控股 Investment holding
權智數碼動力有限公司* Group Sense Cyberspace Limited*	薩摩亞 Samoa	100美元 US\$100	100	—	投資控股 Investment holding
權智有限公司 Group Sense Limited	香港 Hong Kong	普通股 1,000元 無投票權年息五厘 遞延股份 200,000港元 ⁽²⁾ Ordinary shares HK\$1,000 Non-voting 5% deferred shares ⁽²⁾ HK\$200,000	—	100	製造、設計及 銷售電子產品 Manufacture, design and trading of electronic products
Group Sense Manufactory Company Limited	英屬處女群島/中國 BVI/Mainland China	1美元 US\$1	—	100	提供電子產品 加工服務 Provision of subcontracting services for electronic products

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

17. 附屬公司權益 (續)

主要附屬公司之詳情如下：(續)

17. INTERESTS IN SUBSIDIARIES (continued)

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

名稱 Name	註冊成立/ 註冊及經營地點 Place of incorporation/ registration and operations	已發行普通股本/ 註冊股本面值 Nominal value of issued ordinary/ registered share capital	本公司應佔股權 之百分比 Percentage of equity attributable to the Company		主要業務 Principal activities
			直接 Direct	間接 Indirect	
權智製造有限公司 Group Sense Manufactory Company Limited	香港 Hong Kong	2港元 HK\$2	—	100	投資控股 Investment holding
權智移動科技有限公司 Group Sense Mobile-Tech Limited	香港 Hong Kong	2港元 HK\$2	—	98.95	設計及銷售電子產品 Design and trading of electronic products
權智PDA控股有限公司 Group Sense PDA Holdings Limited	開曼群島 Cayman Islands	普通股 2,115,837美元 A類優先股 17,182美元 Ordinary shares US\$2,115,837 Series A preferred shares US\$17,182	98.95	—	投資控股 Investment holding
權智掌上電腦有限公司 Group Sense PDA Limited	香港 Hong Kong	100港元 HK\$100	—	98.95	設計及銷售電子產品 Design and trading of electronic products
權智軟件科技(香港)有限公司 Group Sense Software Technology (Hong Kong) Limited	香港 Hong Kong	100港元 HK\$100	—	100	投資控股 Investment holding
株式会社 グルブセンス* Kabushiki Kaisha Group Sense*	日本 Japan	60,000,000日圓 JPY60,000,000	—	100	設計及銷售電子產品 Design and trading of electronic products
Supreme Style Technology Limited*	英屬處女群島 BVI	100美元 US\$100	—	100	投資控股 Investment holding
廣東中大訊通軟件科技 有限公司 ^{(3)*}	中國/中國 The PRC/ Mainland China	人民幣50,000,000 RMB50,000,000	—	70	設計及銷售 電子產品及軟件 Design and trading of electronic products and software

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

17. 附屬公司權益 (續)

主要附屬公司之詳情如下：(續)

附註：

- (1) 全外資公司。
 - (2) 遞延股份並無附有獲派股息或接獲召開本公司任何股東大會之通告或出席任何股東大會或於大會上投票之權利，亦無權在清盤時參與任何分派。
 - (3) 於中國成立之中外合資企業。
- * 未經香港安永會計師事務所或其他安永會計師事務所國際成員所審核。

上表載列董事認為對本集團之本年度業績有重大影響或組成本集團資產淨值之要部之附屬公司。董事認為，提供其他附屬公司之詳情將導致資料過於冗長。

18. 共同控制實體權益

17. INTERESTS IN SUBSIDIARIES (continued)

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

Notes:

- (1) Wholly-foreign-owned enterprise.
 - (2) The deferred shares practically carry no rights to dividends or to receive notice of or to attend or vote at any general meeting of the company or to participate in any distribution on winding up.
 - (3) Sino-foreign equity joint ventures established in the PRC.
- * Not audited by Ernst & Young Hong Kong or other member firm of the Ernst & Young global network.

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 JOINTLY-CONTROLLED ENTITIES

		本集團 Group	
		二零一零年 2010 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000
應佔資產淨值	Share of net assets	1,464	2,927
收購商譽	Goodwill on acquisition	6,680	6,680
		8,144	9,607
應收一共同控制實體賬款	Amount due from a jointly-controlled entity	4,978	—
		13,122	9,607

應收一共同控制實體賬款乃包括於共同控制實體權益中，為無抵押、免息及無固定還款期。董事認為，共同控制實體之結餘將不會在報告期末後十二個月內償還，故於財務狀況表內列為非流動。

The amount due from a jointly-controlled entity included in interests in jointly-controlled entities is unsecured, interest-free and has no fixed terms of repayment. In the opinion of the directors, the balance with the jointly-controlled entity is not repayable within twelve months from the end of the reporting period and is therefore shown in the consolidated statement of financial position as non-current.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

18. 共同控制實體權益 (續)

於二零零九年三月三十一日，應付一共同控制實體賬款96,000港元乃包括於本集團流動負債中，為無抵押、免息及無固定還款期。

共同控制實體之詳情如下：

名稱	所持已發行 股份詳情	註冊成立/ 註冊地點	百分比			主要業務
			所有權權益	表決權	分成	
Name	Particulars of issued shares held	Place of incorporation/ registration	Percentage of			Principal activities
			Ownership interest	Voting power	Profit sharing	
銳智科技有限公司 Neoplatec Technology Company Limited	700,000港元 HK\$700,000	香港 Hong Kong	35	35	35	製造、設計及銷售 模內技術相關產品 Manufacture, design and trading of in-mould technology related products
重慶新標醫療設備 有限公司 (「重慶新標」) Chongqing New Standard Medical Equipment Co., Ltd. (「Chongqing New Standard」)	人民幣5,401,550 RMB5,401,550	中國 The PRC	19.78	20	19.78	製造及銷售電子醫療 器械 Manufacture and trading of electronic medical appliances

上述共同控制實體權益由本公司間接持有。

重慶新標財務報表之財政年度以十二月三十一日為年結日。本集團之財務報表乃根據該共同控制實體於一月一日至三月三十一日期間之重大交易作出調整。

18. INTERESTS IN JOINTLY-CONTROLLED ENTITIES (continued)

At 31 March 2009, the amount due to a jointly-controlled entity of HK\$96,000, included in the Group's current liabilities, was unsecured, interest-free and had no fixed terms of repayment.

Particulars of the jointly-controlled entities are as follows:

The above interests in jointly-controlled entities are indirectly held by the Company.

The financial statements of Chongqing New Standard have the financial year end of 31 December. The Group's financial statements are adjusted for the material transactions of this jointly-controlled entity between 1 January and 31 March.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

18. 共同控制實體權益 (續)

下表說明之本集團共同控制實體財務資料概要：

18. INTERESTS IN JOINTLY-CONTROLLED ENTITIES (continued)

The following table illustrates the summarised financial information of the Group's jointly-controlled entities:

		二零一零年 2010 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000
應佔共同控制實體之資產及負債：	Share of the jointly-controlled entities' assets and liabilities:		
流動資產	Current assets	1,268	20,282
非流動資產	Non-current assets	1,460	871
流動負債	Current liabilities	(1,264)	(18,226)
資產淨值	Net assets	1,464	2,927
應佔共同控制實體之業績：	Share of the jointly-controlled entities' results:		
收入	Revenue	354	279
其他收入	Other income	153	3
		507	282
支出總額	Total expenses	(1,970)	(2,026)
稅後虧損	Loss after tax	(1,463)	(1,744)

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

19. 聯營公司權益

19. INTERESTS IN ASSOCIATES

		本集團 Group	
		二零一零年 2010	二零零九年 2009
		千港元 HK\$'000	千港元 HK\$'000
應佔資產淨值	Share of net assets	—	—
應收聯營公司賬款	Amounts due from associates	12,168	13,073
減：減值 [#]	Less: Impairment [#]	(9,335)	(9,335)
		2,833	3,738

應收聯營公司賬款2,833,000港元(二零零九年：3,738,000港元)乃包括於本集團流動資產中，為無抵押、免息及無固定還款期。

The amounts due from associates of HK\$2,833,000 (2009: HK\$3,738,000), included in the Group's current assets, are unsecured, interest-free and have no fixed terms of repayment.

[#] 由於此等本集團屬下之聯營公司持續錄得虧損，故已就賬面值12,168,000港元(未扣除減值虧損前)(二零零九年：13,073,000港元)之應收聯營公司賬款確認減值。

[#] An impairment was recognised for the amounts due from associates with a carrying amount of HK\$12,168,000 (before deducting the impairment loss) (2009: HK\$13,073,000) because these associates of the Group have been making loss persistently.

