



耀萊集團有限公司*
SPARKLE ROLL GROUP 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 : 970)

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公司資料

Corporate Information

BOARD OF DIRECTORS	<p>Tong Kai Lap (<i>Chairman</i>) Zheng Hao Jiang <i>(Deputy Chairman and Chief Executive Officer)</i> Zhao Xiao Dong <i>(Deputy Chairman and Chief Operating Officer)</i> Zhang Si Jian* Gao Yu* (appointed on 30 September 2010) Qi Jian Wei* (appointed on 30 September 2010) Choy Sze Chung, Jojo** Lam Kwok Cheong** Lee Thomas Kang Bor**</p> <p>* <i>Non-Executive Director</i> ** <i>Independent Non-Executive Director</i></p>	董事會	<p>唐啟立 (主席) 鄭浩江 <i>(副主席兼行政總裁)</i> 趙小東 <i>(副主席兼運營總裁)</i> 張思堅* 高煜* (於二零一零年九月三十日獲委任) 綦建偉* (於二零一零年九月三十日獲委任) 蔡思聰** 林國昌** 李鏡波**</p> <p>* 非執行董事 ** 獨立非執行董事</p>
AUDIT COMMITTEE	<p>Choy Sze Chung, Jojo (<i>Chairman</i>) Lam Kwok Cheong Lee Thomas Kang Bor</p>	審核委員會	<p>蔡思聰 (主席) 林國昌 李鏡波</p>
REMUNERATION COMMITTEE	<p>Lam Kwok Cheong (<i>Chairman</i>) Choy Sze Chung, Jojo Lee Thomas Kang Bor Tong Kai Lap Zheng Hao Jiang</p>	薪酬委員會	<p>林國昌 (主席) 蔡思聰 李鏡波 唐啟立 鄭浩江</p>
NOMINATION COMMITTEE	<p>Lee Thomas Kang Bor (<i>Chairman</i>) Lam Kwok Cheong Choy Sze Chung, Jojo</p>	提名委員會	<p>李鏡波 (主席) 林國昌 蔡思聰</p>
LEGAL ADVISERS	<p>Chiu & Partners King & Wood</p>	法律顧問	<p>趙不渝馬國強律師事務所 金杜律師事務所</p>
COMPANY SECRETARY	<p>Mok Wing Kai, Henry (<i>FCPA, FCIS</i>)</p>	公司秘書	<p>莫永佳 (<i>FCPA, FCIS</i>)</p>

公司資料

Corporate Information

PRINCIPAL BANKERS	Bank of Communications Co., Ltd. Bank of East Asia Limited China CITIC Bank Corporation Limited Standard Chartered Bank (Hong Kong) Limited Hang Seng Bank Limited	主要往來銀行	交通銀行股份有限公司 東亞銀行有限公司 中信銀行股份有限公司 渣打銀行(香港) 有限公司 恒生銀行有限公司
AUDITOR	BDO Limited 25th Floor, Wing On Centre 111 Connaught Road Central Hong Kong	核數師	香港立信德豪會計師 事務所有限公司 香港 干諾道中111號 永安中心25樓
REGISTERED OFFICE	Clarendon House 2 Church House Hamilton HM11 Bermuda	註冊辦事處	Clarendon House 2 Church House Hamilton HM11 Bermuda
PRINCIPAL OFFICE	Rooms 2028-36, 20/F Sun Hung Kai Centre 30 Harbour Road Wanchai Hong Kong	主要辦事處	香港 灣仔 港灣道30號 新鴻基中心20樓 2028-36室
REGISTRARS (in Hong Kong)	Tricor Secretaries Limited 26th Floor Tesbury Centre 28 Queen's Road East Wan Chai, Hong Kong	過戶登記處 (香港)	卓佳秘書商務有限公司 香港灣仔 皇后大道東28號 金鐘匯中心26樓
REGISTRARS (in Bermuda)	Butterfield Fund Services (Bermuda) Limited Rosebank Centre 11 Bermudiana Road Pembroke Bermuda	過戶登記處 (百慕達)	Butterfield Fund Services (Bermuda) Limited Rosebank Centre 11 Bermudiana Road Pembroke Bermuda
STOCK CODE	970	股份代號	970
WEBSITE	http://www.hk970.com	網址	http://www.hk970.com

董事及高級管理層人員之履歷

Biographies of Directors and Senior Managements

EXECUTIVE DIRECTORS

TONG KAI LAP (*Chairman and Chief Strategic Officer*)

Aged 51, graduated from The Chinese University of Hong Kong in 1982 with a Bachelor's Degree in Business Administration. Since graduation, he worked in various international banks in the commercial, corporate and investment banking areas. Mr. Tong is a licensed representative for Type 6 (advising on corporate finance) regulated activity under the Securities and Future Ordinance, an associate director of Oriental Patron Asia Limited and the past president of the Rotary Club of Tsim Sha Tsui. Mr. Tong is a fellow member of the Hong Kong Institute of Directors and a founding member of Hong Kong Professionals and Senior Executives Association. Mr. Tong joined the Group in August 2002.

ZHENG HAO JIANG (*Deputy Chairman and Chief Executive Officer*)

Aged 43, graduated in the Law Department (Economic Law Speciality) of Beijing University in 1990 with a Bachelor degree in Law. Mr. Zheng has nearly 15 years experience in Beijing in the areas of equity portfolio management, capital market analysis management and financial advisory. Mr. Zheng is a Standing Director of China Automobile Dealers Association and a Director of China High-Tech Industrialization Association. He is a founding member of Hong Kong Professionals and Senior Executives Association and a fellow member of the Hong Kong Institute of Directors. Mr. Zheng joined the Group in October 2006.

ZHAO XIAO DONG (*Deputy Chairman and Chief Operating Officer*)

Aged 43, graduated in the Information Technology Department of Beijing University of Chemical Technology in 1990 with a Bachelor degree in Engineering. He has over 13 years experience in the areas of wholesale and retail management of luxury goods in Beijing. Mr. Zhao joined the Group in September 2008.

執行董事

唐啟立 (*主席兼策略總監*)

現年51歲，於一九八二年畢業於香港中文大學，持有工商管理學士學位。自畢業後，彼曾任職多間國際銀行，負責商業、企業及投資銀行等方面之工作。唐先生為根據證券及期貨條例已獲發牌從事第6類受規管活動（即就機構融資提供意見）之代表，並為東英亞洲有限公司之聯席董事及尖沙咀扶輪社前主席。唐先生亦為香港董事學會資深會員及香港專業及資深行政人員協會創會會員。唐先生於二零零二年八月加入本集團。

鄭浩江 (*副主席兼行政總裁*)

現年43歲，於一九九零年畢業於北京大學法律系經濟法專業，持有法學士學位。鄭先生於北京從事資本組合管理、資本市場分析管理及財務顧問等工作近15年。鄭先生為中國汽車流通協會常務理事及中國高科技產業化研究會理事。鄭先生為香港專業及資深行政人員協會創會會員，並為香港董事學會資深會員。鄭先生於二零零六年十月加入本集團。

趙小東 (*副主席兼運營總裁*)

現年43歲，於一九九零年畢業於北京化工大學計算機系計算機應用專業，持有工程學士學位。彼於北京擁有13年以上管理高檔消費品批發及零售之經驗。趙先生於二零零八年九月加入本集團。

董事及高級管理層人員之履歷

Biographies of Directors and Senior Managements

NON-EXECUTIVE DIRECTORS

ZHANG SI JIAN

Aged 45, is a Managing Director of Sequoia Capital China focusing on growth capital investments. Prior to joining Sequoia Capital China in 2007, he worked with Baring Private Equity Asia in Hong Kong and Shanghai, and Doughty Hanson in London. Prior to joining private equity, he worked for Deutsche Bank in its Investment Banking division where he advised international companies in their IPO, block trade, debt and convertible bond offerings. He has a Bachelor's Degree of Science from Shanghai Jiao Tong University and a Master Degree of Science from University of Minnesota and a Master Degree of Business Administration from The Wharton School of The University of Pennsylvania.

GUO YU

Aged 37, is currently a Managing Director of the Private Equity Division of Morgan Stanley Asia Limited, primarily focusing on private equity investment activities in China. He is also a non-executive director of both Belle International Holdings Ltd and China Dongxiang (Group) Co., Ltd., shares of both companies are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Prior to joining Morgan Stanley Asia Limited, he worked in Citigroup's Investment Banking Division in Asia for about five years. Mr. Gao also worked in Donaldson, Lufkin & Jenrette's Debt Capital Markets Group in New York. Mr. Gao graduated from Stanford University with a Master's degree in engineering-economic systems and operations research as well as from Tsinghua University in Beijing (北京清華大學) with dual Bachelor's degrees in engineering and economics.

QI JIAN WEI

Aged 56, has over 14-year experience in the jewelry business in China including trading management, development of distribution channels and production operations. He graduated from machineries profession of Beijing Open University in 1982. Mr. Qi has not held any directorship in any listed company in the last 3 years. He is the elder brother of Mr. Qi Jian Hong, the sole beneficial owner of Sparkle Roll Holdings Limited.

非執行董事

張思堅

現年45歲，為紅杉資本中國基金之董事總經理，專注從事資本增值投資事宜。於二零零七年加入紅杉資本中國基金之前，張先生曾任職於香港及上海之霸菱亞洲投資及倫敦之Doughty Hanson。於加入私募基金前，張先生曾任職於德意志銀行投資銀行部，專注於跨國公司之首次公開發售、大手交易、債務及可換股債券發售。張先生持有上海交通大學理學士學位及明尼蘇達大學理學碩士學位及賓夕法尼亞大學沃頓商學院工商管理碩士學位。

高煜

現年37歲，現時為摩根士丹利亞洲有限公司直接投資部董事總經理，主要專責於中國之直接股權投資。彼亦擔任兩家香港聯合交易所有限公司（「聯交所」）上市公司百麗國際控股有限公司及中國動向（集團）有限公司之非執行董事。於加入摩根士丹利亞洲有限公司前，彼曾任職花旗集團於亞洲之投資銀行部約5年。高先生亦曾於Donaldson, Lufkin & Jenrette位於紐約之債務資本市場部工作。高先生畢業於美國史丹福大學，獲工程經濟系統及運籌學碩士學位，以及畢業於北京清華大學，獲工程及經濟雙學士學位。

綦建偉

現年56歲，在中國之珠寶業務（包括貿易管理、開拓分銷渠道及產品經營）方面擁有逾14年經驗。彼於一九八二年畢業於北京廣播電視大學之機械專業。綦先生於過往3年概無於任何上市公司擔任任何董事職務。彼為耀萊控股有限公司之唯一實益擁有人綦建虹先生之兄長。

董事及高級管理層人員之履歷

Biographies of Directors and Senior Managements

INDEPENDENT NON-EXECUTIVE DIRECTORS

獨立非執行董事

CHOY SZE CHUNG, JOJO

蔡思聰

Aged 52, is the Vice Chairman of National Resources Securities Limited. Mr. Choy has extensive experience in the securities industry and business management. Mr. Choy obtained Master of Business Administration Degree from University of Wales, Newport and Master of Business Law Degree from Monash University. Mr. Choy is an independent non-executive director of Chengdu Putian Telecommunications Cable Company Limited and Zhaojin Mining Industry Company Limited, shares of both companies are listed on the Main Board of the Stock Exchange. Mr. Choy is also the Chairman of the Institute of Securities Dealers Limited, committee member of Society of Registered Financial Planner Limited, fellow member of Institute of Financial Accountants, fellow member of the Institute of Compliance Officer, member of Shantou Chinese People's Political Consultative Committee, honorary president of Shantou Overseas Friendship and committee member of Rotary Club Kowloon West.

現年52歲，為中潤證券有限公司副主席。蔡先生於證券業及商業管理方面擁有豐富經驗。蔡先生持有紐波特威爾斯大學之工商管理碩士學位及蒙納士大學之商業法律碩士學位。蔡先生為聯交所主板上市公司成都普天電纜股份有限公司及招金礦業股份有限公司之獨立非執行董事。蔡先生亦為證券商協會有限公司主席、註冊財務策劃師協會有限公司委員會委員、英國財務會計師公會資深會員、合規管理人協會資深會員、汕頭市政協委員、汕頭市海外聯誼會名譽會長及九龍西區扶輪社委員。

LAM KWOK CHEONG

林國昌

Aged 57, holds Bachelor of Laws degree from the University of Hong Kong and has been a practising solicitor in Hong Kong for over 30 years' experience. Mr. Lam is an independent non-executive director of Wing Lee Holdings Limited, Same Time Holdings Limited and 21 Holdings Limited, shares of these companies are listed on the Main Board of the Stock Exchange. Mr. Lam is a Justice of the Peace with Bronze Bauhinia Star (BBS) and a solicitor of the High Court of the Hong Kong Special Administrative Region. Mr. Lam is currently a fellow member of the Hong Kong Institute of Directors, Ex-Officio Member of Heung Yee Kuk New Territories, member of Panel of Adjudicators of Obscene Articles Tribunal, member of Buildings Ordinance Appeal Tribunal Panel and a Civil Celebrant of Marriages.

現年57歲，持有香港大學法學學士學位，於香港擁有超過30年執業律師之經驗。林先生為聯交所主板上市公司永利控股有限公司、Same Time Holdings Limited及21控股有限公司之獨立非執行董事。林先生為太平紳士，並獲授銅紫荊星章，且為香港特別行政區高等法院律師。林先生現為香港董事學會資深會員、新界區鄉議局當然議員、淫褻物品審裁處審裁委員小組成員、建築物條例上訴審裁團成員及婚姻監禮人。

董事及高級管理層人員之履歷

Biographies of Directors and Senior Managements

LEE THOMAS KANG BOR

Aged 57, is a non-executive director of Man Sang Holdings Limited, a company listed on the Main Board of the Stock Exchange, and an independent non-executive director and chairman of the audit and remuneration committee of CIG Yangtze Ports PLC whose shares are listed on the Growth Enterprise Market of the Stock Exchange. Mr. Lee is a member of the Society of Trust and Estate Practitioners, the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators, a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and the Taxation Institute of Hong Kong. Mr. Lee graduated from the University of London with a bachelor's and master's degrees in laws and was called to the Bar of the Lincoln's Inn of United Kingdom. He served as President of the Taxation Institute of Hong Kong from 1999 to 2002, and is currently Deputy President of the Asia-Oceania Tax Consultants' Association and Vice President of Hong Kong Professionals and Senior Executives Association.

DIRECTORS' BIOGRAPHICAL DETAILS UPDATE

Since the date of the 2010 Interim Report (dated 24 November 2010) of the Company, Mr. Lee Kang Bor Thomas was an executive director and has been re-designated, since 1 April 2011, as a non-executive director of Man Sang International Limited, whose shares are listed on the Main Board of the Stock Exchange.

Save for the information disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(B)(1) of the Listing Rules.

SENIOR MANAGEMENT

QI JIAN HONG

Aged 44, is the President of the car distributorship division and watch distributorship division of the Group. Mr. Qi has over 15 years experience in the areas of wholesale and retail management of luxury goods in China. Mr. Qi joined the Group in June 2008. He is directors of Beijing Shou Ying Tong Shang Trading and Commercial Limited (formerly known as Beijing Bin Li Group Limited). Mr. Qi is a Standing Director of China Automobile Dealers Association. He is also the sole beneficial owner of Sparkle Roll Holdings Limited, a substantial shareholder of the Company.