應收聯營公司賬款減值撥備之變動如下：

The movements in the provision for impairment of amounts due from associates are as follows:

		本集團 Group	
		二零一零年 2010	二零零九年 2009
		千港元 HK\$'000	千港元 HK\$'000
於年初	At the beginning of year	9,335	4,320
由其他應付賬款重新分類 ^{##}	Reclassified from other payables ^{##}	—	3,200
已確認減值虧損(附註6)	Impairment losses recognised (note 6)	—	1,970
撇賬	Write-off	—	(155)
於年終	At the end of year	9,335	9,335

^{##} 於過往年度本集團有就一聯營公司為數3,999,000港元之銀行透支額提供擔保，並已被全數動用。其中3,200,000港元之擔保已作撥備及於其他應付賬款中列賬。截至二零零九年三月三十一日止年度內，本集團已替該聯營公司償還已動用之3,950,000港元銀行備用額，並相應地將該3,200,000港元之撥備由其他應付賬款重新分類至應收聯營公司賬款減值虧損。

^{##} The Group provided a bank guarantee of HK\$3,999,000 to an associate for an overdraft facility which was fully utilised in prior years, of which HK\$3,200,000 was provided for and was included in other payables in prior years. During the year ended 31 March 2009, the Group settled the utilised banking facility of HK\$3,950,000 on behalf of the associate, and accordingly, the provision of HK\$3,200,000 was reclassified from other payables to impairment losses on amounts due from associates.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

19. 聯營公司權益 (續)

主要聯營公司之詳情如下：

名稱	所持已發行 股份詳情	註冊成立/ 註冊地點	本集團應佔所有 權權益之百分比	主要業務
Name	Particulars of issued shares held	Place of incorporation/ registration	Percentage of ownership interest attributable to the Group	Principal activities
臻科精密模具有限公司 (「臻科」)* ACME Tech Precision Moulds Limited ("ACME")*	3,500港元 HK\$3,500	香港 Hong Kong	35	工模生產及銷售 Manufacture and trading of moulds
神州金卡科技有限公司 (「神州金卡」) Sinocard Technology Limited ("Sinocard")	45,000港元 HK\$45,000	香港 Hong Kong	45	無業務 Inactive

* 未經香港安永會計師事務所或其他安永會計師事務所國際成員所審核。

Particulars of the principal associates are as follows:

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

上表呈列董事認為對本集團之本年度業績有重大影響或組成本集團資產淨值主要部分之聯營公司。董事認為，提供其他聯營公司的詳情將導致資料過於冗長。

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

上列聯營公司和本集團之財務報表一致，財政年度截至三月三十一日。

The financial statements of the above associates are coterminous with those of the Group, which have financial year ending 31 March.

本集團擁有之聯營公司股權，乃經由本公司一全資附屬公司持有之股權股本。

The Group's shareholdings in the associates all comprise equity shares held through a wholly-owned subsidiary of the Company.

由於應佔此等聯營公司虧損超過本集團於聯營公司權益，故本集團已終止確認其應佔臻科及神州金卡虧損。本集團於本年度及累計之未確認應佔聯營公司虧損分別為95,138港元(二零零九年：340,405港元)及6,004,422港元(二零零九年：5,909,284港元)。

The Group has discontinued the recognition of its share of losses of ACME and Sinocard because the share of losses of these associates exceeded the Group's interests in the associates. The Group's unrecognised share of losses of these associates for the current year and cumulatively amounted to HK\$95,138 (2009: HK\$340,405) and HK\$6,004,422 (2009: HK\$5,909,284), respectively.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

19. 聯營公司權益 (續)

下表說明摘於其管理賬目之本集團聯營公司財務資料概要：

		二零一零年 2010 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000
資產	Assets	6,358	5,965
負債	Liabilities	(20,188)	(19,649)
收入	Revenue	5,936	5,060
本年度虧損	Loss for the year	(146)	(809)

19. INTERESTS IN ASSOCIATES (continued)

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

20. 可供出售投資

		本集團 Group	
		二零一零年 2010 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000
按成本之非上市股本投資	Unlisted equity investments, at cost	36,094	36,094
減：減值 [#]	Less: Impairment [#]	(10,000)	(10,000)
		26,094	26,094

[#] 由於投資表現欠佳，故已就賬面值32,055,000港元（未扣除減值虧損前）（二零零九年：32,055,000港元）之一非上市投資確認減值。於本年內減值並無變動（二零零九年：無）。

上述投資包括非上市股本證券投資，其指定作為可供出售投資。

[#] An impairment was recognised for an unlisted investment with a carrying amount of HK\$32,055,000 (before deducting the impairment loss) (2009: HK\$32,055,000) due to the non-performance of the investment. There was no movement in the impairment during the year (2009: Nil).

The above investments consist of investments in unlisted equity securities which were designated as available-for-sale investments.

21. 應收一合資夥伴賬款

於二零零九年三月三十一日應收一合資夥伴賬款並無抵押，附6%年利率利息及將於二零一零年十月十四日清還。

21. AMOUNT DUE FROM A JOINT-VENTURE PARTNER

At 31 March 2009, the amount due from a joint-venture partner is unsecured, bore interest at a rate of 6% per annum and would be repayable on 14 October 2010.

財務報表附註(續)

NOTES TO FINANCIAL STATEMENTS (continued)

截至二零一零年三月三十一日止年度
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22. 長期按金

資產既無過期或減值。與按金有關之金融資產在近期並無拖欠記錄。

22. LONG TERM DEPOSITS

None of the assets is either past due or impaired. The financial assets relate to deposits for which there was no recent history of default.

23. 存貨

23. INVENTORIES

		本集團 Group	
		二零一零年 2010	二零零九年 2009
		千港元 HK\$'000	千港元 HK\$'000
原材料	Raw materials	77,416	58,979
在製品	Work in progress	22,724	14,714
製成品	Finished goods	25,174	23,050
		125,314	96,743

24. 應收貿易賬款

24. TRADE RECEIVABLES

		本集團 Group	
		二零一零年 2010	二零零九年 2009
		千港元 HK\$'000	千港元 HK\$'000
應收貿易賬款	Trade receivables	100,356	131,592
減值	Impairment	(15,739)	(17,069)
		84,617	114,523

本集團與其客戶之貿易主要以信貸形式進行。付款期一般介乎60至90天。每個客戶皆有最大信貸額度。本集團務求維持對其未償付之應收款項進行嚴格控制並且使信貸風險降至最低。高級管理層定期審閱逾期之餘額。應收貿易賬款不計利息。信貸風險管理詳情請參閱附註42。

The Group's trading terms with its customers are mainly on credit. The credit period is generally 60 to 90 days. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and to minimise credit risk. Overdue balances are reviewed regularly by senior management. Trade receivables are interest-free. Please refer to note 42 for details of credit risk management.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

截至二零一零年三月三十一日止年度
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24. 應收貿易賬款 (續)

以下為應收貿易賬款以付款到期日及撥備淨額計算而於報告期末之賬齡分析：

		本集團 Group	
		二零一零年 2010	二零零九年 2009
		千港元 HK\$'000	千港元 HK\$'000
0至60天	0-60 days	66,633	106,820
61至90天	61-90 days	7,347	108
超過90天	Over 90 days	10,637	7,595
		84,617	114,523

應收貿易賬款減值撥備之變動如下：

		本集團 Group	
		二零一零年 2010	二零零九年 2009
		千港元 HK\$'000	千港元 HK\$'000
於年初	At the beginning of year	17,069	16,264
已確認減值虧損，淨額 (附註6)	Impairment losses recognised, net (note 6)	—	805
因不可收回而撇賬之賬款	Amount written off as uncollectible	(1,330)	—
於年終	At the end of year	15,739	17,069

上述應收貿易賬款減值撥備包括個別經減值應收貿易賬款15,739,000港元(二零零九年：17,069,000港元)其賬面值為22,378,000港元(二零零九年：25,208,000港元)。個別經減值應收貿易賬款與拖欠或遲繳款項有關，預期僅可收回此等應收賬款之一部份。本集團並無就此等結餘持有任何抵押品或其他信貸增益。

24. TRADE RECEIVABLES (continued)

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

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

Included in the above provision for impairment of trade receivables is a provision for individually impaired trade receivables of HK\$15,739,000 (2009: HK\$17,069,000) with a gross carrying amount of HK\$22,378,000 (2009: HK\$25,208,000). The individually impaired trade receivables relate to customers that were in default or delinquent in payments and only a portion of the receivables is expected to be recovered. The Group does not hold any collateral or other credit enhancements over these balances.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

截至二零一零年三月三十一日止年度
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24. 應收貿易賬款 (續)

並無個別或共同視為須予減值之應收貿易賬款之賬齡分析如下：

未過期或無減值	Neither past due nor impaired
過期一至兩個月	1 to 2 months past due
過期兩至三個月	2 to 3 months past due
過期超過三個月	Over 3 months past due

未過期或亦無減值之應收賬款屬於大批分散的客戶在近期並無拖欠記錄。

已過期但無減值之應收賬款屬於本集團多個記錄良好的客戶。根據過往記錄，本公司董事認為，由於信貸質素並無重大改變，並認為結餘仍可全數收回，故無須就此等結餘作出減值撥備。本集團並無就此等結餘持有任何抵押品或其他信貸增益。

25. 預付款項、按金及其他應收賬款—本集團及本公司

此等資產既未過期亦無減值。此等金融資產屬於近期並無拖欠記錄之應收款項。

24. TRADE RECEIVABLES (continued)

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

本集團	
Group	
二零一零年	二零零九年
2010	2009
千港元	千港元
HK\$'000	HK\$'000
64,280	69,975
2,323	33,951
7,347	108
4,028	2,350
77,978	106,384

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.

25. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES — GROUP AND COMPANY

None of the assets is either past due or impaired. The financial assets relate to receivables for which there was no recent history of default.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

26. 按公平值記入損益表之投資

26. INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

		本集團 Group	
		二零一零年 2010	二零零九年 2009
		千港元 HK\$'000	千港元 HK\$'000
非上市債券證券，按公平值	Unlisted debt securities, at fair value		
— 債券的固定年利率在 5.5%至7.5%之間及 到期日由二零一零年 十一月八日至 二零一四年四月 二十八日止	— Debentures with fixed interest rates from 5.5% to 7.5% per annum with maturity dates from 8 November 2010 to 28 April 2014	40,654	40,890

上文於二零一零年及二零零九年三月三十一日之非上市債券證券已被歸類為可供出售。

The above unlisted debt securities at 31 March 2010 and 2009 were classified as held for trading.

按公平值記入損益表之投資之公平值以於報告期末營業時間結束時之按買入報價釐定。

The fair values of investments at fair value through profit or loss are determined based on the quoted bid prices at the close of business at the end of the reporting period.

於二零一零年三月三十一日，本集團其中賬面值16,025,000港元按公平值記入損益表之投資（二零零九年：16,725,000港元）已被抵押，以取得本集團之一銀行備用額（附註31）。

At 31 March 2010, the Group's investments at fair value through profit or loss with the carrying amount of HK\$16,025,000 (2009: HK\$16,725,000) were pledged as security for the Group's banking facilities (note 31).

27. 衍生金融工具

27. DERIVATIVE FINANCIAL INSTRUMENTS

		本集團 Group			
		二零一零年 2010		二零零九年 2009	
		資產 Assets	負債 Liabilities	資產 Assets	負債 Liabilities
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
遠期外匯合約	Forward currency contracts	—	35	596	395

遠期外匯合約之賬面值與其公平值相同。上述涉及衍生金融工具之交易，乃與永隆銀行有限公司及招商銀行訂立。

The carrying amounts of forward currency contracts are the same as their fair values. The above transactions involving derivative financial instruments are transacted with Wing Lung Bank Limited and China Merchant Bank Co., Ltd.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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27. 衍生金融工具 (續)

本集團訂立上述遠期外匯合約，以管理其匯率風險，惟並不符合同時會計法之條件。非對沖性質貨幣衍生工具之公平值變動虧損97,000港元(二零零九年：收益1,457,000港元)，已計入於年內之損益內。

28. 現金及現金等值項目

於報告期末，本集團以人民幣(「人民幣」)計值之現金及現金等值項目為31,371,000港元(二零零九年：77,890,000港元)。人民幣不得自由兌換為其他貨幣，然而，根據中國外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准透過獲授權可從事匯兌業務的銀行將人民幣兌換為其他貨幣。

銀行現金乃根據銀行每日銀行存款利率之浮動利率賺取利息。視乎本集團即時現金需求，短期定期存款之期限不同，介乎一天及三個月不等，並按各自之短期定期存款利率賺取利息。銀行存款存放於具良好信用且沒有近期拖欠付款紀錄的銀行。

27. DERIVATIVE FINANCIAL INSTRUMENTS (continued)

The Group has entered into the above forward currency contracts to manage its exchange rate exposures which did not meet the criteria for hedge accounting. Changes in the fair value of non-hedging currency derivatives amounting to a loss of HK\$97,000 (2009: a gain of HK\$1,457,000) were charged to profit or loss during the year.

28. CASH AND CASH EQUIVALENTS

		本集團 Group		本公司 Company	
		二零一零年 2010	二零零九年 2009	二零一零年 2010	二零零九年 2009
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
現金及銀行結餘	Cash and bank balances	79,311	105,696	197	188
定期存款	Time deposits	122,032	121,600	—	—
現金及現金等值項目	Cash and cash equivalents	201,343	227,296	197	188

At the end of the reporting period, the cash and cash equivalents of the Group denominated in Renminbi ("RMB") amounted to HK\$31,371,000 (2009: HK\$77,890,000). RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earn 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.

財務報表附註(續)

NOTES TO FINANCIAL STATEMENTS (continued)

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29. 應付貿易賬款及應付票據

以下為應付貿易賬款及應付票據以付款到期日計算而於報告期末之賬齡分析：

0至60天	0-60 days
61至90天	61-90 days
超過90天	Over 90 days

應付貿易賬款無需支付利息，且一般於60天結算。

29. TRADE AND BILLS PAYABLES

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

		本集團 Group	
		二零一零年 2010 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000
0至60天	0-60 days	79,626	73,351
61至90天	61-90 days	1,585	1,717
超過90天	Over 90 days	2,539	3,188
		83,750	78,256

The trade payables are non-interest-bearing and are normally settled on 60-day terms.

30. 其他應付賬款及應計負債

其他應付賬款及應計負債並無計息，且須按要求償還。

30. OTHER PAYABLES AND ACCRUALS

Other payables and accruals are interest-free and repayable on demand.

31. 附息銀行借貸

本集團	Group
流動	Current
銀行借貸，無抵押 並須於一年內 償還	Bank borrowing, unsecured and repayable within one year

31. INTEREST-BEARING BANK BORROWING

		二零一零年 2010		二零零九年 2009	
		實際利率 (%) Effective interest rate (%)	千港元 HK\$'000	實際利率 (%) Effective interest rate (%)	千港元 HK\$'000
本集團	Group				
流動	Current				
銀行借貸，無抵押 並須於一年內 償還	Bank borrowing, unsecured and repayable within one year	—	—	2.5	15,428

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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31. 附息銀行借貸 (續)

附註：

- (a) 於報告期末，為數16,000,000港元（二零零九年：16,000,000港元）之本集團循環貸款未予動用（二零零九年：無）。本集團之循環貸款以本集團合共16,025,000港元（二零零九年：16,725,000港元）以公平值記入損益表之若干投資作為抵押（附註26）。
- (b) 於報告期末，本公司就本集團為數零港元（二零零九年：15,428,000港元）之銀行貸款提供擔保。
- (c) 於二零零九年三月三十一日，本集團之銀行借貸為日圓。

於二零零九年三月三十一日，本集團的銀行借貸的賬面值與其公平值相若。於二零零九年三月三十一日借貸之公平值估計為於結算日以當時利率貼現的未來現金流量現值。

32. 遞延稅項

本集團於稅務局評估前於香港產生約182,812,000港元（二零零九年：173,374,000港元）的稅務虧損，並可供無限期抵銷產生有關虧損的公司的未來應課稅溢利。本集團亦於中國產生17,193,188港元（二零零九年：9,865,568港元）的稅務虧損，並可於未來一至五年內抵銷未來應課稅溢利。因此附屬公司已虧損一段時間且認為其應課稅溢利不足以抵銷此等附屬公司可動用之稅務虧損，故此等虧損而言，並未確認遞延稅項資產。

31. INTEREST-BEARING BANK BORROWING (continued)

Notes:

- (a) The Group's revolving loan amounted to HK\$16,000,000 (2009: HK\$16,000,000), none of which (2009: Nil) was utilised as at the end of the reporting period. The Group's revolving loan are secured by the pledge of certain of the Group's investments at fair value through profit or loss of HK\$16,025,000 (2009: HK\$16,725,000) (note 26).
- (b) The Company has guaranteed the Group's bank borrowing amounting to HK\$0 (2009: HK\$15,428,000) as at the end of the reporting period.
- (c) At 31 March 2009, the bank borrowing of the Group was denominated in Japanese Yen.

At 31 March 2009, the carrying amount of the Group's bank borrowing approximated to its fair value. The fair value of borrowing was estimated to be the present value of its future cash flows, discounted at prevailing interest rate at 31 March 2009.