李鏡波

現年57歲，為聯交所主板上市公司民生國際有限公司之非執行董事及聯交所創業板上市公司中國基建港口有限公司之獨立非執行董事兼審核及薪酬委員會主席。李先生為英國信託及遺產學會、香港特許秘書公會及英國特許秘書及行政人員公會會員，並為香港會計師公會、英國特許公認會計師公會及香港稅務學會之資深會員。李先生持有倫敦大學法學學士及法學碩士學位，亦是英國林肯法學院之大律師。彼於一九九九年至二零零二年間擔任香港稅務學會會長，目前為亞洲大洋洲稅務師協會常務副會長及香港專業及資深行政人員協會副會長。

董事履歷詳情更新資料

自日期為二零一零年十一月二十四日之二零一零年中期報告刊發日期以來，李鏡波先生曾出任民生國際有限公司（其股份於聯交所主板上市）之執行董事，並由二零一一年四月一日起調任為非執行董事。

除上文所披露之資料外，並無任何其他資料須依據上市規則第13.51(B)(1)條予以披露。

高級管理人員

綦建虹

現年44歲，為本集團汽車分銷部門及鐘錶分銷部門之總裁。綦先生於中國擁有15年以上管理高檔消費品批發及零售之經驗。綦先生於二零零八年六月加入本集團。彼為北京首盈通商經貿有限公司（前稱北京賓利集團有限公司）之董事。綦先生為中國汽車流通協會之常務理事。彼亦為本公司主要股東耀萊控股有限公司之唯一實益擁有人。

董事及高級管理層人員之履歷

Biographies of Directors and Senior Managements

LEUNG KWOK NING

Aged 49, is the Deputy General Manager of the car distributorship division of the Group. Mr. Leung has over 27 years of experience in managing the automobile aftersales service businesses and sales management particularly for Bentley since 2003. Mr. Leung joined the Group in June 2008 and he is responsible for managing the sales of Bentley and aftersales service.

HO SIU WAH

Aged 41, is the Deputy General Manager of the car distributorship division of the Group. Mr. Ho has over 10 years of experience in management sales of automobiles. Mr. Ho joined the Group in June 2008 and he is responsible for managing the sales of Lamborghini and Rolls-Royce.

MOK HENRY WING KAI

(Chief Financial Officer and Company Secretary)

Aged 50, Mr. Mok holds a degree of Master of Business Administration jointly granted by The University of Manchester and The University of Wales (Bangor) and a degree of Master of Science (Manufacturing Systems Engineering) granted by The University of Warwick of United Kingdom. Mr. Mok is a fellow member of Hong Kong Institute of Certified Public Accountants, Association of Chartered Certified Accountants and Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries. He is also a member of Hong Kong Securities Institute, Taxation Institute of Hong Kong and Hong Kong Institute of Directors. He joined the Group in August 2010.

梁國寧

現年49歲，為本集團汽車分銷部副總經理。梁先生擁有27年以上管理汽車售後服務業務及銷售管理之經驗（由二零零三年起尤其是在賓利方面）。梁先生於二零零八年六月加入本集團，負責管理賓利之銷售及售後服務。

何少華

現年41歲，為本集團汽車分銷部副總經理。何先生擁有10年以上管理汽車銷售之經驗。何先生於二零零八年六月加入本集團，負責管理蘭博基尼和勞斯萊斯之銷售。

莫永佳

(財務總裁兼公司秘書)

現年50歲，莫先生持有英國曼徹斯特大學及威爾斯大學（彭加）聯合頒發之工商管理碩士學位及華威大學製造系統工程理學碩士學位。莫先生為香港會計師公會、英國特許公認會計師公會、英國特許秘書及行政人員協會及香港特許秘書公會資深會員。彼亦為香港證券專業學會、香港稅務學會及香港董事學會會員。彼於二零一零年八月加入本集團。

主席報告

Chairman's Statement

Our business transformation, commenced in June 2008, has been accomplished in this financial year with the disposals of Animation and Comics completed in April and November respectively. The Group is now fully geared to capture the rising golden opportunities of the Mainland China's luxury market. The general economic environment of Mainland China for the next few years will continue to demonstrate strong growing momentum. Given the prominent stance of Mainland China in the global stage, the Group's top-tier luxury goods distributorship business has continued benefiting and leapt a big step forward compared with the previous financial year.

Our board of directors has estimated strong growth in profit after tax during this financial year, so the Board decided to issue a positive profit alert on 11 May 2011. According to the assessment, the board of directors would like to inform shareholders and potential investors of the Group that we might record a significant increase in profit for the year ended 31 March 2011 as compared with the profit recorded in the last financial year that ended on 31 March 2010. The strong profit growth was particularly driven by the outstanding performance from the automobile distributorships business, accounting for over 90% of our total revenue. But at the same time, our gross margin and net margin fell significantly due to the substantial change in revenue mix.

本集團已於本財政年度完成於二零零八年六月開展之業務轉型，分別於四月及十一月完成出售動畫及漫畫業務。本集團現正全速抓緊中國內地奢侈品市場不斷湧現之黃金機會。未來數年，中國內地整體經濟環境將繼續展現強勁增長動力。隨着中國內地在世界舞台鶴立雞群，本集團頂級奢侈品分銷業務較上一財政年度再次表現理想，飛躍發展。

董事會估計本財政年度之除稅後溢利會錄得強勁增長，因此，董事會決定於二零一一年五月十一日發出正面盈利預告。根據評估，董事會知會本集團股東及可能投資本集團之人士，與截至二零一零年三月三十一日止上一財政年度所錄得之溢利比較，本集團於截至二零一一年三月三十一日止年度可能錄得重大溢利增長。強勁溢利增長主要受汽車分銷業務表現突出推動，此業務佔本集團總收益逾90%。然而，與此同時，本集團毛利率及純利率因收益顯著變化而明顯下調。

主席報告

Chairman's Statement

China's Luxury Goods Market

Over the year, we have received ongoing updates and research reports from different reputable authorities, investment banks and global research houses stating that China's Luxury Market has been growing rapidly and is staying strong. The *World Luxury Association* issued a recent report named "*Official Report 2010-2011*" stating that total consumption of the PRC Luxury Market jumped to USD10.7 billion in 2010 compared with USD9.4 billion in 2009, making China the luxury market with the fastest consumption growth. The report also predicted China will supersede the US to become the world's top luxury market with the highest consumption as early as 2012. According to the 15 June 2011 press conference hosted by *The Ministry of Commerce*, China planned to lower import tax on middle and high-end consumption goods to encourage domestic consumption on luxury goods, since taxes on PRC luxury goods are now the highest in the world and most Mainlanders tend to consume luxury products overseas where they are far more second-rated price. While these measures should be good for these market segments in general, we adopt a wait-and-see approach on the positive impact on our luxury goods business. Another supportive research also highlighted the booming Luxury Market of the PRC with an aggressive forecast of sales volume. According to a new report by CLSA titled "*Dipped in Gold*", it also forecast that overall consumption in China will rise by 11% annually over the next 5 years and sales of luxury goods will grow more than twice as quickly. It is expected that luxury customers from Greater China will account for approximately 44% of the global luxury sales by 2020.

According to the *Hurun Wealth Report 2011*, with the burgeoning wealthy elite and their transforming consumption pattern fuel the prosperity of luxury industry, luxury consumption will remain the main driver of consumer market growth in China in the next 5 years.

中國奢侈品市場

年內，本集團屢屢接獲不同權威機構、投資銀行及全球研究公司之最新資料及研究報告，這些報告指出中國奢侈品市場一直迅速增長，並維持強勁。世界奢侈品協會(The World Luxury Association)近期發表名為《2010-2011官方報告(Official Report 2010-2011)》之報告，指出中國奢侈品市場總消費於二零一零年躍升至107億美元，而二零零九年為94億美元，令中國成為消費增長最迅速之奢侈品市場。該報告同時預測，中國將最早於二零一二年，以最高消費額超越美國成為世界第一奢侈品市場。根據中國商務部於二零一一年六月十五日舉行之新聞發佈會，鑑於中國奢侈品徵稅現時為全球最高，而大部分內地人因海外價格遠低於國內而傾向於海外購買奢侈品，中國計劃降低中高檔消費品之進口關稅，以鼓勵國內奢侈品消費。該等措施整體而言應對有關市場分部有利，而本集團靜候其對本集團奢侈品業務之正面影響。另一支持研究亦標舉中國奢侈品市場之蓬勃發展，對其銷售量作出進取預測。根據里昂證券亞洲(CLSA)題為《紙醉金迷(Dipped in Gold)》之最新報告，當中預測中國整體消費將於未來五年按年上升11%，而奢侈品銷售額將迅速增長超過兩倍。預期至二零二零年，大中華地區之奢侈品客戶將佔全球奢侈品銷售額約44%。

根據《二零一一年胡潤財富報告(Hurun Wealth Report 2011)》，新晉富豪及其消費模式轉變令奢侈品行業更見興盛，奢侈品消費將繼續成為中國未來五年消費品市場之主要增長動力。

主席報告

Chairman's Statement

In another perspective, according to the latest *Hurun Wealth Report 2011*, China has 960,000 individuals with a personal wealth of 10 million Yuan (up 9.7% or 85,000 individuals from 2009) in 2010. As for the super-rich, China has recorded 60,000 super-rich with 100 million Yuan in wealth each, up 9.1% in 2010. Beijing leads the way with super-rich 10,000 individuals, followed by Guangdong with 9,000 and Shanghai with 7,800. The average age of the super-rich is 43 years. These super-rich tend to own three properties, five luxury watches and four cars. There has also been a surge of interest in drinking fine wines and collecting arts.

BUSINESS REVIEW

Automobile Distributorships

During the Year, the revenue of the top-tier automobile for the distributorship of Bentley, Lamborghini and Rolls-Royce recorded more than tripled to HK\$3,017 million, compared with HK\$893 million in the previous financial year. All ultra-luxury cars under the Group have performed strongly during this financial year, especially Rolls-Royce which has outperformed with 295 units sold, representing a 10-fold increase in this financial year compared with only 27 units sold during the previous financial year. Rolls-Royce Beijing was ranked No. 1 worldwide in 2010 (ranked 3rd in 2008) among all the dealers worldwide, according to the 2011 Rolls-Royce World Dealer Conference in London in March 2011. The worldwide sales figures of Rolls-Royce cars sold in the calendar year 2010 were 2,711 of which 223 cars were sold by the Group.

Similarly, Bentley Beijing's performance was also brilliant during this financial year with a total of 291 units sold, representing an increase of 63% compared with only 178 units sold during the previous financial year. Also encouraging is that Bentley Beijing was ranked number one in Bentley motor car sales in the world in 2010, and was awarded the 2010 Bentley China Best Distributor and Best After-Sales Servicing Team Award in China during a Bentley China distributorship conference held in March 2011. The worldwide sales figure of Bentley cars sold in the calendar year 2010 was 5,126, of which 253 cars were sold through Sparkle Roll's Beijing Bentley dealer, putting Bentley Beijing at the top of the worldwide retail distributor list.

另一方面，根據最新發表之《二零一一年胡潤財富報告》，於二零一零年，中國共有960,000名個人擁有人民幣千萬元個人財富（較二零零九年增加9.7%或85,000名個人）。至於超級富豪方面，於二零一零年，中國共有60,000名超級富豪各自擁有人民幣億元財富，增加9.1%。北京以10,000名超級富豪居首，廣東及上海分別以9,000名及7,800名位居其後。超級富豪之平均年齡為43歲。該等超級富豪普遍擁有三項物業、五隻豪華腕錶及四輛汽車。愛好品嘗美酒及收藏藝術品者亦見急升。

業務回顧

汽車分銷

年內，分銷賓利、蘭博基尼及勞斯萊斯等頂級汽車之收益達3,017,000,000港元，為上一財政年度之893,000,000港元三倍以上。本集團旗下所有超豪華轎車於本財政年度均表現強勁，勞斯萊斯汽車尤其出眾，共售出295輛，與上一財政年度僅售出27輛比較，本財政年度增加達10倍。根據於二零一一年三月於倫敦舉行之二零一一年勞斯萊斯全球代理商會議，於二零一零年，勞斯萊斯汽車北京成為全球代理商之首（二零零八年名列第三）。勞斯萊斯汽車於二零一零曆年售出之世界銷售數字為2,711輛，當中223輛由本集團售出。

賓利汽車亦有相類情況，賓利北京於本財政年度之表現出色，共售出291輛，與上一財政年度僅售出178輛比較，增幅達63%。同樣令人鼓舞的是，於二零一零年，賓利北京於全球賓利汽車銷量中名列第一，並於二零一一年三月舉行之賓利中國代理會議上榮獲二零一零年賓利中國最佳代理及中國最佳售後服務團隊之殊榮。賓利汽車於二零一零曆年售出之世界銷售數字為5,126輛，當中253輛乃透過耀萊之北京賓利代理商售出，令賓利北京名列全球零售分銷商之首。

主席報告

Chairman's Statement

In June 2011, the Group was granted the distributorships of Bentley in Tianjin and Lamborghini in Dalian by the State Administration of Industry and Commerce (國家工商行政管理總局), which allowed the Group to sell imported Bentley and Lamborghini automobiles and provide after-sales service in the two cities respectively. That is expected to further increase the unit sales of the brands in future. The showrooms of Bentley in Tianjin and Lamborghini in Dalian have been completed and are operating.

In terms of Lamborghini, it has recorded an increase of more than two fold in sales of car units with 72 this financial year, compared with 33 units during the previous financial year.

Encouragingly, income from provision of after-sales services continued to grow during this financial year. Total revenue recorded a 32% increase during this financial year compared with the previous financial year.

In December 2010, the Beijing Municipal Government announced a tightening policy of limiting the issuance of new car licenses from 800,000 to 240,000 with effect from January 2011. As the Group has all along rightly predicted, this policy does not affect our ultra-luxury car business, and it is forecast that China is likely to surpass the US as the number one market of ultra-luxury brands in the next few years.

於二零一一年六月，本集團獲國家工商行政管理總局授予賓利汽車之天津分銷權及蘭博基尼汽車於大連之分銷權，本集團獲准於該兩個城市分別銷售進口賓利及蘭博基尼汽車，並提供售後服務，預期可於日後進一步提升該等品牌之銷量。賓利汽車之天津陳列室及蘭博基尼汽車之大連展銷廳均已建成，並已投入營運。

至於蘭博基尼汽車，本財政年度之汽車銷量為72輛，較上一財政年度之33輛增加超過兩倍。

提供售後服務之收入於本財政年度繼續增長，令人振奮。本財政年度之總收益較上一財政年度增加32%。

於二零一零年十二月，北京市政府公佈政策限制新發汽車牌照數目，自二零一一年一月起由800,000個收緊至240,000個。由於本集團早已作出正確預測，因此，此政策對本集團超豪華車業務並無影響，預計中國可於未來數年超越美國成為第一超豪品牌市場。

主席報告

Chairman's Statement

Watch Distributorships

During the year, the performance of our super deluxe branded watch division performed exceptionally well, particularly with Richard Mille, contributing to nearly half of this sector's total income with total sales of 120 watches. Its two boutiques located in Shanghai Lippo Plaza and Beijing Sparkle Roll Luxury World (Hua Mao) were launched in April and January 2011 respectively. Another super brand, DeWitt, also outperformed thanks to the start of wholesale activities, and this doubled sales during this financial year compared with the last with a total of 150 watches sold. Its boutiques located in Shanghai Lippo Plaza and Beijing Sparkle Roll Luxury World (Hua Mao) were launched in June and January 2011 respectively. DeLaCour BiTourbillon, which we acquired in the beginning of 2010, also recorded sales of 5 pieces during the current financial year. We can see that high-end complication watches are becoming more popular and being widely accepted among Mainlanders. Lastly, Parmigiani also recorded satisfactory sales during the year, which doubled from the last financial year to reach HK\$26 million. Its boutiques located in Shanghai Lippo Plaza and Beijing Sparkle Roll Luxury World (Hua Mao) were launched in May and January 2011 respectively. Since then, Parmigiani has become more visible and popular in the Mainland China market with momentum picking up.

Jewellery Distributorships

Since acquiring the top-tier branded Jewellery business at the end of 2009, Boucheron has performed well due to the expansion of points of sales and intensive marketing promotion programs. Sales during this financial year more than tripled from the previous financial year, with a total of 194 pieces of Jewellery sold compared with 60 pieces. The Beijing boutique located in Beijing Sparkle Roll Luxury World (Hua Mao) was launched in January 2011.

腕錶分銷

年內，本集團超級豪華名牌腕錶分部表現驕人，當中尤以Richard Mille為然，合共售出120隻腕錶，佔此業務總收入近半。其於上海力寶廣場及北京耀萊新天地（華貿店）之兩個專門店分別於二零一一年四月及一月開幕。另一超級品牌DeWitt受惠於開展批發活動，表現亦見出眾，與上一財政年度比較，本財政年度售出合共150隻腕錶之銷售數字翻倍。其於上海力寶廣場及北京耀萊新天地（華貿店）之兩個專門店分別於二零一一年六月及一月開幕。本集團於二零一零年初收購之DeLaCour BiTourbillon亦於本財政年度錄得5隻之銷售數字。本集團見證高端工藝腕錶日受歡迎，廣為內地人士接納。最後，Parmigiani亦於年內錄得令人滿意之銷售數字，較上一財政年度翻倍，達26,000,000港元。其於上海力寶廣場及北京耀萊新天地（華貿店）之兩個專門店分別於二零一一年五月及一月開幕。自此，Parmigiani於中國內地市場之曝光率及知名度與日俱增。

珠寶分銷

自於二零零九年底收購Boucheron後，該頂級珠寶品牌業務由於增加銷售點及積極進行市場宣傳計劃，表現理想。本財政年度合共出售194件珠寶，銷售數字達上一財政年度60件之三倍以上。位於北京耀萊新天地（華貿店）之北京專門店已於二零一一年一月開幕。

主席報告

Chairman's Statement

Another renowned brand under our Group, Federico Buccellati, started operating right after joining our brand alliance in the beginning of 2009, and its Beijing boutique was up and running in January 2011 at Beijing Sparkle Roll Luxury World (Hua Mao). During this financial year, the brand recorded sales of 3 high-end Jewellery pieces.

In April 2011, the Group acquired another top-tier branded Jewellery on the line, Royal Asscher, to become the exclusive distributor of the brand in the PRC. Royal Asscher is one of the most renowned and prestigious brands in the diamond industry, famous for its patented Royal Asscher Cut. It was, for the second time, awarded the privilege of a "Royal" title for another 25 years in 2011.

Fine Wines Distributorships

To meet the needs of demanding wine lovers in the Mainland, the group strives to strength our fine wine business. During this financial year, the Group partnered with two more renowned Bordeaux negocians or wine merchants, Ulysse Cazabonne & Compagnie Medocaine des Grands Crus ("CMGC"), to be the approved distributors of different branded wines sourced from the best soils of Bordeaux in the PRC in January 2011.

Ulysse Cazabonne is one of the classified growths owned by CHANEL Inc. while CMGC is a well-established renowned distributor of exclusive and carefully-selected "petits chateaux" among the 57 Bordeaux appellations and other regions for their quality. We strongly believe that the cooperation will help establish a stronger foundation for our group's future business success in fine wines so as to bring favorable returns to our shareholders.

Also existing is that the cozy wine cellar located at the basement of our Beijing Sparkle Roll Luxury World (Hua Mao) was launched in January 2011 in Beijing. Upon the opening of this retail establishment, sales recorded during this financial year jumped by 54% to HK\$62 million.

本集團旗下另一知名品牌Federico Buccellati於二零零九年初加盟本集團之品牌同盟後，其經營權已經開始，其北京專門店於二零一一年一月在北京耀萊新天地（華貿店）開幕。於本財政年度，該品牌錄得3件高檔珠寶之銷售數字。

於二零一一年四月，本集團收購另一頂級珠寶品牌Royal Asscher，成為該品牌於中國之獨家分銷商。Royal Asscher為鑽石業界享負盛名、地位顯赫之品牌之一，以其專利Royal Asscher切割法聞名。Royal Asscher於二零一一年再度獲得「Royal」美譽，可在未來25年繼續沿用「Royal」稱號。

名酒分銷

內地愛酒之士要求嚴格，為迎合彼等需求，本集團致力充實本集團名酒業務。於本財政年度，本集團於二零一一年一月與兩家著名波爾多批發商或酒商Ulysse Cazabonne及Compagnie Medocaine des Grands Crus（「CMGC」）建立夥伴關係，成為採購產自波爾多優質土壤之不同品牌名酒之授權中國分銷商。

Ulysse Cazabonne為由CHANEL Inc.擁有之大型特級紅酒商之一，而CMGC為歷史悠久之著名分銷商，專門代理由波爾多及鄰近地區57種高質素紅酒品牌中嚴格挑選之「小古堡」系列。本集團深信此次合作將為本集團未來名酒業務增長奠定更堅實之基礎，為股東帶來更優厚之回報。

同樣令人雀躍的是，位於北京耀萊新天地（華貿店）地庫、舒適愜意之酒窖亦已於二零一一年一月在北京開幕。於此零售店開幕後，本財政年度錄得之銷售額躍升54%至62,000,000港元。

主席報告

Chairman's Statement

Apart from distributing top branded wines from Bordeaux, the Group started an innovative program of creating a private label wine – “Ex-Chateaux”(逸仕賞度) – working in collaboration with our partner negocians from Bordeaux. Our private labels were selling well and we have great faith in its future in the Mainland China market.

Additionally, our investment on wine futures or En Primeur 2009 during this financial year was disposed of, generating a gain of approximately HK\$23 million as reflected as fair value gain on financial assets at fair value through profit or loss.

Comics and Animations Development

During this financial year, the Group's comics publications and animations development business recorded sales of HK\$36 million.

The disposal of animations and comics publications were completed on 27 April 2010 and 18 November 2010 respectively and sold for a net cash consideration of HK\$57 million.

RECENT DEVELOPMENT AND PROSPECT

Given the promising prospects of the luxury market in Mainland China, the Group will work towards fortifying our presence and continue expanding our luxury goods business in the PRC. In line with our corporate strategy of steering the Group to consumer discretionary sector, our first step of expansion will involve an intended capital expenditure commitment of approximately RMB70 million in the coming 12 to 15 months in renovation expenses in two projects in Beijing and Tianjin . The project expenses will be supported by the Company's internal resources and, to a lesser extent, bank borrowing.

For the project in Beijing, the Group is contemplating to construct a shopping mall complex occupying approximately 6,700 square meters that houses a “Century Beijing Showroom”, a wine cellar, a luxury world for watches and jewellery, a bonded warehouse for exhibitions purposes and office spaces. The shopping mall complex will echo our flagship mall development model in the PRC which allows for cross-selling platform, and serve as a symbolic landmark of our leadership role in our luxury brand distributorship business in automobile, watch, jewellery and wine.

除分銷來自波爾多之頂級名酒外，本集團亦已開展具創意計劃，與本集團之波爾多批發商夥伴合作創立私釀名酒品牌「Ex-Chateaux (逸仕賞度)」。本集團之私釀名酒銷情理想，並深信其於中國內地市場極具前景。

此外，本集團已於本財政年度出售其於酒花或En Primeur 2009之投資，錄得收益約23,000,000港元並反映為按公允值於損益表列賬之金融資產之公允值收益。

漫畫及動畫發展

於本財政年度，本集團之漫畫出版及動畫發展業務錄得銷售額36,000,000港元。

動畫及漫畫出版業務分別於二零一零年四月二十七日及二零一零年十一月十八日完成出售，出售現金代價淨額為57,000,000港元。

最新發展及前景

鑑於中國內地奢侈品市場前景光明，本集團將致力鞏固其市場地位，同時繼續拓展其中國奢侈品業務。本集團之首項拓展舉措為計劃於未來12至15個月就北京及天津兩個項目之裝修開支作出約人民幣70,000,000元之資本開支承擔，以配合本集團拓展至非必需消費品市場之公司策略。本集團將主要動用本公司之內部資源，並以銀行借貸為輔，為項目開支提供支援。

於北京之項目方面，本集團擬興建一個佔地約6,700平方米之綜合購物中心，當中將會設有「世紀北京展廳」(Century Beijing Showroom)、一個酒窖、一個豪華腕錶及珠寶展示區、一個用作展覽之保稅倉庫及辦公室。該綜合購物中心將配合本集團於中國進行之旗艦購物中心發展模式，為本集團創設跨界銷售平台，並將成為本集團汽車、腕錶、珠寶及名酒之豪華品牌分銷商業務領導角色之象徵地標。

主席報告

Chairman's Statement

The project in Tianjin will include an expansion of the automobile business where we will establish a new showroom for another ultra-luxury car, plus a service center operation to be commenced in the second half of 2011 in Tianjin. We will also copy “Sparkle Roll Luxury World” model to Tianjin by establishing a mini luxury world there.

The premises in Beijing and Tianjin are mostly owned by Mr. Qi, our single largest shareholder. Therefore, these will constitute continuing connected transactions to be disclosed in detail in a separate announcement in the near future in compliance with the Listing Rules.

In addition to these two new projects ahead, we will continue to eye on new business expansion opportunities in the fine wine business and we are confident that it has potential to turn into one of our major income growth drivers in the next few years. We have recently established two fine wines shops – one in Shanghai on the renowned Huai Hai Road, Shanghai and the other one in Tai Yuan, Shanxi.

In line with our commitment in luxury brands management, the Group is endeavoring to enrich the product range in a progressive manner.

於天津之項目將包括拓展汽車業務，而本集團將為另一超豪華車建立另一展銷廳，連同一個服務中心，將於二零一一年下半年在天津開業。本集團將同時仿照「耀萊新天地」之模式於天津設立小型新天地。

有關北京及天津物業大部分由本集團單一大股東綦先生擁有。因此，有關計劃將構成持續關連交易，本集團將於不久將來遵照上市規則另行發表公佈以披露詳情。

除上述將會進行之兩個新項目外，本集團將繼續密切注意名酒業務之新業務拓展機遇，並有信心於未來數年將該業務發展成為本集團主要收入增長動力之一。本集團已於近期開設兩家名酒門市，一家設於上海著名之淮海路，另一家設於山西太原。

本集團秉承其於奢侈品牌管理方面之承諾，正積極豐富擴大產品組合。

主席報告

Chairman's Statement

FINANCIAL REVIEW

The revenue of the continuing operations of the Group for the year ended 31 March 2011 of approximately HK\$3,286.7 million represented a significant increase of approximately 204.3% compared to approximately HK\$1,080.0 million recorded in the corresponding period of last year. The significant increase in turnover was attributable to the encouraging performance of luxury good division that a profit of HK\$182.9 million was resulted for the year ended 31 March 2011, as compared with a net profit of approximately HK\$113.7 million for the last financial year.

At the year end date, the Group maintained a net cash position with cash at banks and in hand of approximately HK\$215.3 million (2010: HK\$174.7 million), short-term bank borrowings of approximately HK\$53.7 million (2010: HK\$17.7 million). The Group had sufficient financial resources and will continue to finance its business development by internal resources and bank borrowings.

DIVIDEND

The Directors recommend the payment of a final dividend for the year ended 31 March 2011 of HK1 cent per share (2010: HK0.3 cent), which together with the interim dividend of HK0.3 cent per share (2010: HK0.5 cent per share) make a total dividend of HK1.3 cents per share for the year ended 31 March 2011 (2010: HK0.8 cent per share). The total dividend amounted to approximately HK\$38.7 million (2010: HK\$21.9 million) for the year ended 31 March 2011. The final dividend is subject to approval by the shareholders at the annual general meeting to be held on 9 August 2011 and payable on 31 August 2011 if it is approved.

財務回顧

截至二零一一年三月三十一日止年度，本集團持續經營業務之收益約為3,286,700,000港元，較去年同期錄得之約1,080,000,000港元大幅上升約204.3%。營業額大幅上升是由於奢侈品部門之銷售表現令人鼓舞，截至二零一一年三月三十一日止年度錄得182,900,000港元之溢利，而上個財政年度則錄得純利約113,700,000港元。

於年結日，本集團維持淨現金狀況，其中銀行及手頭現金約有215,300,000港元（二零一零年：174,700,000港元）、短期銀行借貸約53,700,000港元（二零一零年：17,700,000港元）。本集團擁有充裕財務資源，並將繼續透過內部資源及銀行借貸提供業務發展所需融資。

股息

董事建議派發截至二零一一年三月三十一日止年度之末期股息每股1港仙（二零一零年：0.3港仙），連同每股0.3港仙之中期股息（二零一零年：每股0.5港仙），截至二零一一年三月三十一日止年度之股息總額為每股1.3港仙（二零一零年：每股0.8港仙）。截至二零一一年三月三十一日止年度之股息總額約達38,700,000港元（二零一零年：21,900,000港元）。末期股息須待股東於二零一一年八月九日舉行的股東週年大會上批准，倘獲批准，則於二零一一年八月三十一日支付。

主席報告

Chairman's Statement

OPERATIONAL REVIEW

Automobile Distributorships

During the year, 291 units Bentley automobiles (2010: 178 units), 72 units Lamborghini automobiles (2010: 33 units) and 295 units Rolls-Royce automobiles (2010: 27 units) were sold. Total revenue of approximately HK\$3,016.9 million was generated from sales of automobiles compared to HK\$892.6 million in last year. The gross profit margin for automobiles decreased around 1.7% on overall basis as a result of competitive pricing strategy in a fast growing market and increase in purchase cost from manufacturers.

Moreover, after-sales-service generated services income of approximately HK\$54.0 million compared to HK\$41.0 million in last year.

Watch Distributorships

During the year, 120 pieces Richard Mille (2010: 57 pieces), 150 pieces DeWitt (2010: 68 pieces), 37 pieces Parmigiani (2010: 31 pieces) and 5 pieces deLaCour (2010: 1 piece) were sold since then and up to 31 March 2011.

Sales of watches generated revenue of approximately HK\$137.8 million compared to HK\$104.2 million in last year. Management believe that increase of 32% in sales revenue of watches was mainly attributed by the cross-selling strategy among different products and the opening of more watches shops in Beijing and Shanghai.