32. DEFERRED TAX

The Group has tax losses arising in Hong Kong before IRD assessment of HK\$182,812,000 (2009: HK\$173,374,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. The Group also has tax losses arising in Mainland China of HK\$17,193,188 (2009: HK\$9,865,568) that will expire in one to five years for offsetting against future taxable profits. 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 by these subsidiaries.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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32. 遞延稅項 (續)

根據中華人民共和國企業所得稅法，於中國成立之外資企業向外國投資者宣派之股息須徵收10%之暫繳稅。是項規定已由二零零八年一月一日起生效，並適用於二零零七年十二月三十一日之後產生之盈利。倘中國與外國投資者所屬司法管轄區之間訂有稅務協議，則可按較低暫繳稅率繳稅。就本集團而言，適用稅率為5%。因此，本集團須就於中國成立之附屬公司於二零零八年一月一日以後產生之盈利所分派之股息繳納暫繳稅。

於二零一零年三月三十一日，本集團並無就於中國成立之附屬公司、聯營公司及共同控制實體因未匯出盈利而產生之應付股息暫繳稅確認任何遞延稅項。董事認為，此等附屬公司、聯營公司及共同控制實體在可見未來不大可能分派此等盈利。於報告期末，有關於中國的附屬公司及共同控制實體投資，並未有產生重大暫時差額(二零零九年：無)。

本公司向其股東支付的股息並無附有所得稅後果。

33. 股本

32. DEFERRED TAX (continued)

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 dividend taxes that would be payable on the unremitted earnings, that are subject to withholding dividend taxes of the Group's subsidiaries, associates, and jointly-controlled entities established in Mainland China. In the opinion of the directors, it is not probable that these subsidiaries, associates and jointly-controlled entities will distribute such earnings in the foreseeable future. There was no significant temporary differences associated with investments in subsidiaries and jointly-controlled entities in Mainland China at the end of the reporting period (2009: Nil).

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

33. SHARE CAPITAL

		二零一零年 2010 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000
法定：	Authorised:		
3,000,000,000股每股 面值0.10港元普通股 (二零零九年： 3,000,000,000股)	3,000,000,000 (2009: 3,000,000,000) ordinary shares of HK\$0.10 each	300,000	300,000
已發行及繳足：	Issued and fully paid:		
1,197,663,029股每股 面值0.10港元普通股 (二零零九年： 1,197,663,029股)	1,197,663,029 (2009: 1,197,663,029) ordinary shares of HK\$0.10 each	119,766	119,766

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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34. 優先認股權計劃

本公司採納優先認股權計劃(「計劃」)，旨在激勵、吸引及挽留為本集團長期發展及對盈利作出重要貢獻之合資格參與者。計劃之合資格參與者包括本公司之董事(包括獨立非執行董事)、本集團之其他僱員或高級職員、本集團顧問或任何與本集團有業務關係之人士。計劃於二零零二年四月二日被採納及(除非以其他方式註銷或修訂則作別論)自該日期生效，有效期為十年。

根據計劃當前獲准將予授出未行使之優先認股權之股份數目，不得超過此等優先認股權獲行使後於本公司任何時間已發行股份之10%。計劃中的各合資格參與者於任何12個月期間因優先認股權而可予發行之股份數目，限制於本公司任何時間已發行股份之1%。任何超出限制的優先認股權的進一步授出須於股東大會獲得股東批准。

向本公司之董事、最高行政人員或主要股東或彼等任何之聯繫人士授出優先認股權必須經本公司獨立非執行董事事先批准。此外，倘於任何12個月期間向本公司之主要股東或獨立非執行董事或彼等各自之聯繫人士授出優先認股權而發行之股份數目超過本公司任何時間已發行股份之0.1%或有關股份之總值超過5,000,000港元(按授出當日本公司股份價格)，則事先須獲股東在股東大會上批准。

授予人可在自授予日期起計21個營業日內，繳付優先認股權合共1港元之象徵式代價以接納優先認股權。已授出優先認股權的行使期乃由董事決定，自某個歸屬期間後開始並於董事決定且不遲於計劃屆滿日之日期結束。

34. SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of motivating, attracting and retaining eligible participants whose contribution are vital to the long term growth and profitability of the Group. Eligible participants of the Scheme include the Company's directors, including independent non-executive directors, other employees or officers of the Group, advisers or consultants of the Group, or any person that have business relationship with the Group. The Scheme was adopted on 2 April 2002 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

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

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

The offer of a grant of share options may be accepted within 21 business 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, and commences after a certain vesting period and ends on a date which is determinable by the directors and is not later than the expiry date of the Scheme.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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34. 優先認股權計劃 (續)

優先認股權之行使價乃由董事決定，惟不可低於下列中的較高者(i)本公司股份在優先認股權授予當天在聯交所所載的收市價；(ii)本公司股份在優先認股權授予日期前5個交易日在聯交所所載之平均收市價；及(iii)本公司股份的面值。

優先認股權並未賦予持有人收取股息或於股東會議上投票之權力。

於本年內，根據計劃，下列優先認股權尚未行使：

34. SHARE OPTION SCHEME (continued)

The exercise price of share options is determinable by the directors, but may 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 trading days immediately preceding the date of offer, and (iii) the nominal value of the shares of the Company.

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

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

		二零一零年 2010		二零零九年 2009	
		加權平均 行使價 Weighted average exercise price 港元 每股 HK\$ per share	認股權數目 Number of options 千份 '000	加權平均 行使價 Weighted average exercise price 港元 每股 HK\$ per share	認股權數目 Number of options 千份 '000
於年初	At the beginning of year	0.676	33,738	0.664	35,591
年內沒收	Forfeited during the year	0.605	(449)	0.651	(977)
年內失效	Lapsed during the year	0.792	(16,009)	0.226	(876)
於年終	At the end of year	0.569	17,280	0.676	33,738

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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34. 優先認股權計劃 (續)

於本年內，根據計劃，優先認股權之變動情況如下：

34. SHARE OPTION SCHEME (continued)

The movements of the outstanding share options under the Scheme during the year are as follows:

參與者 姓名或類別	Names or categories of participants	認股權數目 Number of share options					於 二零一零年 三月三十一日	優先認股權 之授出日期* (日.月.年)	優先認股權 之行使期 (包括首尾兩日) (日.月.年)	優先認股權 之行使價**	於優先 認股權 授出日期***
		於 二零零九年 四月一日	年內授出	年內行使	年內沒收	年內失效					
		At 1 April 2009	Granted during the year	Exercised during the year	Forfeited during the year	Lapsed during the year	At 31 March 2010	Dates of grant of share options* (DD.MM.YYYY)	Exercise periods of share options (both dates inclusive) (DD.MM.YYYY)	Exercise prices of share options** 港元 (每股) HK\$ per share	At grant date of options*** 港元 (每股) HK\$ per share
董事	Directors										
譚偉豪 太平紳士	Tam Wai Ho, Samson JP	900,000	—	—	—	(900,000)	—	19.04.2004	20.01.2005 至 19.01.2010	0.950	0.920
譚偉棠	Tam Wai Tong, Thomas	900,000	—	—	—	(900,000)	—	19.04.2004	20.01.2005 至 19.01.2010	0.950	0.920
譚梅嘉慧	Tam Mui Ka Wai, Vivian	400,000	—	—	—	(400,000)	—	19.04.2004	20.01.2005 至 19.01.2010	0.950	0.920
		400,000	—	—	—	—	400,000	07.08.2006	15.06.2007 至 14.06.2010	0.554	0.560
大谷和廣	Kazuhiro Otani	900,000	—	—	—	(900,000)	—	19.04.2004	20.01.2005 至 19.01.2010	0.950	0.920
		800,000	—	—	—	(800,000)	—	03.06.2005	26.04.2006 至 25.04.2009	0.606	0.610
		800,000	—	—	—	—	800,000	07.08.2006	15.06.2007 至 14.06.2010	0.554	0.560
		800,000	—	—	—	—	800,000	13.09.2007	08.08.2008 至 05.08.2011	0.584	0.495

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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34. 優先認股權計劃 (續)

34. SHARE OPTION SCHEME (continued)

		認股權數目 Number of share options							優先認股權 之行使期 (包括首尾兩日) (日.月.年)	優先認股權 之行使價**	於優先 認股權 授出日期***
		於 二零零九年 四月一日	年內授出	年內行使	年內沒收	年內失效	於 二零零九年 三月三十一日	優先認股權 之授出日期*	優先認股權 之行使價**	於優先 認股權 授出日期***	
		At 1 April 2009	Granted during the year	Exercised during the year	Forfeited during the year	Lapsed during the year	At 31 March 2010	Dates of grant of share options*	Exercise prices of share options**	At grant date of options***	
參與者 姓名或類別	Names or categories of participants							(DD.MM.YYYY)	港元 (每股) HK\$ per share	港元 (每股) HK\$ per share	
董事 (續)		Directors (continued)									
李冠雄	Lee Koon Hung	900,000	—	—	—	(900,000)	—	19.04.2004	20.01.2005至 19.01.2010	0.950	0.920
		800,000	—	—	—	(800,000)	—	03.06.2005	26.04.2006至 25.04.2009	0.606	0.610
		800,000	—	—	—	—	800,000	07.08.2006	15.06.2007至 14.06.2010	0.554	0.560
		800,000	—	—	—	—	800,000	13.09.2007	08.08.2008至 05.08.2011	0.584	0.495
霍定洋	Fok Ting Yeung, James	400,000	—	—	—	(400,000)	—	19.04.2004	20.01.2005至 19.01.2010	0.950	0.920
		400,000	—	—	—	(400,000)	—	03.06.2005	26.04.2006至 25.04.2009	0.606	0.610
		400,000	—	—	—	—	400,000	07.08.2006	15.06.2007至 14.06.2010	0.554	0.560
		400,000	—	—	—	—	400,000	13.09.2007	08.08.2008至 05.08.2011	0.584	0.495

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

截至二零一零年三月三十一日止年度
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34. 優先認股權計劃 (續)

34. SHARE OPTION SCHEME (continued)

		認股權數目 Number of share options							優先認股權 之行使期 (包括首尾兩日) Exercise periods of share options		優先認股權 之行使價**	於優先 認股權 授出日期***
		於 二零零九年 四月一日	年內授出	年內行使	年內沒收	年內失效	於 二零一零年 三月三十一日	優先認股權 之授出日期* (日.月.年)	優先認股權 之行使期 (日.月.年)	優先認股權 之行使價**	於優先 認股權 授出日期***	
參與者 姓名或類別	Names or categories of participants	At 1 April 2009	Granted during the year	Exercised during the year	Forfeited during the year	Lapsed during the year	At 31 March 2010	Dates of grant of share options* (DD.MM.YYYY)	Dates of of share options (both dates inclusive) (DD.MM.YYYY)	Exercise prices of share options** 港元(每股) HK\$ per share	At grant date of options*** 港元(每股) HK\$ per share	
董事 (續)	Directors (continued)											
陸翠容	Luk Chui Yung, Judith	500,000	—	—	—	(500,000)	—	19.04.2004	20.01.2005 至 19.01.2010	0.950	0.920	
		500,000	—	—	—	(500,000)	—	03.06.2005	26.04.2006 至 25.04.2009	0.606	0.610	
		500,000	—	—	—	—	500,000	19.07.2006	15.06.2007 至 14.06.2010	0.554	0.560	
		800,000	—	—	—	—	800,000	13.09.2007	08.08.2008 至 05.08.2011	0.584	0.495	
		13,100,000	—	—	—	(7,400,000)	5,700,000					
其他	Others											
僱員	Employees	3,818,000	—	—	(42,000)	(3,776,000)	—	19.04.2004	20.01.2005 至 19.01.2010	0.950	0.920	
		4,833,000	—	—	—	(4,833,000)	—	03.06.2005	26.04.2006 至 25.04.2009	0.606	0.610	
		5,757,000	—	—	(192,000)	—	5,565,000	19.07.2006	15.06.2007 至 14.06.2010	0.554	0.560	
		6,230,000	—	—	(215,000)	—	6,015,000	13.09.2007	08.08.2008 至 05.08.2011	0.584	0.495	
		20,638,000	—	—	(449,000)	(8,609,000)	11,580,000					
合計	Total	33,738,000	—	—	(449,000)	(16,009,000)	17,280,000					

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

截至二零一零年三月三十一日止年度
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34. 優先認股權計劃 (續)

於本年內未行使優先認股權對賬附註：

- * 優先認股權之歸屬期自授出日期起至行使期開始時止。
- ** 優先認股權之行使價須受因供股或紅股發行之調整或本公司股本之其他類似變動之影響。
- *** 於優先認股權授出日期所披露之本公司股價乃緊接優先認股權授出日期前一個交易日於聯交所之收市價。緊接優先認股權行使日期前所披露之本公司股份價格為緊接此等優先認股權較在披露事項範圍內之優先認股權全部行使，而獲行使日期前的聯交所收市價之加權平均數。

於過往年度內授出之優先認股權已全部歸屬。於過往年度內授出並未全部歸屬之優先認股權之公平值為947,000港元其中本集團於二零零九年三月三十一日止年度內確認優先認股權支出395,000港元，於二零一零年三月三十一日止年度，並沒有確認額外優先認股權支出。截至二零一零年三月三十一日止年度內，並未授出優先認股權。

於二零零八年三月三十一日止年度內授出之以股權支付之優先認股權之公平值乃於授出日期按二項式並考慮優先認股權授出條款及條件後作出估計，下表列出截至二零零八年三月三十一日止年度所採用之該模式之數據：

派息率	Dividend yield	9.09%
預期波幅	Expected volatility	43.69%
無風險利率	Risk-free interest rate	3.87%
優先認股權之預計年限 (年)	Expected life of options (years)	3.89
股價 (港元)	Share prices (HK\$)	0.50

34. SHARE OPTION SCHEME (continued)

Notes to the reconciliation of share options outstanding during the year:

- * The vesting period of the share options is from the date of grant until the commencement of the exercise period.
- ** The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.
- *** The price of the Company's shares disclosed as at the date of grant of the share options is the Stock Exchange closing price on the trading day immediately prior to the date of grant of the options. The price of the Company's shares disclosed immediately before the exercise date of the share options is the weighted average of the Stock Exchange closing prices immediately before the dates on which the options were exercised over all of the exercises of options within the disclosure line.

All share options granted in prior years have been fully vested. The fair value of the share options granted in prior years, which were not fully vested as at 31 March 2009, was HK\$947,000 of which the Group recognised a share option expense of HK\$395,000 during the year ended 31 March 2009, and no further share option expense is recognised during the year ended 31 March 2010. No share option was granted during the year ended 31 March 2010.

The fair value of equity-settled share options granted during the year ended 31 March 2008 was estimated as at the date of grant, using a binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the inputs to the model used for the year ended 31 March 2008:

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

34. 優先認股權計劃 (續)

優先認股權的預計年限乃根據過去一年的歷史數據釐定，並不能標示可能出現之行使規律。預期波幅反映歷史波幅可標示未來趨勢之假設，但未必為實際結果。

於計量公平值時並無計入所授出優先認股權的其他特質。

於報告期末，本公司根據計劃有17,280,000份未行使優先認股權。根據本公司現行股本結構，全面行使餘下優先認股權將導致發行17,280,000股本公司額外普通股、為數1,728,000港元額外股本及未計發行開支前為數8,110,000港元股份溢價。

於此等財務報表批准日期，本公司根據計劃有17,280,000份未行使優先認股權，約相當於當日本公司已發行股份1.44%。

35. 儲備

(a) 本集團

本集團於本年度及過往年度之儲備金額及其變動呈列於財務報表第38頁之綜合權益變動表內。

本集團之特別儲備指根據一九九三年本公司之股份上市前所進行之本集團重組而收購之附屬公司股份之面值，為交換此等股份而發行之本公司股份面值之差額。

34. SHARE OPTION SCHEME (continued)

The expected life of the options is based on the historical data over the past one year and is not necessarily indicative of the exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome.

No other feature of the options granted was incorporated into the measurement of fair value.

At the end of the reporting period, the Company had 17,280,000 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 17,280,000 additional ordinary shares of the Company and additional share capital of HK\$1,728,000 and share premium of HK\$8,110,000 (before issue expenses).

At the date of approval of these financial statements, the Company had 17,280,000 share options outstanding under the Scheme, which represented approximately 1.44% of the Company's shares in issue as at that date.

35. RESERVES

(a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 38 of the financial statements.

The Group's special reserve represents the difference between the nominal value of the shares of the subsidiaries acquired pursuant to the Group reorganisation prior to the listing of the Company's shares in 1993, and over the nominal value of the Company's shares issued in exchange therefor.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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35. 儲備 (續)

(b) 本公司

			股份 溢價賬	繳入盈餘	股本 贖回儲備	優先 認股權 儲備	保留溢利/ (累計虧損)	總額
		附註	Share premium account	Contributed surplus	Capital redemption reserve	Share option reserve	Retained profits/ (accumulated losses)	Total
		Notes	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
於二零零八年 三月三十一日	At 31 March 2008		409,710	21,976	419	2,461	18,560	453,126
以股權支付之優先 認股權安排	Equity-settled share option arrangements	34	—	—	—	395	—	395
本年度全面虧損 總額	Total comprehensive loss for the year	11	—	—	—	—	(46,207)	(46,207)
於二零零九年 三月三十一日	At 31 March 2009		409,710	21,976	419	2,856	(27,647)	407,314
本年度全面虧損 總額	Total comprehensive loss for the year	11	—	—	—	—	(32,908)	(32,908)
於二零一零年 三月三十一日	At 31 March 2010		409,710	21,976	419	2,856	(60,555)	374,406

本公司之繳入盈餘指根據一九九三年本公司之股份上市前所進行之集團重組而收購之附屬公司股份之公平值超逾為交換此等股份而發行之本公司股份面值之部分。根據百慕達公司法1981，一間公司可在若干情況下，以繳入盈餘賬內之款項向其成員作出分派。

優先認股權儲備包括已授出尚未行使之優先認購股權之公平值，詳見財務報表附註2.4之以股份為基礎支付交易之會計政策。當相關優先認股權行使時，此金額將轉撥至股份溢價賬。

35. RESERVES (continued)

(b) Company

			Share premium account	Contributed surplus	Capital redemption reserve	Share option reserve	Retained profits/ (accumulated losses)	Total
		Notes	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
At 31 March 2008			409,710	21,976	419	2,461	18,560	453,126
Equity-settled share option arrangements		34	—	—	—	395	—	395
Total comprehensive loss for the year		11	—	—	—	—	(46,207)	(46,207)
At 31 March 2009			409,710	21,976	419	2,856	(27,647)	407,314
Total comprehensive loss for the year		11	—	—	—	—	(32,908)	(32,908)
At 31 March 2010			409,710	21,976	419	2,856	(60,555)	374,406

The Company's contributed surplus represents the excess of the fair value of the shares of the subsidiaries acquired pursuant to the Group reorganisation prior to the listing of the Company's shares in 1993, over the nominal value of the Company's shares issued in exchange therefor. Under the Bermuda Companies Act 1981, a company may make distributions to its members out of the contributed surplus in certain circumstances.