業務回顧

汽車分銷

於本年度已有291輛(二零一零年: 178輛)賓利汽車、72輛(二零一零年: 33輛)蘭博基尼汽車及295輛(二零一零年: 27輛)勞斯萊斯汽車售出。總收益約3,016,900,000港元乃來自汽車銷售,而去年之數額則為892,600,000港元。由於本集團因應急速發展之市場採取具競爭力之定價策略,加上向製造商採購汽車之成本上升,故汽車之毛利率整體下跌約1.7%。

此外,售後服務產生之服務收入約為54,000,000港元,而去年則為41,000,000港元。

鐘錶分銷

於本年度及截至二零一一年三月三十一日,已售出120件(二零一零年: 57件)Richard Mille腕錶、150件(二零一零年: 68件)DeWitt腕錶、37件(二零一零年: 31件)Parmigiani腕錶及5件(二零一零年: 1件)deLaCour腕錶。

鐘錶銷售產生約137,800,000港元之收益,而去年則為104,200,000港元。管理層相信,鐘錶銷售收益增加32%,主要原因為本集團就不同產品採取交叉銷售策略,以及於北京及上海開設更多鐘錶店。

主席報告

Chairman's Statement

Jewellery Distributorships

During the year, 197 pieces Boucheron jewellery (2010: 60 pieces) and 3 pieces Buccellati jewellery (2010: Nil) were sold. Sales of jewellery generated revenue of approximately HK\$16.1 million compared to HK\$2.1 million in last year, representing a growth of 667%. Both Boucheron and Buccellati had opened their flagship stores in Beijing, Sparkle Roll Luxury World, during this financial year.

Moreover, the Group cooperated with Royal Assher in development of their sales network in Mainland China.

Fine Wines Distributorship

During the year, 22,813 bottles (2010: 22,158 bottles) of fine wines including 7,468 bottles of top fine wine were sold.

Comics and Animations Development

During this financial year, the Group's animations development and comic publications business were sold for a net cash consideration of HK\$27 million and HK\$30 million respectively per the disposals of animation and comics publication which were completed on 27 April 2010 and 18 November 2010 respectively, according to the respective sales and purchase agreements.

Revenue generated from discontinued operation of comics and animations segment was approximately HK\$36.3 million compared to approximately HK\$139.1 million in last year.

珠寶分銷

於本年度，已售出197件（二零一零年：60件）Boucheron珠寶及3件（二零一零年：無）Buccellati珠寶。珠寶銷售產生之收益約為16,100,000港元，而去年則為2,100,000港元，增幅達667%。Boucheron及Buccellati均於本財政年度內在北京之「耀萊新天地」開設旗艦店。

此外，本集團與Royal Assher合作於中國內地發展其銷售網絡。

名酒分銷

本集團於本年度共售出22,813瓶（二零一零年：22,158瓶）名酒，當中包括7,468瓶頂級名酒。

漫畫及動畫業務發展

於本財政年度，本集團之動畫發展及漫畫出版業務分別以現金代價淨額27,000,000港元及30,000,000港元出售。根據各自之買賣協議，動畫及漫畫出版業務已分別於二零一零年四月二十七日及二零一零年十一月十八日完成出售。

漫畫及動畫分部之已終止經營業務收益約為36,300,000港元，而去年則約為139,100,000港元。

主席報告

Chairman's Statement

NUMBERS AND REMUNERATION OF EMPLOYEES

As at 31 March 2011, the Group has 291 (2010: 610) employees. Staff costs (including directors' emoluments) charged to profit or loss amounted to approximately HK\$54.5 million for the year (2010: HK\$67.7 million). All permanent employees were under the remuneration policy of fixed monthly salary with discretionary bonus.

There has been no change to the terms of the share option scheme adopted by the Company on 7 October 2002. On 15 April 2010, the Company granted 154,528,000 share options to certain of its directors, employees and other eligible persons for nil consideration at an exercise price of HK\$0.82 per share.

LIQUIDITY AND FINANCIAL RESOURCES

The Group's total assets as at 31 March 2011 were approximately HK\$1,703.9 million (2010: HK\$1,185.0 million) which were mainly financed by the owners' equity and total liabilities of approximately HK\$1,263.2 million (2010: HK\$869.8 million) and HK\$435.5 million (2010: HK\$311.1 million) respectively.

The Directors consider the Group will have sufficient working capital for its existing operations and financial resources for financing future business expansion and capital expenditures.

The Group had limited exposure to fluctuations in exchange rates and its borrowings, bank balances and cash were mainly denominated in Hong Kong dollars ("HK\$") and Renminbi ("RMB").

僱員人數及薪酬

於二零一一年三月三十一日，本集團共有291名（二零一零年：610名）僱員。本年度計入損益之員工成本（包括董事酬金）約為54,500,000港元（二零一零年：67,700,000港元）。所有長期僱員均按照薪酬政策支取固定月薪，另加酌情發放之花紅。

本公司於二零零二年十月七日採納之購股權計劃之條款並無任何變動。於二零一零年四月十五日，本公司無償向若干董事、僱員及其他合資格人士授出154,528,000份購股權，行使價為每股0.82港元。

流動資金及財務資源

於二零一一年三月三十一日，本集團之總資產約為1,703,900,000港元（二零一零年：1,185,000,000港元），主要以約1,263,200,000港元（二零一零年：869,800,000港元）之擁有人權益及總負債約435,500,000港元（二零一零年：311,100,000港元）融資。

董事認為，本集團具備充裕營運資金，足以應付其現時業務所需，且具備充裕財務資源，可為日後業務拓展及資本開支提供所需資金。

本集團所面對之匯率變動風險有限，其借貸、銀行結餘及現金均主要以港元及人民幣計值。

主席報告

Chairman's Statement

CAPITAL STRUCTURE

During the year, convertible notes with principal amount of HK\$82.5 million were converted into 150 million new ordinary shares of HK\$0.002 each at conversion price of HK\$0.55 per share.

The Group's gearing ratio then computed as total borrowings over the owners' equity was approximately 4.2% as at 31 March 2011 (2010: 9.5%).

EXPOSURE TO FOREIGN EXCHANGE

The revenue of the Group is mainly denominated in HK\$ and RMB while the purchases and production cost are mainly denominated in Euro, Swiss Franc, HK\$ and RMB.

For this year, the Group is mainly exposed to foreign currency exchange risk of Euro, Swiss Franc and RMB and the management mainly monitored the foreign currency exchange risk with advices from the Group's major bankers.

CHARGES ON ASSETS

As at 31 March 2011, bank deposits of the Group with an aggregate amount of approximately HK\$42.3 million (2010: HK\$11.3 million) were pledged to secure bank loans of the Group and general banking facilities granted to the Group.

ACKNOWLEDGEMENT

We would like to thank our dedicated team, board members and staff members amid the challenging and competitive global environment during the year. Given the positive outlook for the luxury goods market in the PRC as well as our vision, we are confident that we will generate profitable returns to our shareholders in future.

Tong Kai Lap
Chairman

Hong Kong, 28 June 2011

資本架構

於本年度，本金為82,500,000港元之可換股票據已按每股0.55港元之兌換價轉換為150,000,000股每股面值0.002港元之新普通股。

於二零一一年三月三十一日，本集團之資本負債比率（按總借貸除以擁有人權益計算）約為4.2%（二零一零年：9.5%）。

外匯變動風險

本集團之收益主要以港元及人民幣計值，而採購及生產成本則主要以歐元、瑞士法郎、港元及人民幣計值。

於本年度內，本集團主要承受與歐元、瑞士法郎及人民幣有關之外幣匯率風險，而管理層主要根據本集團之主要往來銀行之意見監管外幣匯率風險。

資產抵押

於二零一一年三月三十一日，本集團已抵押總值約42,300,000港元（二零一零年：11,300,000港元）之銀行存款，以取得本集團之銀行貸款及獲授之一般銀行融資。

致謝

本集團謹此感謝竭盡所能之團隊、董事會成員及各員工，年內與本集團在全球充滿挑戰和競爭之環境下共渡時艱。儘管如此，鑑於中國奢侈品市場前景向好，加上本集團之遠見，本集團有信心可於未來為股東帶來豐碩回報。

主席
唐啟立

香港，二零一一年六月二十八日

企業管治報告

Corporate Governance Report

CORPORATE GOVERNANCE

The Group is committed to maintaining a high standard of corporate governance. The board of Directors of the Company (“the Board”) agrees that corporate governance practices are increasingly important for maintaining and promoting investor confidence. Corporate governance requirements keep changing, therefore the Board reviews its corporate governance practices from time to time to ensure that all practices can be met with legal and statutory requirements throughout the year of 2010/2011, the Group has complied with all applicable the Code Provisions in the Code on Corporate Governance Practices (“the Code”) contained in Appendix 14 of the Rules Governing the Listing of Securities (the “Listing Rules”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Company has been in compliance with the Code throughout the year.

BOARD OF DIRECTORS

The Board currently comprises three Executive, three Non-executive and three Independent Non-executive Directors as defined by the Stock Exchange. The biographical details are set out in the “Biographies of Directors and Senior Managements” section.

The Company has three Independent Non-executive Directors, representing one-third of the Board. At least one of the Independent Non-executive Directors has appropriate professional qualifications or accounting or related financial management expertise under Rule 3.10 of the Listing Rules. All the Independent Non-executive Directors have signed the annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules to confirm their independence.

Under the Company’s Bye-laws, every Director is subject to retirement by rotation at least once every three year.

企業管治

本集團致力維持高水平之企業管治。本公司董事會（「董事會」）一致認為，企業管治常規對於維持並提高投資者之信心越來越重要。企業管治之要求不斷轉變，因此，董事會不時審閱其企業管治常規，以確保於二零一零年／二零一一年整個年度內，所有常規均達到法例及法定規定，本集團已應用香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四所載之企業管治常規守則（「守則」）之所有適用守則條文。本公司於年內均一直遵守守則之規定。

董事會

董事會現時由三名執行董事、三名非執行董事及三名獨立非執行董事（定義見聯交所）組成。彼等之履歷詳情載於「董事及高級管理層人員之履歷」一節。

本公司有三名獨立非執行董事，佔董事會人數三分之一。根據上市規則第3.10條，獨立非執行董事當中最少有一人須具備合適專業資格或會計或相關財務管理專業。全體獨立非執行董事均已根據上市規則第3.13條簽署年度獨立身份確認書，以確認彼等之獨立身份。

根據本公司之公司細則，每名董事須最少每三年輪值告退一次。

企業管治報告

Corporate Governance Report

The Board's primary responsibilities are to determine the overall strategies, monitor and control operating and financial performance and set appropriate policies to manage risks in pursuit of the Groups' strategic objectives. Matters reserved for the Board are those affecting the Group's overall strategic policies, dividend policy, significant changes in accounting policies, material contracts and major investments. Day-to-day management of the Group's business is delegated to the Executive Director or officer in charge of each department. The functions and power that are so delegated are reviewed periodically to ensure that they remain appropriate. The Board members have access to appropriate business documents and information about the Group on a timely basis. All Directors have recourse to external legal counsel and other professionals for independent advice at the Group's expense upon their request.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Group has a clear division of responsibilities for its top management and separates leadership structure where the role of Chairman is segregated from that of Chief Executive Officer. The Chairman is responsible for providing leadership for the Board, ensuring that good corporate governance practices and procedures are established and that the Board acts in the best interests of the Company. The Chief Executive Officer is responsible for the day-to-day business of the Group.

NON-EXECUTIVE AND INDEPENDENT NON-EXECUTIVE DIRECTORS

There are currently six Non-executive Directors of whom three are independent. Under the Bye-laws of the Company, every Director, including the Non-executive and Independent Non-executive Directors, shall be subject to retirement by rotation at least every three years. This means that the specific term of appointment of a director cannot exceed three years.

董事會之主要責任為釐定整體策略、監察及控制業務及財務表現，以及制訂合適之風險管理政策，以達致本集團之策略目標。該等可影響本集團整體策略政策及股息政策，以及有關重大會計政策變動、重大合約及重大投資之事宜，均會留待董事會處理。本集團之日常業務管理則會交由執行董事或各部門主管負責。所指派之職權均會定期檢閱，以確保其仍然合適。董事會成員能及時獲得有關本集團之適當業務文件及資料。所有董事均可尋求外部法律意見及其他專業人士之獨立意見，本集團將會應彼等之要求支付有關開支。

主席及行政總裁

本集團已清晰界定其高級管理層之責任，並清晰劃分管理架構，把主席及行政總裁之職能分開。主席負責帶領董事會，確保已制訂良好之企業管治常規及程序，並確保董事會以符合本公司最佳利益之方式行事。行政總裁則負責本集團之日常業務。

非執行及獨立非執行董事

本公司現時有六名非執行董事，其中三名為獨立非執行董事。根據本公司之公司細則，每名董事（包括非執行董事及獨立非執行董事）須最少每三年輪值告退一次，因此，董事之特定任期不可多於三年。

企業管治報告

Corporate Governance Report

MEETINGS AND ATTENDANCE

The Board meets regularly to review the financial and operating performance of the Group and approve business plan. 8 Board meetings were held in 2010/2011. Individual attendance of each Director at the Board meetings, the Audit Committee meetings, Remuneration Committee meetings and Nomination Committee meetings during 2010/2011 is set out below:

會議及出席情況

董事會定期舉行會議檢討本集團之財務及經營表現，以及批准業務計劃。於二零一零年／二零一一年共舉行8次董事會會議。於二零一零年／二零一一年，每名董事出席董事會會議、審核委員會會議、薪酬委員會會議及提名委員會會議之情況載列如下：

Director	董事	Attendance/Number of Meetings			
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會
<i>Executive Director</i>		<i>執行董事</i>			
Mr. Tong Kai Lap	唐啟立先生	8/8	N/A 不適用	1/1	N/A 不適用
Mr. Zheng Hao Jiang	鄭浩江先生	8/8	N/A 不適用	1/1	N/A 不適用
Mr. Zhao Xiao Dong	趙少東先生	6/8	N/A 不適用	N/A 不適用	N/A 不適用
<i>Non-executive Director</i>		<i>非執行董事</i>			
Mr. Zhang Si Jian	張思堅先生	6/8	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Qi Jian Wei (appointed on 30 September 2010)	綦建偉先生 (於二零一零年 九月三十日獲委任)	5/8	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Gao Yu (appointed on 30 September 2010)	高煜先生 (於二零一零年 九月三十日獲委任)	6/8	N/A 不適用	N/A 不適用	N/A 不適用
<i>Independent Non-executive Director</i>		<i>獨立非執行董事</i>			
Choy Sze Chung, Jojo (Chairman of the Audit Committee)	蔡思聰 (審核委員會主席)	6/8	2/2	1/1	1/1
Lam Kwok Cheong (Chairman of the Remuneration Committee)	林國昌 (薪酬委員會主席)	6/8	2/2	1/1	1/1
Mr. Lee Thomas Kang Bor (Chairman of the Nomination Committee)	李鏡波先生 (提名委員會主席)	6/8	2/2	1/1	1/1

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Corporate Governance Report

AUDIT COMMITTEE

The Company established an Audit Committee in compliance with the Listing Rules for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls and discussing with the external auditors for the nature and scope of audit. Written terms of reference of the Audit Committee were formulated and adopted in March 2005.

The Audit Committee comprises three Independent Non-executive Directors. The Chairman of the Audit Committee is an Independent Non-executive Director. Its members include:

Independent Non-executive Director

Mr. Choy Sze Chung, Jojo – *Chairman*
Mr. Lam Kwok Cheong
Mr. Lee Thomas Kang Bor

The Chairman of the Audit Committee, Choy Sze Chung, Jojo, has appropriate professional qualification in accounting and extensive experience in accounting and auditing matters. Senior management and auditors shall normally attend the meetings. The Audit Committee held 2 meetings in 2010/2011 with satisfactory attendance rate for the purpose of discharging the aforesaid duties. The Group's annual report for the year ended 31 March 2011 has been reviewed by the Audit Committee.