The share option reserve comprises the fair value of share options granted which are yet to be exercised, as further explained in the accounting policy for share-based payment transactions in note 2.4 to the financial statements. The amount will be transferred to the share premium account when the related options are exercised.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

截至二零一零年三月三十一日止年度
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36. 或然負債

- (a) 截至二零零八年三月三十一日止年度內，一獨立服務供應商（「原告人」）在香港入稟向本集團一附屬公司（「被告人」）提出訴訟，向被告人申索一筆為數627,571美元（約4,895,000港元）之款額。原告人指稱被告人違反一份日期為二零零四年十二月三日之服務協議（「該協議」），未有按該協議付款（「該申索」）。就此，被告人亦入稟向原告人提出反申索，並指稱原告人違反該協議，未有設計及開發與該協議所界定之功能規格大致相符之產品。因此，被告人向原告人提出反申索，要求原告人賠償算定損害賠償100,000美元，以及須予評估之其他損害賠償，連同利息及訟費（「反申索」）。

基於可供證據及繫於調查發現及專家證據的發生，被告人之代表律師認為可就該申索作出有效抗辯，且被告人在該申索及反申索有機會勝訴。於本年度，該申索及反申索並沒有進一步進展。因此，本公司董事認為無須就此作出撥備（二零零九年：無）。

- (b) 於報告期末，在財務報表中之其他或然負債詳情如下：

36. CONTINGENT LIABILITIES

- (a) During the year ended 31 March 2008, an independent service provider (the "Plaintiff") issued a legal proceeding in Hong Kong against a subsidiary of the Group (the "Defendant") and a claimed against the Defendant for a sum of US\$627,571 (approximately HK\$4,895,000). The Plaintiff alleged that the Defendant was in breach of a service agreement dated 3 December 2004 (the "Agreement") and failed to make payments in accordance with the Agreement (the "Claim"). In this connection, the Defendant also filed a claim against the Plaintiff and alleged that the Plaintiff was in breach of the Agreement in failing to design and develop the products in substantial conformance to the functional specification as defined in the Agreement. Accordingly, the Defendant made a counterclaim against the Plaintiff for liquidated damages in the sum of US\$100,000 and other damages to be assessed together with interests and costs (the "Counterclaim").

Based on the available evidence and subject to discovery and expert evidence, the Defendant's representing solicitor considered that there were valid defences to the Claims and the Defendant had a good chance of success in the Claim and the Counterclaim. During the year, there was no further progress noted in these Claim and Counterclaim. As such, the directors of the Company are of the opinion that no provision is required to be made (2009: Nil).

- (b) At the end of the reporting period, details of other contingent liabilities in the financial statements were as follows:

	本集團 Group		本公司 Company	
	二零一零年 2010 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000
就有關獲授予的 備用額而給予 銀行之擔保：				
附屬公司	—	—	122,317	164,000
聯營公司	13	104	—	—
	13	104	122,317	164,000

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

截至二零一零年三月三十一日止年度
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36. 或然負債 (續)

(b) (續)

於二零一零年三月三十一日，須由本公司給予銀行的擔保而獲授予之銀行備用額已動用零港元(二零零九年：15,428,000港元)，而須由本集團擔保而給予聯營公司之銀行備用額已動用約13,000港元(二零零九年：104,000港元)。

37. 經營租賃安排

本集團根據經營租賃安排租用其若干寫字樓物業及員工宿舍。物業之租賃釐定期乃一至二十年。

於二零一零年三月三十一日，本集團尚有不可取消之經營租賃中未來最少應付租金總額，按租賃屆滿期計算如下：

		本集團 Group	
		二零一零年 2010 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000
一年內	Within one year	8,244	8,912
於第二年至第五年 (包括首尾兩年)	In the second to fifth years, inclusive	10,870	16,327
超過五年	After five years	4,287	7,442
		23,401	32,681

於報告期末，本公司既無任何重大經營租賃安排。

36. CONTINGENT LIABILITIES (continued)

(b) (continued)

As at 31 March 2010, the banking facilities granted to the subsidiaries subject to guarantees given to the banks by the Company were utilised to the extent of HK\$0 (2009: HK\$15,428,000), and the banking facilities guaranteed by the Group to associates were utilised to the extent of approximately HK\$13,000 (2009: HK\$104,000).

37. OPERATING LEASE ARRANGEMENTS

The Group leases certain of its office premises and staff quarters under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to twenty years.

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

At the end of the reporting period, the Company had no significant operating lease arrangements.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

截至二零一零年三月三十一日止年度
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38. 承擔

除上文附註37之經營租賃安排詳情外，本集團於報告期末亦有下列資本承擔：

38. COMMITMENTS

In addition to the operating lease commitments detailed in note 37 above, the Group had the following capital commitments at the end of the reporting period:

		本集團 Group	
		二零一零年 2010	二零零九年 2009
		千港元 HK\$'000	千港元 HK\$'000
已訂約但未作撥備： 物業、廠房及設備	Contracted, but not provided for: Property, plant and equipment	29,770	1,609

於報告期末，本公司既無任何重大承擔（二零零九年：無）。

At the end of the reporting period, the Company had no significant commitments (2009: Nil).

39. 關連人士交易

(a) 除在此等財務報表其他章節詳述的交易外，於本年內，本集團有下列重大關連人士交易：

39. RELATED PARTY TRANSACTIONS

(a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

		本集團 Group	
		二零一零年 2010	二零零九年 2009
		千港元 HK\$'000	千港元 HK\$'000
由本集團一聯營公司 收取之使用權支出	Royalty expense charged by an associate of the Group	(i) 1,428	3,989
向一聯營公司購買之貨品	Purchases of products from an associate	(ii) 6,531	4,740

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

截至二零一零年三月三十一日止年度
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39. 關連人士交易 (續)

(a) (續)

附註：

- (i) 使用權支出是根據本集團一附屬公司於本年內所出售的掌上電子產品的數量而計算出來，而條款已載列於聯營公司及該附屬公司所訂立之使用權協議內。
- (ii) 向聯營公司購買之貨品乃根據與聯營公司給予其主要客戶之公開價格及條件而作出的。

(b) 本集團主要管理人員報酬：

39. RELATED PARTY TRANSACTIONS (continued)

(a) (continued)

Notes:

- (i) The royalty expense was calculated based on the number of electronic handheld products sold by a subsidiary of the Group during the year with the terms as stipulated in the royalty agreement between the associate and that subsidiary.
- (ii) The purchases from an associate were made according to the published prices and conditions offered by the associate to its major customers.

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

		二零一零年 2010 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000
短期僱員福利	Short term employee benefits	13,120	13,482
與表現掛鈎之獎金	Performance related incentive payments	—	20
僱員優先認股權福利	Employee share option benefits	—	173
退休計劃供款	Pension scheme contributions	462	462
支付主要管理人員 之報酬總額	Total compensation paid to key management personnel	13,582	14,137

董事酬金進一步詳情載於財務報表附註8。

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

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

40. 按類別劃分之金融工具

各類別金融工具於報告期末之賬面值如下：

二零一零年
2010

金融資產

Financial assets

		按公平值記入 損益表之 金融資產— 持作買賣 Financial assets at fair value through profit or loss – held for trading 千港元 HK\$'000	貸款及 應收賬款 Loans and receivables 千港元 HK\$'000	可供出售 金融資產 Available-for- sale financial assets 千港元 HK\$'000	總計 Total 千港元 HK\$'000
可供出售投資	Available-for-sale investments	—	—	26,094	26,094
長期按金	Long term deposits	—	1,556	—	1,556
應收貿易賬款	Trade receivables	—	84,617	—	84,617
列為預付款項、 按金及其他應收 賬款之金融資產	Financial assets included in prepayments, deposits and other receivables	—	54,227	—	54,227
應收聯營公司賬款	Amounts due from associates	—	2,833	—	2,833
應收—共同控制 實體賬款 (附註18)	Amount due from a jointly-controlled entity (note 18)	—	4,978	—	4,978
按公平值記入 損益表之投資	Investments at fair value through profit or loss	40,654	—	—	40,654
現金及現金等值 項目	Cash and cash equivalents	—	201,343	—	201,343
		40,654	349,554	26,094	416,302

40. 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:

本集團
Group

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

截至二零一零年三月三十一日止年度
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40. 按類別劃分之金融工具 (續)

40. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

二零一零年 2010		本集團 Group		
金融負債	Financial liabilities	按公平值記入 損益表之 金融負債— 持作買賣 Financial liabilities at fair value through profit or loss – held for trading 千港元 HK\$'000	按攤銷 成本計量之 金融負債 Financial liabilities at amortised cost 千港元 HK\$'000	總計 Total 千港元 HK\$'000
應付貿易賬款及應付票據	Trade and bills payables	—	83,750	83,750
列為其他應付賬款及 應計負債之金融負債	Financial liabilities included in other payables and accruals	—	22,614	22,614
衍生金融工具	Derivative financial instruments	35	—	35
		35	106,364	106,399

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

40. 按類別劃分之金融工具 (續)

40. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

二零零九年
2009

本集團
Group

金融資產	Financial assets	按公平值記入 損益表之 金融資產— 持作買賣 Financial assets at fair value through profit or loss — held for trading 千港元 HK\$'000	貸款及 應收賬款 Loans and receivables 千港元 HK\$'000	可供出售 金融資產 Available-for-sale financial assets 千港元 HK\$'000	總計 Total 千港元 HK\$'000
可供出售投資	Available-for-sale investments	—	—	26,094	26,094
長期按金 (附註22)	Long term deposits (note 22)	—	1,558	—	1,558
應收貿易賬款	Trade receivables	—	114,523	—	114,523
列為預付款項、 按金及其他應收 賬款之金融資產	Financial assets included in prepayments, deposits and other receivables	—	42,721	—	42,721
應收聯營公司賬款	Amounts due from associates	—	3,738	—	3,738
應收一合資夥伴 賬款	Amount due from a joint-venture partner	—	1,680	—	1,680
按公平值記入 損益表之投資	Investments at fair value through profit or loss	40,890	—	—	40,890
衍生金融工具	Derivative financial instruments	596	—	—	596
現金及現金等值 項目	Cash and cash equivalents	—	227,296	—	227,296
		41,486	391,516	26,094	459,096

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

40. 按類別劃分之金融工具 (續)

40. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

二零零九年 2009		本集團 Group		
金融負債	Financial liabilities	按公平值記入 損益表之 金融負債— 持作買賣 Financial liabilities at fair value through profit or loss – held for trading 千港元 HK\$'000	按攤銷 成本計量之 金融負債 Financial liabilities at amortised cost 千港元 HK\$'000	總計 Total 千港元 HK\$'000
應付貿易賬款及應付票據	Trade and bills payables	—	78,256	78,256
列為其他應付賬款及 應計負債之金融負債	Financial liabilities included in other payables and accruals	—	14,972	14,972
應付—共同控制 實體賬款	Amount due to a jointly-controlled entity	—	96	96
衍生金融工具	Derivative financial instruments	395	—	395
附息銀行借貸	Interest-bearing bank borrowing	—	15,428	15,428
		395	108,752	109,147

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

40. 按類別劃分之金融工具 (續)

各類別金融工具於報告期末之賬面值
如下：

40. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

The carrying amounts of each of the categories of financial
instruments as at the end of the reporting period are as follows:

		本公司 Company	
		貸款及應收賬款 Loans and receivables	
		二零一零年 2010	二零零九年 2009
		千港元 HK\$'000	千港元 HK\$'000
金融資產	Financial assets		
附屬公司權益 (附註17)	Interests in subsidiaries (note 17)	687,237	719,246
應收附屬公司賬款	Due from subsidiaries	3,000	3,000
列為預付款項、按金及 其他應收賬款之金融資產	Financial assets included in prepayments, deposits and other receivables	205	206
現金及現金等值項目	Cash and bank balances	197	188
		690,639	722,640
金融負債	Financial liabilities		
		按攤銷成本計量之金融負債 Financial liabilities at amortised cost	
		二零一零年 2010	二零零九年 2009
		千港元 HK\$'000	千港元 HK\$'000
應付附屬公司賬款 (附註17)	Due to subsidiaries (note 17)	195,314	194,356

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

41. 公平值等級

本集團採用以下等級架構以釐定及披露金融工具的公平值：

第一層：按同類資產或負債於活躍市場的報價（未經調整）釐定的公平值

第二層：以估值技術釐定的公平值，且該估值技術所有重要輸入參數均直接或間接基於可察覺的市場數據

第三層：以估值技術釐定的公平值，但該估值技術所有重要輸入參數均非基於可察覺的市場數據（不可察覺的輸入參數）

於二零一零年三月三十一日，本集團持有按公平值計量之金融工具如下：

於二零一零年三月三十一日以公平值計量之資產：

	第一層 Level 1 千港元 HK\$'000	第二層 Level 2 千港元 HK\$'000	第三層 Level 3 千港元 HK\$'000	總計 Total 千港元 HK\$'000
按公平值記入 Investments at fair value 損益表之投資 through profit or loss	40,654	—	—	40,654

於二零一零年三月三十一日以公平值計量之負債：

	第一層 Level 1 千港元 HK\$'000	第二層 Level 2 千港元 HK\$'000	第三層 Level 3 千港元 HK\$'000	總計 Total 千港元 HK\$'000
衍生金融工具 Derivative financial instruments	—	35	—	35

而截至二零一零年三月三十一日止年度，第一層及第二層之間並無公平值計量轉移，亦無公平值計量轉入或轉出第三層。

41. FAIR VALUE HIERARCHY

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments:

Level 1: fair values measured based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are not based on observable market data (unobservable inputs)

As at 31 March 2010, the Group held the following financial instruments measured at fair value:

Assets measured at fair value as at 31 March 2010:

	第一層 Level 1 千港元 HK\$'000	第二層 Level 2 千港元 HK\$'000	第三層 Level 3 千港元 HK\$'000	總計 Total 千港元 HK\$'000
按公平值記入 Investments at fair value 損益表之投資 through profit or loss	40,654	—	—	40,654

Liabilities measured at fair value as at 31 March 2010:

	第一層 Level 1 千港元 HK\$'000	第二層 Level 2 千港元 HK\$'000	第三層 Level 3 千港元 HK\$'000	總計 Total 千港元 HK\$'000
衍生金融工具 Derivative financial instruments	—	35	—	35

During the year ended 31 March 2010, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfer into or out of Level 3.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

42. 財務風險管理目標及政策

本集團主要金融工具包括投資、應收貿易賬款及其他應收賬款、現金及短期存款、應付貿易賬款及其他應付賬款。

本集團金融工具產生的主要風險為信貸風險、流動資金風險及外幣風險。董事會檢討及同意管理此類風險的政策，概述如下。

信貸風險

本集團之信貸風險主要來自其應收貿易賬款。本集團很大程度上依賴於少數佔其大部分業務之客戶。於二零一零年三月三十一日前五大客戶佔其應收貿易賬款額數超過51% (二零零九年：超過57%)。倘這些客戶未能按要求支付賬款，這將對本集團經營業績造成重大負面影響。為將信貸風險減至最低，本集團管理層已委派一組人員，負責釐定信貸限額，信貸審批及其他監控程序，以確保採取跟進措施收回逾期債務。此外，本集團會定期審閱每項個別應收貿易賬款之可回收數額，以確保就不可回收金額作出足夠之減值虧損。就此而言，本集團董事認為本集團之信貸風險已妥善管理並大幅降低。

由於本集團僅與認可之信譽超卓之第三方進行買賣，故並無要求提供抵押品。

本集團其他金融資產 (包括現金及現金等值項目、可供出售投資、按公平值記入損益表之投資及若干衍生工具) 之信貸風險來自對約方失責，而風險之最高上限相等於此等工具之賬面值。

就本集團所面對來自應收貿易賬款之信貸風險，其數據於財務報表附註24披露。

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments mainly comprise investments, trade and other receivables, cash and short term deposits, trade and bills payables, and other payables.

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

Credit risk

The Group's credit risk is primarily attributable to its trade receivables. The Group has been largely dependent on a small number of customers for a substantial portion of its business. The top five customers represent over 51% (2009: over 57%) of the amount of trade receivables as at 31 March 2010. The failure of these customers to make the required payments could have a substantial negative impact on the Group's operating results. In order to minimise the credit risk, management of the Group has delegated a team responsible for the determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group regularly reviews the recoverable amount of each individual trade to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors consider that the Group's credit risk is properly managed and significantly reduced.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, available-for-sale investments, investments at fair value through profit or loss and certain derivative instruments, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 24 to the financial statements.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

42. 財務風險管理目標及政策 (續)

流動資金風險

本集團以經常性流動資金規劃工具監察其資金短缺風險。該工具審議其金融工具及金融資產(如應收貿易賬款)之到期情況,並預測經營業務之現金流量情況。

本集團運用銀行備用額,致力在資金持續性及靈活性中間取得平衡。於二零一零年三月三十一日,本集團並無銀行借貸。

於報告期末,以已訂約未貼現款項為基準,本集團金融負債之還款期概況如下:

本集團 Group

		二零一零年 2010				
		應要求	少於三個月	三個月至 少於 十二個月 3 to less than 12 months	一年至 五年 1 to 5 years	總計 Total
		On demand	Less than 3 months	less than 12 months	1 to 5 years	Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
應付貿易賬款及 應付票據	Trade and bills payables	48,626	34,724	134	266	83,750
其他應付賬款	Other payables	22,614	—	—	—	22,614
衍生金融工具	Derivative financial instruments	—	—	22	13	35
就有關獲授予 聯營公司的 備用額而給予 銀行之擔保	Guarantees given to banks in connection with facilities granted to associates	13	—	—	—	13
		71,253	34,724	156	279	106,412

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of banking facilities. At 31 March 2010, the Group had no outstanding bank borrowings.

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

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

42. 財務風險管理目標及政策 (續)

流動資金風險 (續)

本集團
Group

		二零零九年 2009			
		應要求	少於三個月	三個月至 少於 十二個月	總計
		On demand	Less than 3 months	3 to less than 12 months	Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
應付貿易賬款及 應付票據	Trade and bills payables	28,983	45,500	3,773	78,256
其他應付賬款	Other payables	7,790	7,093	89	14,972
應付一共同控制 實體賬款	Amount due to a jointly- controlled entity	96	—	—	96
衍生金融工具	Derivative financial instruments	—	395	—	395
付息銀行借貸	Interest-bearing bank borrowing	—	15,428	—	15,428
就有關獲授予 聯營公司的 備用額而給予 銀行之擔保	Guarantees given to banks in in connection with facilities granted to associates	104	—	—	104
		36,973	68,416	3,862	109,251

於報告期末，以已訂約未貼現款項為基準，本公司金融負債之還款期概況如下：

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

本公司
Company

		二零一零年 2010	
		超過一年 Over 1 year	總計 Total
		千港元 HK\$'000	千港元 HK\$'000
應付附屬公司賬款	Due to subsidiaries	195,314	195,314

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

42. 財務風險管理目標及政策 (續)

流動資金風險 (續)

本公司
Company

		二零零九年 2009		
		按要求 On demand	超過一年 Over 1 year	總計 Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
應付附屬公司賬款	Due to subsidiaries	—	194,356	194,356
就有關獲授予附屬 公司的備用額而 給予銀行之擔保	Guarantees given to banks in connection with facilities granted to a subsidiary	15,428	—	15,428
		15,428	194,356	209,784

外幣風險

本集團涉及交易貨幣風險。該等風險來自營運單位的銷售或購買(單位的功能貨幣除外)。本集團有部份應收貿易賬款和應付貿易賬款以外幣計值。於二零一零年三月三十一日,本集團曾訂立若干遠期外匯合約,以減輕本集團海外投資所面臨之外幣風險,惟該等遠期外匯合約並不符合對沖會計法之條件。

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units in currencies other than the units' functional currencies. Certain trade receivables and payables of the Group are denominated in foreign currencies. At 31 March 2010, the Group has entered into certain forward currency contracts to reduce the foreign currency exposures on the Group's overseas investments, however, they did not meet the criteria for hedge accounting.

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

截至二零一零年三月三十一日止年度
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42. 財務風險管理目標及政策 (續)

外幣風險 (續)

以下表格顯示在其他變數維持不變的情況下，人民幣及日圓匯率之合理可能變動，對報告期末時本集團稅前虧損之敏感度(因貨幣性資產及負債之公平值變動所致)。

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk (continued)

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the Renminbi and Japanese Yen exchange rates, with all other variables held constant, of the Group's loss before tax (due to changes in the fair value of monetary assets and liabilities).

		變動百分比 Change in rate %	稅前溢利/ (虧損) 之變動 Change in profit/(loss) before tax 千港元 HK\$'000
二零一零年	2010		
若港元兌以下貨幣匯率 貶值：	If Hong Kong dollar weakens against:		
人民幣	Renminbi	3	1,442
日圓	Japanese Yen	8	3,408
若港元兌以下貨幣匯率 升值：	If Hong Kong dollar strengthens against:		
人民幣	Renminbi	3	(1,442)
日圓	Japanese Yen	8	(3,408)
二零零九年	2009		
若港元兌以下貨幣匯率 貶值：	If Hong Kong dollar weakens against:		
人民幣	Renminbi	5	4,510
日圓	Japanese Yen	8	43
若港元兌以下貨幣匯率 升值：	If Hong Kong dollar strengthens against:		
人民幣	Renminbi	5	(4,510)
日圓	Japanese Yen	8	(43)

財務報表附註 (續)

NOTES TO FINANCIAL STATEMENTS (continued)

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

42. 財務風險管理目標及政策 (續)

資本管理

本集團之資本管理，主要目標乃保障本集團能持續經營，並維持健康之資本比率，以支持其業務及提高股東價值。

本集團管理其資本架構，並因應經濟狀況之變動作出調整。在保持或調整其資本架構時，本集團或會調整派付予股東之股息、向股東退回資本或發行新股份。於截至二零一零年三月三十一日止及二零零九年三月三十一日止各年度，其目標、政策或程序並無變動。

本集團以流動比率(流動資產除以流動負債)監察資本。本集團之政策為使流動比率維持超過一。報告期末時之流動比率如下：

42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management

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

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders 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 31 March 2009.

The Group monitors capital using a current ratio, which is current assets divided by current liabilities. The Group's policy is to maintain the current ratio over one. The current ratios as at the end of the reporting periods were as follows:

		本集團 Group	
		二零一零年 2010 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000
流動資產	Current assets	517,580	534,726
流動負債	Current liabilities	175,489	158,414
流動比率	Current ratio	2.95	3.38

43. 比較數字

誠如財務報表附註2.2闡釋，鑑於本年度採納新制訂及經修訂的香港財務報告準則，財務報表內若干項目及結餘之呈報已經更改以符合新規定。因此，若干比較收字已重新分類以符合本年度之呈報形式及會計處理。

43. COMPARATIVE AMOUNTS

As further explained in note 2.2 to the financial statements, due to the adoption of new and revised HKFRSs during the current year, the presentation of certain items and balances in the financial statements have been revised to comply with the new requirements. Accordingly, certain comparative amounts have been reclassified to conform with the current year's presentation and accounting treatment.

44. 財務報表之批准

本財務報表於二零一零年七月六日已獲得董事會批准及授權刊印。

44. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 6 July 2010.

財務概要

FINANCIAL SUMMARY

本概要並非組成經審核財務報表之其中一部份。 This summary does not form part of the audited financial statements.

業績

RESULTS

		截至三月三十一日止年度 Year ended 31st March,				
		二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
收入	Revenue	1,490,757	1,237,317	940,732	752,605	663,261
稅前溢利／(虧損)	Profit/(Loss) before tax	76,271	77,781	(16,579)	(64,468)	(21,990)
稅項	Income tax	(21,880)	(17,873)	1,684	(279)	(12,942)
本年度溢利／(虧損)	Profit/(Loss) for the year	54,391	59,908	(14,895)	(64,747)	(34,932)
應佔溢利／(虧損)：	Profit/(Loss) attributable to:					
本公司股權持有人	Equity holders of the Company	54,391	59,324	(15,250)	(64,673)	(34,256)
少數股東權益	Minority interests	—	584	355	(74)	(676)
本年度溢利／(虧損)	Profit/(Loss) for the year	54,391	59,908	(14,895)	(64,747)	(34,932)

資產與負債

ASSETS AND LIABILITIES

		於三月三十一日 As at 31st March,				
		二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000
資產總值	Total assets	854,940	859,351	775,755	687,000	670,086
負債總值	Total liabilities	(255,092)	(250,181)	(190,282)	(158,414)	(175,489)
		599,848	609,170	585,473	528,586	494,597
本公司股權持有人應佔股權	Equity attributable to equity holders of the Company	599,001	607,699	583,617	524,458	491,142
少數股東權益	Minority interests	847	1,471	1,856	4,128	3,455
		599,848	609,170	585,473	528,586	494,597

主要物業之詳情

PARTICULARS OF MAJOR PROPERTIES

本集團於二零一零年三月三十一日持有主要物業之詳情如下：

Particulars of major properties held by the Group as at 31st March, 2010 are set out below:

名稱／位置 Name/location	類別 Type	年期 Lease term
租賃物業： Leasehold properties:		
1. 香港九龍灣啟祥道9號 信和工商中心2樓 第13-24號工場及 地庫P3號停車位 Workshop Nos.13 to 24 on 2nd Floor and Car Parking Space No. P3 on Basement, Sino Industrial Plaza 9 Kai Cheung Road Kowloon Bay Hong Kong	工業 Industrial	中年期 Medium-term lease
2. 中國東莞長安權智電子廠 東莞市長安鎮 烏沙管理區 第四工業區 Dongguan Chang An Group Sense Electronics Factory Fourth Industrial Zone, Wusha Chang An, Dongguan The People's Republic of China	工業 Industrial	中年期 Medium-term lease



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