審核委員會

本公司已根據上市規則之規定成立審核委員會，以審閱及監察本集團之財務申報事宜及內部監控，並與外部核數師討論審核性質及範圍。審核委員會之職權範圍書已於二零零五年三月制訂及採納。

審核委員會由三名獨立非執行董事組成。審核委員會主席為獨立非執行董事。成員包括：

獨立非執行董事

蔡思聰先生 – 主席
林國昌先生
李鏡波先生

審核委員會之主席為蔡思聰，彼於會計方面具備合適之專業資格，並具備豐富之會計及審計經驗。高級管理層及核數師一般均會出席會議。於二零一零年／二零一一年，審核委員會舉行2次會議以履行其前述職務，會議之出席率亦令人滿意。本集團截至二零一一年三月三十一日止年度之年報已由審核委員會審閱。

企業管治報告

Corporate Governance Report

REMUNERATION COMMITTEE

According to the Code, the Company established the Remuneration Committee in March 2005. The principal role of the Remuneration Committee is to exercise the power of the Board to determine and review the remuneration package of individual directors and key executives, including salaries, bonuses and benefits in kind, considering factors such as time commitment and responsibilities of the Directors and key executive, employments conditions elsewhere in the Group and desirability of performance based remuneration so as to align management incentives with shareholders' interests. The Remuneration Committee is also considering all relevant remuneration data and market conditions in addition to considering the performance and responsibility of individual directors and officers by linking their compensation with performance and measured it against corporate goals. During the year, the Remuneration Committee reviewed and approved the remuneration package of the Executive Directors and senior management.

The Remuneration Committee shall consult the Chairman and/or the Chief Executive Officer of the Company about their proposals relating to remuneration of Executive Directors and have access to professional advice if considered necessary. After reviewing all relevant information, the Remuneration Committee made recommendations to the Board for the remuneration of the Directors and senior management.

The Remuneration Committee comprises three Independent Non-executive Directors and two Executive Directors. Its members include:

Independent Non-executive Director

Mr. Lam Kwok Cheong – *Chairman*
Mr. Choy Sze Chung, Jojo
Mr. Lee Thomas Kang Bor

薪酬委員會

根據守則之規定，本公司於二零零五年三月成立薪酬委員會。薪酬委員會之主要職責為行使董事會權力，釐定及審閱個別董事及主要行政人員薪酬組合（包括薪金、花紅及實物利益），並會考慮董事及主要行政人員所耗用之時間及職責、本集團其他職務之僱用條件，以及與表現掛鈎之薪酬是否令人滿意，以於管理層之獎勵與股東之利益間作出配合。除將個別董事及高級職員之表現與補償掛鈎考慮彼等之表現及職責外，薪酬委員會亦會考慮所有相關薪酬數據及市場狀況，並會以企業目標作為計量標準。年內，薪酬委員會已審閱並批准執行董事及高級管理層之薪酬組合。

薪酬委員會會就彼等對執行董事之薪酬提出之建議諮詢本公司主席及／或行政總裁之意見，並可於有需要時徵詢專業意見。於審閱所有相關資料後，薪酬委員會已就董事及高級管理層之薪酬向董事會提供推薦意見。

薪酬委員會由三名獨立非執行董事及兩名執行董事組成，其成員包括：

獨立非執行董事

林國昌先生 – 主席
蔡思聰先生
李鏡波先生

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Executive Director

Mr. Tong Kai Lap
Mr. Zheng Hao Jiang

The Remuneration Committee held 1 meeting in 2010/2011 to review and approve directors' and senior managements' remuneration. The directors' fee paid to the Non-executive and Independent Non-executive Directors are subject to annual review and approval by the Remuneration Committee. The emoluments of each of the Directors of the Company for 2010/2011 are set out in note 11 to the financial statements.

NOMINATION COMMITTEE

The Nomination Committee was established on 6 October 2008 comprises three Independent Non-executive Directors, namely, Mr. Lee Thomas Kang Bor (Chairman of the Committee), Mr. Choy Sze Chung, Jojo, and Mr. Lam Kwok Cheong.

The principal responsibilities of the Nomination Committee include reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the board regarding any proposed changes, identifying individuals suitably qualified to become Board member, assessing the independence of Independent Non-executive Directors; and making recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman and the chief executive officer.

All Non-executive Directors and Independent Non-executive Directors are appointed for a specific term of two years and are required to retire and eligible for re-election at the Annual General Meeting of the Company in every three year in accordance with the Company's Bye-laws.

執行董事

唐啟立先生
鄭浩江先生

於二零一零年／二零一一年，薪酬委員會共舉行1次會議，以審閱及批准董事及高級管理層之薪酬。薪酬委員會每年審閱及批准支付予非執行董事及獨立非執行董事之董事袍金。本公司各董事於二零一零年／二零一一年度之酬金載列於財務報表附註11。

提名委員會

提名委員會於二零零八年十月六日成立，由三名獨立非執行董事李鏡波先生（委員會主席）、蔡思聰先生及林國昌先生組成。

提名委員會之主要職責包括定期檢討董事會之架構、規模及組成（包括技能、知識及經驗）、就任何建議之變動向董事會提供推薦意見、物色具備合適資格出任董事會成員之個別人士、評估獨立非執行董事之獨立身份、就委任或重新委任董事及董事（尤其是主席及行政總裁）繼任計劃等相關事宜向董事會提供推薦意見。

所有非執行董事及獨立非執行董事之特定任期均為兩年，惟須根據本公司之公司細則每三年於本公司股東週年大會上告退一次，並符合資格膺選連任。

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Corporate Governance Report

AUDITOR'S REMUNERATION

Each year, the auditors are appointed by resolution of the Annual General Meeting and the Directors are authorised to fix their remunerations for the auditing services.

The fee paid/payable to our auditor for annual audit for the year ended 31 March 2011 amounted to HK\$1.3 million (2010: HK\$1.2 million).

The auditor has performed other non-auditing services during the year with aggregate service fee of approximately HK\$0.28 million (2010: HK\$0.15 million). The Audit Committee has considered based on the policy developed by them in this regard and made recommendations to the Board for these non-auditing services conducted by our auditor.

COMPANY SECRETARY

The company secretary is responsible to the Board for ensuring that board procedures are followed and that activities of the Board are efficient and effective by assisting the chairman to prepare agenda for meeting and by preparing and disseminating Board papers to the Directors and board committees in a timely and comprehensive manner. With respect to the company secretarial function, the company secretary maintains formal minutes for Board and other meetings.

The company secretary is responsible for ensuring that the Board is fully briefed on all legislative, regulatory and corporate governance developments and that it has regard to them when making decisions. The company secretary is also directly responsible for the Group's compliance with the continuing obligations of the Listing Rules and Codes on Takeovers and Mergers and Share Repurchases, including publication and dissemination of annual reports and interim reports within the period laid down in the Listing Rules, timely dissemination of announcements and information relating to the Group to the market and ensuring that proper notifications are made of directors' dealings in Securities of the Group.

核數師酬金

核數師會於每年之股東週年大會上以決議案方式委任，而董事獲授權釐訂核數師審計服務之酬金。

截至二零一一年三月三十一日止年度就年度審計服務已付／應付本公司核數師之費用為1,300,000港元（二零一零年：1,200,000港元）。

核數師於年內曾進行其他非審計服務，服務費用合共約為280,000港元（二零一零年：150,000港元）。審核委員會根據彼等就此制訂之政策考慮有關事宜，並就本集團核數師進行之非審計服務向董事會提供推薦意見。

公司秘書

公司秘書向董事會負責，藉協助主席擬備會議議程，以及適時編製詳盡董事會文件並向董事及董事委員會分發該等文件，確保董事會議事程序獲得遵從，以及董事會之活動具成效及效益。就公司秘書職務而言，公司秘書保存董事會及其他會議之正式記錄。

公司秘書負責確保董事會全面知悉所有法例、法規及企業管治發展，且董事會於作出決定時已考慮該等發展因素。公司秘書亦直接負責確保本集團遵守上市規則及公司收購及合併及股份購回守則下之持續責任，包括於上市規則所訂明之期間內刊發及分發年報及中期報告、適時向市場發出有關本集團之公佈及資料，以及確保就董事買賣本集團證券作出適當知會。

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The company secretary also advises the Directors on their obligations for disclosure of interests in securities, connected transactions and price-sensitive information and ensures that the standards and disclosures required by the Listing Rules are observed and, where required, reflected in the annual report of the Company.

DIRECTORS' SECURITIES TRANSACTIONS

The Group has adopted the Model Code for Securities Transactions by Directors of Listed Companies ("the Model Code") contained in Appendix 10 of the Listing Rules. Having made specific enquiry, all Directors have fully complied with the required standard set out in the Model Code throughout the financial year.

INVESTOR RELATIONS AND SHAREHOLDERS RIGHTS

To promote investor relations and communications, meetings with fund managers and potential investors are held frequently. Shareholders are encouraged to attend the annual general meeting for which at least 21 days' notice is given. The Chairman and Directors are available to answer question on the Group's businesses at the meeting. Shareholders have statutory rights to call for extraordinary general meetings and put forward agenda items for considerations by shareholders. Pursuant to rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the resolutions put to vote at the Annual General Meeting will be taken by way of poll. The chairman of the Annual General Meeting will explain the detailed procedure for conducting a poll at the commencement of the Annual General Meeting.

After the conclusion of the Annual General Meeting, the poll results will be published on the respective websites of the Stock Exchange and the Company.

The Board is committed to providing clear and full performance information of the Group to shareholders through the publication of interim and annual reports. In addition to dispatching circulars, notices, financial reports to shareholders, addition information is also available to shareholders from the Group's website.

公司秘書亦會就董事披露彼等於證券、關連交易及股價敏感資料之權益之責任向彼等提供意見，以及確保上市規則項下之準則及披露規定獲得遵從，及於有需要時於本公司年報內反映。

董事證券交易

本集團已採納上市規則附錄十所載上市公司董事進行證券交易的標準守則（「標準守則」）。經作出特定查詢後，於整個財政年度內，所有董事均已遵守標準守則所載之規定標準。

投資者關係及股東權利

為加強與投資者間之關係及聯繫，本公司會經常與基金經理及潛在投資者會晤。本公司鼓勵股東出席股東週年大會，大會舉行前最少21天會發出通知。主席及董事於會上解答有關本集團業務之提問。所有股東均擁有要求召開股東特別大會之法定權利，並提出議程項目供股東考慮。根據上市規則第13.39(4)條，股東於股東大會上必須以投票表決方式進行投票。因此，所有提呈股東週年大會表決之決議案必須以投票表決方式進行投票。股東週年大會主席將於股東週年大會開始時詳細解釋進行投票表決之程序。

於股東週年大會結束後，投票表決結果將分別登載於聯交所及本公司之網站。

董事會致力透過刊發中期及年度報告清晰全面地向股東提供有關本集團表現之資料。除獲寄發通函、通告及財務報告外，股東亦可於本集團網站上瀏覽其他資料。

企業管治報告

Corporate Governance Report

INTERNAL CONTROLS

The Board has overall responsibility for the Group's system of internal control and for the assessment and management of risk. In meeting its responsibility, the Board seeks to increase risk awareness across the Group's business operations and put in place policies and procedures. The Company has not appointed an internal auditor. The internal controls are monitored and reviewed regularly by appropriate senior management so as to ensure that the categories of risks are managed effectively.

The executive management team of each core business division is accountable for the conduct and performance of each business in the division within the agreed strategies. Business plans and budgets are prepared annually by the management of individual businesses and subject to review and approval by the Board. The Board is overall responsible for monitoring the operations of the business within the Group. Monitoring activities include the review and approval of business strategies, budgets, and plans, and the setting of key business performance targets. When setting budget and forecast, management identifies, evaluates and reports on the likelihood and potential financial impact of significant business risks.

The Group maintains a centralised cash management system for its subsidiary operations and the Group's finance department oversees the Group's cash position.

During the year, the Audit Committee and Board have reviewed internal control of the Company. The Board considers that the Group's internal control system is satisfactory.

內部監控

董事會全面負責制訂本集團之內部監控系統，並須評估及管理風險。為履行其職責，董事會將更加關注本集團經營業務時所面對之風險，並就此制訂政策及程序。本公司並無委任內部核數師。合適之高級管理層會定期監控及審閱內部監控，以確保各類風險均獲得有效管理。

各個核心業務部門之執行管理層須負責按照議定之策略進行及執行該部門內之各項業務。各項業務之管理層會每年制訂業務計劃及預算，並須交由董事會審閱及批准。董事會全面負責監察本集團內各項業務之運作。監察工作包括審閱及批准業務策略、預算及計劃，並制訂主要業務表現目標。於制訂預算及預測時，管理層會確認及評估出現重大業務風險之可能性及其潛在財務影響，並就此作出報告。

本集團就其附屬公司業務設立中央現金管理系統，而本集團之財政部門則會審視本集團之現金狀況。

年內，審核委員會及董事會已審閱本公司之內部監控。董事會認為，本集團之內部監控系統令人滿意。

企業管治報告

Corporate Governance Report

FINANCIAL REPORTING

The Board recognises its responsibility to prepare consolidated financial statements which give a true and fair view and are in accordance with Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations (hereafter collectively referred to as “HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants. Appropriate accounting policies are selected and applied consistently. Judgements and estimates made are prudent and reasonable. The Group has changed some of its accounting policies following the adoption of the new or revised HKFRSs which came into effect on 1 April 2010. The accounting policies adopted by the Group are set out in the “Summary of Significant Accounting Policies” of the notes to the financial statements. The Directors use their best endeavours to ensure a balanced, clear and understandable assessment of the Group’s performance, position and prospects in financial reporting. The Directors, having made appropriate enquiries, consider that the Group has adequate resources to continue in operational existence for the foreseeable future and that, for this reason, it is appropriate to adopt the going concern basis in preparing the consolidated financial statements.

The responsibilities of the auditors with respect to financial reporting are set out on pages 47 to 48 in the Independent Auditor’s Report.

財務申報

董事會明白其須負責根據香港會計師公會頒佈之香港財務報告準則、香港會計準則及詮釋（以下統稱「香港財務報告準則」）編製真實公平之綜合財務報表，並選擇及貫徹使用合適之會計政策。所作出之判斷及估算須為審慎及合理。於採納於二零一零年四月一日起生效之新訂或經修訂香港財務報告準則後，本集團已改變若干會計政策。本集團所採納之會計政策載於財務報表附註內「主要會計政策概要」中。董事將盡力確保於財務申報中平衡、清晰及合理地評估本集團之表現、財務狀況及前景。董事經作出適當查詢後認為，本集團具備充足資源繼續於可見將來經營其現有業務，因此，採納持續經營基準編製綜合財務報表實屬恰當。

核數師對財務申報之責任載於第47至48頁之獨立核數師報告內。

董事會報告

Report of the Directors

The directors present their annual report and the audited financial statements of the Group for the year ended 31 March 2011.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. Details of the principal activities of the principal subsidiaries are set out in note 18 to the financial statements. Its subsidiaries were principally engaged in trading of luxury automobiles, watches, jewellery in the People's Republic of China ("PRC") (excluding Hong Kong and Macau) and trading of fine wines in the PRC. The Group was also engaged in the publications and distributions of comic books and animation development, which the Group has discontinued in the year in connection with the disposal of certain subsidiaries.

MAJOR CUSTOMERS AND SUPPLIERS

For the year ended 31 March 2011, the largest and the top five suppliers of the Group accounted for 49.3% and 94.2% of the Group's total purchases respectively. The largest and the top five customers of the Group accounted for less than 10% of the Group's total revenue.

At no time during the year did a director, an associate of a director or a shareholder of the Company (which to the knowledge of the directors owns more than 5% of the Company's share capital) have a beneficial interest in any of the Group's five largest suppliers or customers during the year.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 March 2011 are set out in the consolidated statement of comprehensive income on pages 49 and 50.

An interim dividend of HK0.3 cent per share amounting to approximately HK\$8,929,000 was paid to shareholders during the year. The directors recommend the payment of a final dividend of HK1 cent per share amounting to approximately HK\$29,763,000 for the year ended 31 March 2011.

RESERVES

Details of the movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on page 56 and note 35 to the financial statements respectively.

董事謹此提呈本集團截至二零一一年三月三十一日止年度之年報及經審核財務報表。

主要業務

本公司為一間投資控股公司。主要附屬公司之主要業務詳情載於財務報表附註18。其附屬公司主要於中華人民共和國（「中國」）（不包括香港及澳門）從事豪華轎車、名貴腕錶及頂級珠寶貿易以及於中國從事名酒貿易業務。本集團亦曾從事漫畫書籍出版與發行以及動畫開發業務，惟已隨出售若干附屬公司而於本年度終止經營。

主要客戶及供應商

截至二零一一年三月三十一日止年度，本集團最大及五大供應商佔本集團之總採購額之49.3%及94.2%。本集團最大及五大客戶佔本集團之總收益均少於10%。

年內本公司各董事、董事之聯繫人士或股東（據董事所知擁有本公司股本5%以上）於年內任何時間概無擁有本集團五大供應商或客戶之任何實益權益。

業績及分派

本集團截至二零一一年三月三十一日止年度之業績載於第49及50頁之綜合全面收入報表內。

年內，股東已獲派付中期股息每股0.3港仙，合共約8,929,000港元。董事建議派發截至二零一一年三月三十一日止年度之末期股息每股1港仙，合共約29,763,000港元。

儲備

本集團及本公司儲備於年內之變動詳情分別載於第56頁之綜合股本權益變動表及財務報表附註35。

董事會報告

Report of the Directors

DISTRIBUTABLE RESERVES

In addition to retained profits, under the Bermuda Companies Act, the contributed surplus account of the Company is also available for distribution to its shareholders. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if:

- (a) it is, or would after the payment be, unable to pay its liabilities as they become due; or
- (b) the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

In the opinion of the directors, the distributable reserve accounts comprise the reserves of the Company of approximately HK\$70,257,000 in surplus (2010: HK\$144,185,000 in surplus).

SHARE CAPITAL

During the year, convertible notes with an aggregate principal amount of HK\$82,500,000 were converted into 150,000,000 ordinary shares of HK\$0.002 each at HK\$0.55 per share of the Company by convertible notes holders.

Moreover, 140,172,000 ordinary shares of HK\$0.002 each were issued upon exercise of share options by directors, employees and other eligible persons (Note 37 to the financial statement).

Details of the movements during the year in the share capital of the Company are set out in note 34 to the financial statements.

可供分派儲備

根據百慕達公司法，除保留溢利外，本公司之繳入盈餘賬亦可供分派予其股東。然而，倘發生以下情況，則本公司不得宣派或支付股息或從繳入盈餘中作出分派：

- (a) 本公司無法或在付款後未能償還到期債務；或
- (b) 本公司資產之可變現價值將會因此而低於其負債、已發行股本及股份溢價賬之總和。

董事認為，可供分派儲備賬包括本公司儲備盈餘約70,257,000港元（二零一零年：盈餘144,185,000港元）。

股本

年內，本金額合共為82,500,000港元之可換股票據之持有人按每股本公司股份0.55港元將該等票據兌換為150,000,000股每股面值0.002港元之普通股。

此外，於董事、僱員及其他合資格人士行使購股權後，本公司已發行140,172,000股每股面值0.002港元之普通股（財務報表附註37）。

本公司股本於年內之變動詳情載於財務報表附註34。

董事會報告

Report of the Directors

CONVERTIBLE NOTES

Convertible notes of the Company with principal amount of HK\$82.5 million were issued on 26 January 2010 for cash which were convertible into shares of the Company at a price of HK\$0.55 per share (subject to pro-rata adjustments on capital structure changes) and should be matured on 25 January 2015.

All such convertible notes were fully converted to 150,000,000 ordinary shares of the Company during this financial year. Details of the movements are set out in note 31 to the financial statements.

BORROWINGS

Particulars of borrowings of the Group as at 31 March 2011 are set out in note 30 to the financial statements.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out on page 184.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements during the year in the property, plant and equipment of the Group are set out in note 17 to the financial statements.

可換股票據

本金額為82,500,000港元之可換股票據於二零一零年一月二十六日發行以換取現金。票據已按每股0.55港元（可就資本架構之變動按比例調整）之價格兌換為本公司股份，並應於二零一五年一月二十五日到期。

所有該等可換股票據已於本財政年度內悉數轉換為150,000,000股本公司普通股。變動詳情載於財務報表附註31。

借貸

本集團於二零一一年三月三十一日之借貸詳情載於財務報表附註30。

財務概要

本集團之業績及資產與負債於過去五個財政年度之概要載於第184頁。

物業、機器及設備

本集團之物業、機器及設備於年內之變動詳情載於財務報表附註17。

董事會報告

Report of the Directors

DIRECTORS AND SERVICE CONTRACTS

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

Executive directors:

Mr. Tong Kai Lap
Mr. Zheng Hao Jiang
Mr. Zhao Xiao Dong

Non-executive directors:

Mr. Gao Yu (appointed on 30 September 2010)
Mr. Qi Jian Wei (appointed on 30 September 2010)

Mr. Zhang Si Jian

Independent non-executive directors:

Mr. Choy Sze Chung, Jojo
Mr. Lam Kwok Cheong
Mr. Lee Thomas Kang Bor

In accordance with bye-laws 86(2B) of the Company's Bye-laws, any director appointed during the year will retire at the forthcoming annual general meeting and are eligible for re-election.

In accordance with bye-laws 87(1) of the Company's Bye-laws, every director should be subject to retirement by rotation at the annual general meeting at least once every three years and are eligible for re-election.

董事及服務合約

年內及截至本報告刊發日期止，本公司之董事如下：

執行董事：

唐啟立先生
鄭浩江先生
趙小東先生

非執行董事：

高煜先生（於二零一零年九月三十日獲委任）
綦建偉先生（於二零一零年九月三十日獲委任）
張思堅先生

獨立非執行董事：

蔡思聰先生
林國昌先生
李鏡波先生

根據本公司之公司細則第86(2B)條之規定，年內獲委任之任何董事將於應屆股東週年大會上任滿告退，並符合資格可膺選連任。

根據本公司之公司細則第87(1)條之規定，每位董事須最少三年一次於股東週年大會上輪值告退，並符合資格可膺選連任。

董事會報告

Report of the Directors

No director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

The term of office of each independent non-executive director is the period of two years and renewable for one year up to his retirement by rotation in accordance with the Company's Bye-laws.

In accordance with bye-laws 87(1) of the Company's Bye-laws, Mr. Zheng Hao Jiang will retire by rotation and, being eligible, for re-election. In addition, pursuant to bye-laws 86(2B) of the Company's Bye-laws, Mr. Zhang Si Jian was appointed as director during the year and will hold office until the forthcoming general meeting. Mr. Zhang Si Jian will offer himself for re-election at the forthcoming annual general meeting.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of directors and senior management are set out in page 4 to page 8.

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.

擬於應屆股東週年大會上膺選連任之董事概無與本公司或其附屬公司訂立本集團不可於一年內免付補償(法定補償除外)予以終止之服務合約。

各獨立非執行董事之任期為兩年，另可延續一年，直至彼根據本公司之公司細則之規定輪值告退為止。

根據本公司之公司細則第87(1)條，鄭浩江先生將輪值告退及符合資格膺選連任。此外，根據本公司之公司細則第86(2B)條，張思堅先生於年內獲委任為董事，彼等任期將直至應屆股東大會為止。張思堅先生願意於應屆股東週年大會上膺選連任。

董事及高級管理人員之履歷

董事及高級管理人員之履歷概要載於第4至第8頁。

董事於重要合約之權益

於年終或年內任何時間，概無存在由本公司或其任何附屬公司所訂立且本公司董事於其中直接或間接擁有重大利益之重要合約。

董事會報告

Report of the Directors

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND CONVERTIBLE NOTES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

At 31 March 2011, the interests of the directors and their associates in the shares and convertible notes of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (the "SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Companies, were as follows:

Long position in the shares of the Company

董事於本公司及其相聯法團之股份、相關股份及可換股票據之權益

於二零一一年三月三十一日，各董事及彼等之聯繫人士於本公司及其相聯法團之股份及可換股票據中擁有本公司根據證券及期貨條例（「證券及期貨條例」）第352條而存置之登記冊所記錄，或根據上市公司董事進行證券交易的標準守則須另行知會本公司及香港聯合交易所有限公司（「聯交所」）之權益如下：

於本公司股份之好倉

Name of director	Capacity	Number of issued ordinary shares held	Percentage of issued share capital of the Company
董事姓名	身份	持有已發行普通股數目	佔本公司已發行股本百分比
Mr. Tong Kai Lap ("Mr. Tong")	Founder of discretionary trust	10,274,400	0.67%
唐啟立先生（「唐先生」）	全權信託創立人		(Note 1) (附註1)
Mr. Tong	Beneficial owner	9,760,000	0.67%
唐先生	實益擁有人		(Note 1) (附註1)
Mr. Zheng Hao Jiang	Beneficial owner	10,640,000	0.36%
鄭浩江先生	實益擁有人		
Mr. Choy Sze Chung, Jojo	Beneficial owner	2,504,000	0.08%
蔡思聰先生	實益擁有人		
Mr. Lam Kwok Cheong	Beneficial owner	600,000	0.02%
林國昌先生	實益擁有人		
Mr. Lee Thomas Kang Bor	Beneficial owner	2,504,000	0.08%
李鏡波先生	實益擁有人		
Mr. Zhang Si Jian	Beneficial owner	5,000,000	0.17%
張思堅先生	實益擁有人		

董事會報告

Report of the Directors

Notes:

- (1) Interest in the issued shares shown in this row is beneficially owned by Rapid Alert International Limited, a company controlled by a discretionary trust of which Mr. Tong is the founder. Accordingly, Mr. Tong is deemed to be interested in these shares. The total interests of issued shares of Mr. Tong are 20,034,400 shares.
- (2) The denominator used is 2,976,324,850 shares, being the total number of shares in issue as at 31 March 2011.
- (3) Other than as disclosed above and in the section headed "Share Options" below, none of the directors nor their associates has any interests or short positions in any shares, underlying shares or convertible notes of the Company or any of its associated corporations as at 31 March 2011.

SHARE OPTIONS

The Company's share option scheme (the "Scheme") was adopted pursuant to an ordinary resolution passed at a special general meeting of the Company held on 7 October 2002.

SUBSTANTIAL SHAREHOLDERS

As at 31 March 2011, the register of substantial shareholders maintained 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 in the issued share capital of the Company:

Long position in the shares of the Company

Name of shareholder

股東姓名／名稱

Capacity

身份

Substantial shareholders

主要股東

Sparkle Roll Holdings Limited ("SRHL")
耀萊控股有限公司 (「耀萊控股」)

Beneficial owner
實益擁有人

835,000,000

28.05%

Mr. Qi Jian Hong ("Mr. Qi") (Note 1)
綦建虹先生 (「綦先生」) (附註1)

Held by controlled corporation
由受控制法團持有

835,000,000

28.05%

附註:

- (1) 本行所示之已發行股份權益由唐先生為創立人之全權信託所控制之公司Rapid Alert International Limited實益擁有。因此，唐先生被視為於此等股份中擁有權益。唐先生合共擁有20,034,400股已發行股份之權益。
- (2) 所用分母為2,976,324,850股股份，即於二零一一年三月三十一日之已發行股份總數。
- (3) 除上文及下文「購股權」一節所披露者外，於二零一一年三月三十一日，各董事或彼等之聯繫人士概無於本公司或其任何相聯法團之任何股份、相關股份或可換股票據中擁有任何權益或淡倉。

購股權

本公司之購股權計劃 (「該計劃」) 乃根據本公司於二零零二年十月七日舉行之股東特別大會上通過之普通決議案採納。

主要股東

於二零一一年三月三十一日，按本公司根據證券及期貨條例第336條之規定存置之主要股東登記冊所示，除上文所披露若干董事之權益外，下列股東已知會本公司彼等於本公司已發行股本中所擁有之相關權益：

於本公司股份之好倉

Number of shares	Percentage of the issued share capital of the Company
股份數目	佔本公司已發行股本百分比 (Note 4) (附註4)

董事會報告

Report of the Directors

Name of shareholder	Capacity	Number of shares	Percentage of the issued share capital of the Company 佔本公司已發行股本百分比 (Note 4) (附註4)
股東姓名／名稱	身份	股份數目	
Ms. Zhu Shuang ("Ms. Zhu") (Note 1) 朱爽女士(「朱女士」)(附註1)	Interest of spouse 配偶權益	835,000,000	28.05%
Sequoia Capital China Growth Fund I, L.P. (Note 2) Sequoia Capital China Growth Fund I, L.P. (附註2)	Beneficial owner 實益擁有人	274,743,000	9.23%
Mr. Shen Nanpeng (Note 2) 沈南鵬先生(附註2)	Interest of controlled corporation 控制法團權益	315,000,000	10.58%
Max Wealth Enterprises Limited (Note 2) Max Wealth Enterprises Limited (附註2)	Interest of controlled corporation 控制法團權益	315,000,000	10.58%
SC China Holding Limited (Note 2) SC China Holding Limited (附註2)	Interest of controlled corporation 控制法團權益	315,000,000	10.58%
Sequoia Capital China Advisors Limited (Note 2) Sequoia Capital China Advisors Limited (附註2)	Investment manager 投資經理	315,000,000	10.58%
Sequoia Capital China Growth Fund Management I, L.P. (Note 2) Sequoia Capital China Growth Fund Management I, L.P. (附註2)	Interest of controlled corporation 控制法團權益	315,000,000	10.58%
Morgan Stanley Private Equity Asia III, Inc. (Note 3) Morgan Stanley Private Equity Asia III, Inc. (附註3)	Interest of controlled corporation 控制法團權益	300,000,000	10.08%

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Report of the Directors

Name of shareholder	Capacity	Number of shares	Percentage of the issued share capital of the Company
股東姓名／名稱	身份	股份數目	佔本公司已發行股本百分比 (Note 4) (附註4)
Morgan Stanley Private Equity Asia III Holdings (Cayman) Limited (Note 3)	Interest of controlled corporation	300,000,000	10.08%
Morgan Stanley Private Equity Asia III Holdings (Cayman) Limited (附註3)	控制法團權益		
Morgan Stanley Private Equity Asia III, L.L.C. (Note 3)	Interest of controlled corporation	300,000,000	10.08%
Morgan Stanley Private Equity Asia III, L.L.C. (附註3)	控制法團權益		
Morgan Stanley Private Equity Asia III, L.P. (Note 3)	Interest of controlled corporation	300,000,000	10.08%
Morgan Stanley Private Equity Asia III, L.P. (附註3)	控制法團權益		
MSPEA III Holdings Cooperatief U.A. (Note 3)	Interest of controlled corporation	300,000,000	10.08%
MSPEA III Holdings Cooperatief U.A. (附註3)	控制法團權益		
MSPEA Luxury Holding B.V. (Note 3)	Beneficial owner	300,000,000	10.08%
MSPEA Luxury Holding B.V. (附註3)	實益擁有人		
The Real Return Group Limited (Note 4)	Interest of controlled corporation	149,352,000	5.02%
The Real Return Group Limited (附註4)	控制法團權益		
Veritas Asset Management (UK) Limited (Note 4)	Beneficial owner	149,352,000	5.02%
Veritas Asset Management (UK) Limited (附註4)	實益擁有人		

董事會報告

Report of the Directors

Notes:

- (1) SRHL is a company wholly owned by Mr. Qi. Accordingly, Mr. Qi is deemed to be beneficial holder of shares held by SRHL. Ms. Zhu is wife of Mr. Qi. Accordingly, Ms. Zhu is deemed to be beneficial holders of shares held by SRHL and Mr. Qi.
- (2) Sequoia Capital China Growth Fund Management I, L.P. is interested in 315,000,000 Shares representing approximately 10.58% of the Company's issued share capital, of which (i) 274,743,000 Shares (9.23%) is held by Sequoia Capital China Growth Fund I, L.P., (ii) 6,552,000 Shares (0.22%) is held by Sequoia Capital China Growth Partners Fund I, L.P. and (iii) 33,705,000 Shares (1.13%) is held by Sequoia Capital China GF Principals Fund I, L.P.. Sequoia Capital China Growth Fund I, L.P., Sequoia Capital China Growth Partners Fund I, L.P. and Sequoia Capital China GF Principals Fund I, L.P. (collectively "SCC Growth Funds") are managed by Sequoia Capital China Advisors Limited, a company incorporated in the Cayman Islands. The SCC Growth Funds' general partner is Sequoia Capital China Growth Fund Management I, L.P., whose general partner is SC China Holding Limited, a company incorporated in the Cayman Islands. SC China Holding Limited is wholly owned by Max Wealth Enterprises Limited, a company wholly owned by Mr. Shen Nanpeng (also known as "Neil Nanpeng Shen") ("Mr. Shen"). Mr. Shen disclaims beneficial ownership with respect to the shares held by the SCC Growth Funds except to the extent of his pecuniary interest therein. Each of Sequoia Capital China Advisors Limited, Sequoia Capital China Growth Fund Management I, L.P., SC China Holding Limited and Max Wealth Enterprises Limited is deemed to be interested in the Shares held by the SCC Growth Funds.

附註：

- (1) 耀萊控股為由綦先生全資擁有之公司，因此，綦先生被視為耀萊控股所持股份之實益持有人。朱女士為綦先生之妻子，因此，朱女士被視為耀萊控股及綦先生所持股份之實益持有人。
- (2) Sequoia Capital China Growth Fund Management I, L.P.於315,000,000股股份（佔本公司已發行股本約10.58%）中擁有權益，其中(i) 274,743,000股股份(9.23%)由Sequoia Capital China Growth Fund I, L.P.持有；(ii) 6,552,000股股份(0.22%)由Sequoia Capital China Growth Partners Fund I, L.P.持有；及(iii) 33,705,000股股份(1.13%)由Sequoia Capital China GF Principals Fund I, L.P.持有。Sequoia Capital China Growth Fund I, L.P.、Sequoia Capital China Growth Partners Fund I, L.P.及Sequoia Capital China GF Principals Fund I, L.P.（統稱為「SCC成長基金」）乃由Sequoia Capital China Advisors Limited（一間於開曼群島註冊成立之公司）管理。SCC成長基金之普通合夥人為Sequoia Capital China Growth Fund Management I, L.P.，而Sequoia Capital China Growth Fund Management I, L.P.之普通合夥人為SC China Holding Limited（一間於開曼群島註冊成立之公司）。SC China Holding Limited由Max Wealth Enterprises Limited全資擁有，而Max Wealth Enterprises Limited為一間由沈南鵬先生（亦稱為「Neil Nanpeng Shen」）（「沈先生」）全資擁有之公司。沈先生放棄SCC成長基金所持有股份之實益擁有權，惟彼於其中之金錢利益除外。因此，Sequoia Capital China Advisors Limited、Sequoia Capital China Growth Fund Management I, L.P.、SC China Holding Limited及Max Wealth Enterprises Limited各自被視為於SCC成長基金所持有股份中擁有權益。

董事會報告

Report of the Directors

(3) MSPEA Luxury Holding B.V. (“**MSPEA**”) is interested in 300,000,000 Shares representing approximately 10.08% of the Company’s issued share capital. MSPEA, a limited liability company incorporated in the Netherlands and under Dutch law, is indirectly controlled by Morgan Stanley Private Equity Asia III, L.P. (the “**MSPEA III**”) (through its control of Morgan Stanley Private Equity Asia III Holdings (Cayman) Limited and MSPEA III Holdings Cooperatief U.A.), a fund managed by the private equity arm of Morgan Stanley. The general partner of MSPEA III is Morgan Stanley Private Equity Asia III, L.L.C., the managing member of which is Morgan Stanley Private Equity Asia III, Inc., a wholly-owned subsidiary of Morgan Stanley. Each of MSPEA III Holdings Cooperatief U.A., Morgan Stanley Private Equity Asia III Holdings (Cayman) Limited, MSPEA III, Morgan Stanley Private Equity Asia III, L.L.C. and Morgan Stanley Private Equity Asia III, Inc. is deemed to be interested in the Shares held by MSPEA.

(4) Veritas Asset Management (UK) Limited is interested in 149,352,000 Shares representing approximately 5.02% of the Company’s issued share capital. Veritas Asset Management is 100% owned by The Real Return Group Limited.

(5) Other than as disclosed above, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO discloses no person as having a notifiable interest or short position in the issued share capital of the Company as at 31 March 2011.

Save as disclosed above, as at 31 March 2011, the Directors were not aware of any other person (other than the Directors and the chief executive of the Company) who had, or was deemed to have, interests or short positions in the Shares or underlying Shares (including any interests in options in respect of such capital), which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

(3) MSPEA Luxury Holding B.V. (“**MSPEA**”) 於300,000,000股股份 (佔本公司已發行股本約10.08%) 中擁有權益。MSPEA (於荷蘭並根據荷蘭法律註冊成立之有限公司) 乃由摩根士丹利之私募股權部所管理之基金Morgan Stanley Private Equity Asia III, L.P. (“**MSPEA III**”) 透過其所控制之Morgan Stanley Private Equity Asia III Holdings (Cayman) Limited及MSPEA III Holdings Cooperatief U.A.間接控制。MSPEA III之普通合夥人為Morgan Stanley Private Equity Asia III, L.L.C. (其管理成員公司為摩根士丹利之全資附屬公司Morgan Stanley Private Equity Asia III, Inc.)。因此，MSPEA III Holdings Cooperatief U.A.、Morgan Stanley Private Equity Asia III Holdings (Cayman) Limited、MSPEA III、Morgan Stanley Private Equity Asia III, L.L.C.及Morgan Stanley Private Equity Asia III, Inc.各自被視為於MSPEA持有之股份中擁有權益。

(4) Veritas Asset Management (UK) Limited 於149,352,000股股份 (佔本公司已發行股本約5.02%) 中擁有權益。Veritas Asset Management由The Real Return Group Limited全資擁有。

(5) 除上文所披露者外，於二零一一年三月三十一日，按本公司根據證券及期貨條例第336條之規定存置之主要股東登記冊所披露，並無任何人士在本公司已發行股本中擁有須予公佈之權益或淡倉。

除上文所披露者外，於二零一一年三月三十一日，董事概不知悉有任何其他人士 (董事及本公司主要行政人員除外) 於股份或相關股份中擁有或被視為擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司及聯交所披露之權益或淡倉 (包括於有關股本之購股權之任何權益)，或直接或間接擁有於所有情況下附帶權利可於本集團任何成員公司之股東大會上投票之任何類別股本面值10%或以上之權益。

董事會報告

Report of the Directors

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than as disclosed in the section headed “Share Options” 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.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED SECURITIES

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

PRE-EMPTIVE RIGHTS

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

EMOLUMENT POLICY

The emolument policy of the employees of the Group is set up by the Remuneration Committee on the basis of their merit, qualifications and competence.

The emoluments of the directors of the Company are decided by the Remuneration Committee, having regard to the Company’s operating results, individual performance and comparable market information.

The Company has adopted a share option share scheme as an incentive to directors and eligible employees.

CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange. The Company considers all of the independent non-executive directors are independent.

購買股份或債券之安排

除上文「購股權」一節所披露者外，於年內任何時間，本公司或其任何附屬公司概無訂立任何安排，致使本公司董事可藉收購本公司或任何其他法人團體之股份或債券而獲益。

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年內概無購買、出售或贖回本公司任何上市證券。

優先購買權

本公司之公司細則或百慕達法律並無有關優先購買權之規定，規定本公司須按現有股東之持股比例向彼等發售新股份。

薪酬政策

本集團員工之薪酬政策乃由薪酬委員會基於彼等之表現、資歷及能力制訂。

本公司董事之薪酬乃由薪酬委員會經考慮本公司之經營業績、個人表現及可比較市場資料後釐定。

本公司已採納一項購股權計劃以獎勵董事及合資格僱員。

獨立非執行董事之獨立性確認書

本公司已收到各獨立非執行董事遵照聯交所證券上市規則第3.13條就其獨立性所呈交之年度確認書。本公司認為全體獨立非執行董事均屬獨立人士。

董事會報告

Report of the Directors

CONTINUING CONNECTED TRANSACTIONS

RMO Agreement

On 22 February 2008, Beijing Mei He Zhen Yong Motors Trading Limited (“BJMH”) and Beijing De Te Motors Trading Limited (“BJDT”), both are indirect wholly-owned subsidiaries of the Company, entered into an office rental, management fees and office expenses agreement (“RMO Agreement”) with Beijing Shou Ying Tong Shang Trading Commercial Limited or “Beijing SYTS” (formerly known as Beijing Bin Li Group Limited or “BJBG”), a company established in the PRC which is controlled by Mr. Qi, for a term commencing from 22 February 2008 to 31 December 2010, in respect of the office rental, management fees and office expenses and subject to an annual cap of RMB1,100,000.

This RMO Agreement expired on 31 December 2010. For the year ended 31 March 2011, the total rental charge paid by BJMH and BJDT to Beijing SYTS amounted to RMB720,000 or approximately HK\$837,210.

Additional RMO Agreement

For expansion of the Group’s business in distribution of luxury goods, on 5 May 2010, Sparkle Roll Oriental (Beijing) Trading Development Limited (“SROBJ”) and Beijing Sparkle Roll Xin Tian Di Commerce Development Limited (“SRXTD”), both are indirect wholly-owned subsidiaries of the Company, entered into an office rental, management fees and office expenses agreement (“Additional RMO Agreement”) with Beijing SYTS for a term commencing from 1 May 2010 to 31 December 2010, in respect of the office rental, management fees and office expenses and subject to an annual cap of RMB600,000.

This Additional RMO Agreement expired on 31 December 2010. For the year ended 31 March 2011, the total rental charge paid by SROBJ and SRXTD to Beijing SYTS amounted to RMB600,000 or approximately HK\$697,676.

持續關連交易

辦公室租賃管理協議

於二零零八年二月二十二日，本公司間接全資附屬公司北京美合振永汽車貿易有限公司（「北京美合」）及北京德特汽車貿易有限公司（「北京德特」）與北京首盈通商經貿有限公司（「北京首盈通商」，前稱北京賓利集團有限公司（「BJBG」），一間於中國成立之公司，受蔡先生控制）就辦公室租賃、管理費用及辦公開支訂立辦公室租賃管理協議（「辦公室租賃管理協議」），由二零零八年二月二十二日起至二零一零年十二月三十一日止，年度上限為人民幣1,100,000元。

該辦公室租賃管理協議已於二零一零年十二月三十一日屆滿。於截至二零一一年三月三十一日止年度，北京美合及北京德特已付北京首盈通商之租金支出總額為人民幣720,000元或約837,210港元。

附加辦公室租賃管理協議

為擴展本集團奢侈品分銷業務，於二零一零年五月五日，本公司兩間間接全資附屬公司耀萊東方（北京）貿易發展有限公司（「耀萊東方北京」）及北京耀萊新天地商業發展有限公司（「耀萊新天地」）與北京首盈通商就辦公室租賃、管理費用及辦公開支訂立辦公室租賃管理協議（「附加辦公室租賃管理協議」），由二零一零年五月一日起至二零一零年十二月三十一日止，年度上限為人民幣600,000元。

該附加辦公室租賃管理協議已於二零一零年十二月三十一日屆滿。於截至二零一一年三月三十一日止年度，耀萊東方北京及耀萊新天地已付北京首盈通商之租金支出總額為人民幣600,000元或約697,676港元。

董事會報告

Report of the Directors

New RMO Agreement

On 31 December 2010, BJDT, an indirect wholly-owned subsidiary of the Company, entered into an office rental, management fees and office expenses agreement (“New RMO Agreement”) with Ms. Zhu Shuang, spouse of Mr. Qi, the largest substantial shareholder of our company, for a term commencing from 1 January 2011 to 31 December 2013, in respect of the office rental, management fees and office expenses with Ms. Zhu Shuang and subject to an annual cap of RMB1,860,000.

For the year ended 31 March 2011, the total rental charge paid by BJDT to Ms. Zhu Shuang amounted to RMB465,000 or approximately HK\$540,698.

Showroom Rental Agreement

On 31 December 2010, Tianjin Xin Chang Tai Fu Trading Development Limited (“TJXC”), an indirect wholly-owned subsidiary of the Company, entered into a showroom rental agreement (“Showroom Rental Agreement”) with Mr. Qi, the largest substantial shareholder of our company, for a term commencing from 1 January 2011 to 31 December 2013, in respect of the office rental, management fees and office expenses with Mr. Qi and subject to an annual cap of RMB2,640,000.

For the year ended 31 March 2011, the total rental charge paid by TJXC to Mr. Qi amounted to RMB660,000 or approximately HK\$767,442.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the year ended 31 March 2011.

新辦公室租賃管理協議

於二零一零年十二月三十一日，本公司間接全資附屬公司北京德特與本公司最大主要股東綦先生之配偶朱爽女士就與朱爽女士之辦公室租賃、管理費用及辦公開支訂立辦公室租賃管理協議（「新辦公室租賃管理協議」），由二零一一年一月一日起至二零一三年十二月三十一日止，年度上限為人民幣1,860,000元。

於截至二零一一年三月三十一日止年度，北京德特已付朱爽女士之租金支出總額為人民幣465,000元或約540,698港元。

展廳租賃協議

於二零一零年十二月三十一日，本公司間接全資附屬公司天津信昌泰富貿易發展有限公司（「天津信昌」）與本公司最大主要股東綦先生就與綦先生之辦公室租賃、管理費用及辦公開支訂立展廳租賃協議（「展廳租賃協議」），由二零一一年一月一日起至二零一三年十二月三十一日止，年度上限為人民幣2,640,000元。

於截至二零一一年三月三十一日止年度，天津信昌已付綦先生之租金支出總額為人民幣660,000元或約767,442港元。

足夠公眾持股量

本公司於截至二零一一年三月三十一日止年度內一直維持足夠之公眾持股量。

董事會報告

Report of the Directors

AUDITOR

The financial statements of the previous financial years were audited by Grant Thornton (“GTHK”), now known as JBPB & Co. Due to a merger of the businesses of GTHK and BDO Limited (“BDO”) to practise in the name of BDO, GTHK resigned and BDO was appointed as auditor of the Company effective from 24 November 2010. The financial statements for the year ended 31 March 2011 were audited by BDO.

A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint BDO as auditor of the Company.

There has been no other change of auditor in the preceding three years.

ANNUAL GENERAL MEETING

The annual general meeting of the Company will be held at 4:30 p.m. on 9 August 2011 at The Hong Kong Bankers Club, 43/F Gloucester Tower, The Landmark, Central, Hong Kong and a notice of annual general meeting will be published and despatched in due course.

On behalf of the Board

Tong Kai Lap
Chairman

Hong Kong, 28 June 2011

核數師

過往財政年度之財務報表由均富會計師行（「均富」，現稱莊栢會計師行）審核。由於均富與香港立信德豪會計師事務所有限公司（「立信德豪」）進行業務合併，以立信德豪之名義執業，均富已辭任而立信德豪已獲委任為本公司之核數師，由二零一零年十一月二十四日起生效。截至二零一一年三月三十一日止年度之財務報表由立信德豪審核。

本公司應屆股東週年大會上將提呈一項決議案，續聘立信德豪為本公司之核數師。

於過往三年並無任何有關核數師之其他變動。

股東週年大會

本公司股東週年大會謹訂於二零一一年八月九日下午四時三十分假座香港中環置地廣場告羅士打大廈43樓香港銀行家會所舉行，股東週年大會通告將於適當時候刊載及寄發。

代表董事會

主席
唐啟立

香港，二零一一年六月二十八日

獨立核數師報告

Independent Auditor's Report



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To the Shareholders of Sparkle Roll Group Limited

(incorporated in Bermuda with limited liability)

We have audited the consolidated financial statements of Sparkle Roll Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 49 to 183, which comprise the consolidated and company statements of financial position as at 31 March 2011, and the consolidated statement of comprehensive income, the consolidated statement of cash flows and the consolidated statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view 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, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. This 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 about whether the consolidated financial statements are free from material misstatement.

致耀萊集團有限公司全體股東

(於百慕達註冊成立之有限公司)

本行已審核列載於第49至183頁耀萊集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表。該等綜合財務報表包括於二零一一年三月三十一日之綜合及公司財務狀況表與截至該日止年度之綜合全面收入報表、綜合現金流量表及綜合股本權益變動表，以及主要會計政策概要及其他解釋資料。

董事就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露要求編製真實而公平地反映狀況之綜合財務報表，並維護彼等認為編製綜合財務報表所必須之內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。

核數師之責任

本行之責任為根據本行之審核對該等綜合財務報表作出意見。本報告按照百慕達一九八一年公司法第90條僅向整體股東報告，除此之外本報告別無其他目的。本行不會就本報告之內容向任何其他人士負上或承擔任何責任。

本行已根據香港會計師公會頒佈之香港審核準則之規定執行審核。此等準則要求本行遵守職業道德規範，並規劃及執行審核，從而合理確定綜合財務報表是否不存有任何重大錯誤陳述。

獨立核數師報告（續）

Independent Auditor's Report (Continued)

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

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

OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group and of the Company as at 31 March 2011 and of the Group's profit and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

BDO Limited

Certified Public Accountants

Tsui Ka Che, Norman

Practising Certificate Number P05057

Hong Kong, 28 June 2011

審核涉及執程序以獲取有關綜合財務報表所載金額及披露資料之審核憑證。所選定之程序取決於核數師之判斷，包括評估由於欺詐或錯誤而導致綜合財務報表存有重大錯誤陳述之風險。在評估該等風險時，核數師考慮與該公司編製真實而公平地反映狀況之綜合財務報表相關之內部控制，以設計適當之審核程序，但並非為對該公司之內部控制之效能發表意見。審核亦包括評價董事所採用之會計政策是否合適及所作出之會計估計是否合理，以及評價綜合財務報表之整體列報方式。

本行相信，本行所獲得之審核憑證充足且適當地為本行之審核意見提供基礎。

意見

本行認為，綜合財務報表已根據香港財務報告準則真實而公平地反映 貴集團及 貴公司於二零一一年三月三十一日之事務狀況及 貴集團截至該日止年度之溢利及現金流量，並已按照香港公司條例之披露要求妥為編製。

香港立信德豪會計師事務所有限公司

執業會計師

徐家賜

執業證書號碼P05057

香港，二零一一年六月二十八日

綜合全面收入報表

Consolidated Statement of Comprehensive Income

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

		Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Continuing operations	持續經營業務			
Revenue	收益	6	3,286,688	1,080,054
Cost of sales	銷售成本		(2,919,521)	(896,846)
Gross profit	毛利		367,167	183,208
Other income	其他收入	7	49,963	19,180
Selling and distribution costs	銷售及分銷成本		(125,109)	(48,959)
Administrative expenses	行政費用		(70,984)	(29,450)
Other operating expenses	其他經營費用		(3,710)	(588)
Operating profit	經營溢利	8	217,327	123,391
Finance costs	融資成本	9	(8,556)	(12,199)
Profit before income tax	除所得稅前溢利		208,771	111,192
Income tax expense	所得稅支出	10	(9,889)	(4,380)
Profit for the year from continuing operations	持續經營業務之本年度溢利		198,882	106,812
Discontinued operation	已終止經營業務			
(Loss)/profit for the year from discontinued operation	已終止經營業務之本年度(虧損)/溢利	16	(16,023)	6,851
Profit for the year	本年度溢利		182,859	113,663
Other comprehensive income, net of tax	除稅後其他全面收入			
Release of exchange reserve upon disposal of subsidiaries	出售附屬公司時解除外匯儲備		(4,061)	–
Exchange gains on translation of financial statements of foreign operations	換算海外業務財務報表之匯兌收益		4,046	140
Total comprehensive income for the year	本年度全面收入總額		182,844	113,803
Profit/(loss) for the year attributable to:	下列人士應佔本年度溢利/(虧損):			
Owners of the Company	本公司擁有人	13	183,677	113,016
Non-controlling interests	非控股權益		(818)	647
			182,859	113,663
Total comprehensive income attributable to:	下列人士應佔全面收入總額:			
Owners of the Company	本公司擁有人		183,662	113,156
Non-controlling interests	非控股權益		(818)	647
			182,844	113,803

綜合全面收入報表（續）

Consolidated Statement of Comprehensive Income (Continued)

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

	Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Earnings/(loss) per share from continuing and discontinued operations attributable to the owners of the Company during the year	年內本公司擁有人 應佔持續經營業務及 已終止經營業務之每股 盈利／（虧損）		
Basic earnings/(loss) per share	每股基本盈利／ （虧損）		
from continuing operations	持續經營業務	HK7.1 cents 港仙	HK4.9 cents 港仙
from discontinued operation	已終止經營業務	HK(0.6) cent 港仙	HK0.3 cent 港仙
		HK6.5 cents 港仙	HK5.2 cents 港仙
Diluted earnings/(loss) per share	每股攤薄盈利／ （虧損）		
from continuing operations	持續經營業務	HK7.1 cents 港仙	HK4.4 cents 港仙
from discontinued operation	已終止經營業務	HK(0.6) cent 港仙	HK0.2 cent 港仙
		HK6.5 cents 港仙	HK4.6 cents 港仙

綜合財務狀況表

Consolidated Statement of Financial Position

於二零一一年三月三十一日 As at 31 March 2011

		Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Property, plant and equipment	物業、機器及設備	17	79,603	24,358
Goodwill	商譽	19	580,679	597,334
Other intangible assets	其他無形資產	20	3,917	5,454
			664,199	627,146
Current assets	流動資產			
Inventories	存貨	21	353,469	131,421
Film rights	影片版權	22	–	10,494
Trade receivables	應收貿易款項	23	90,625	87,263
Deposits, prepayments and other receivables	按金、預繳款項及其他應收款項	24	337,726	138,571
Amount due from a related company	應收一間關連公司款項	25	–	3,825
Tax recoverable	可收回稅項		279	231
Pledged bank deposits	已抵押銀行存款	26	42,325	11,348
Cash at banks and in hand	銀行及手頭現金	26	215,300	174,700
			1,039,724	557,853
Current liabilities	流動負債			
Trade payables	應付貿易款項	27	15,438	20,804
Receipts in advance, accrued charges and other payables	預收款項、應計費用及其他應付款項	28	307,422	177,792
Amounts due to related parties	應付關連人士款項	29	46,448	136
Provision for taxation	稅項撥備		6,099	5,863
Borrowings	借貸	30	53,665	17,663
			429,072	222,258
Net current assets	流動資產淨值		610,652	335,595
Total assets less current liabilities	總資產減流動負債		1,274,851	962,741

綜合財務狀況表（續）

Consolidated Statement of Financial Position (Continued)

於二零一一年三月三十一日 As at 31 March 2011

	Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Non-current liabilities	非流動負債		
Receipts in advance and other payables	28	3,666	5,209
Convertible notes	31	-	64,951
Derivative financial instruments	32	-	18,469
Deferred tax liabilities	33	2,734	206
		6,400	88,835
Net assets	資產淨值	1,268,451	873,906
EQUITY	權益		
Share capital	34	5,952	5,372
Reserves		1,227,468	856,371
Proposed final dividend	14	29,763	8,059
Equity attributable to the owners of the Company	本公司擁有人應佔權益	1,263,183	869,802
Non-controlling interests	非控股權益	5,268	4,104
Total equity	權益總額	1,268,451	873,906

Tong Kai Lap
唐啟立
Director
董事

Zheng Hao Jiang
鄭浩江
Director
董事

財務狀況表

Statement of Financial Position

於二零一一年三月三十一日 As at 31 March 2011

		Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Interests in subsidiaries	附屬公司權益	18	-	77,000
Current assets	流動資產			
Prepayments	預繳款項	24	-	74
Amounts due from subsidiaries	應收附屬公司款項	18	878,235	692,812
Tax recoverable	可收回稅項		279	-
Pledged bank deposits	已抵押銀行存款	26	3,369	3,327
Cash at banks	銀行現金	26	254	34,647
			882,137	730,860
Current liabilities	流動負債			
Accrued charges	應計費用	28	1,418	150
Amount due to a subsidiary	應付附屬公司款項	18	3,200	-
			4,618	150
Net current assets	流動資產淨值		877,519	730,710
Total assets less current liabilities	總資產減流動負債		877,519	807,710
Non-current liabilities	非流動負債			
Convertible notes	可換股票據	31	-	64,951
Derivative financial instruments	衍生金融工具	32	-	18,469
			-	83,420
Net assets	資產淨值		877,519	724,290
EQUITY	權益			
Share capital	股本	34	5,952	5,372
Reserves	儲備	35.2	841,804	710,859
Proposed final dividend	擬派末期股息	14	29,763	8,059
TOTAL EQUITY	權益總額		877,519	724,290

Tong Kai Lap
唐啟立
Director
董事

Zheng Hao Jiang
鄭浩江
Director
董事

綜合現金流量表

Consolidated Statement of Cash Flows

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

	Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Cash flows from operating activities	經營業務之現金流量		
Profit before income tax from continuing and discontinued operations	持續經營及已終止經營業務除所得稅前溢利	192,748	118,247
Adjustments for:	經調整以下各項：		
Bank interest income	銀行利息收入	(601)	(196)
(Gains)/losses on disposals of property, plant and equipment	出售物業、機器及設備之(收益)/虧損	(158)	109
Write-back of deposits received	撥回已收按金	-	(1,166)
Allowance for impairment of receivables	應收款項減值準備	3,500	1,625
Amortisation of film rights	影片版權攤銷	2,490	4,641
Amortisation of other intangible assets	其他無形資產攤銷	1,537	6,124
Depreciation of property, plant and equipment	物業、機器及設備之折舊	12,474	5,538
Equity-settled share option expenses	以股本結算之購股權費用	18,991	-
Fair value losses on derivative financial instruments	衍生金融工具公允價值虧損	3,710	588
Losses on disposal of subsidiaries	出售附屬公司之虧損	4,511	-
Write-down of inventories to net realisable value	撇減存貨至可變現淨值	670	1,975
Property, plant and equipment written-off	撇銷物業、機器及設備	519	474
Interest expenses	利息費用	8,567	12,199
Operating profit before working capital changes	營運資金變動前之經營溢利	248,958	150,158
Increase in inventories	存貨增加	(245,865)	(46,635)
Increase in film rights	影片版權增加	-	(3,389)
Increase in trade receivables	應收貿易款項增加	(27,118)	(66,727)
Increase in deposits, prepayments and other receivables	按金、預繳款項及其他應收款項增加	(225,286)	(97,594)
(Increase)/decrease in amounts due from related companies	應收關連公司款項(增加)/減少	(26,186)	9,988
Increase in trade payables	應付貿易款項增加	2,181	7,861
Increase in receipts in advance, accrued charges and other payables	預收款項、應計費用及其他應付款項增加	186,952	132,156
Increase/(decrease) in amounts due to related parties	應付關連人士款項增加/(減少)	46,312	(10,465)
Cash (used in)/generated from operations	經營業務(所用)/所得現金	(40,052)	75,353
Hong Kong profits tax paid	已付香港利得稅	(545)	(80)
Overseas tax paid	已付外地稅項	(4,482)	(1,009)
Net cash (used in)/generated from operating activities	經營業務(所用)/所得現金淨額	(45,079)	74,264

綜合現金流量表 (續)

Consolidated Statement of Cash Flows (Continued)

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

	Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Cash flows from investing activities	投資活動之現金流量		
Increase in pledged bank deposits	已抵押銀行存款增加	(30,977)	(6,011)
Purchases of property, plant and equipment	購買物業、機器及設備	(71,365)	(11,947)
Purchases of other intangible assets	購買其他無形資產	-	(1,800)
Disposal of subsidiaries (net of cash and cash equivalents disposed of)	出售附屬公司(扣除所出售現金及現金等值項目)	46,304	-
Proceeds from disposals of property, plant and equipment	出售物業、機器及設備所得款項	180	257
Interest received	已收利息	601	196
Net cash used in investing activities	投資活動所用現金淨額	(55,257)	(19,305)
Cash flows from financing activities	融資活動之現金流量		
Capital contributions by non-controlling equity holders of subsidiaries	附屬公司非控股權益持有人出資	5,698	-
Proceeds from exercise of share options	行使購股權所得款項	114,941	-
New borrowings raised	新增借貸	364,440	17,663
Issue of convertible notes	發行可換股票據	-	82,500
Repayments of borrowings	償還借貸	(328,438)	(33,423)
Dividends paid to the owners of the Company	向本公司擁有人派付之股息	(17,438)	(13,431)
Bank interest paid	已付銀行利息	(2,472)	(860)
Interest on convertible notes paid	已付可換股票據利息	-	(4,394)
Net cash generated from financing activities	融資活動所得現金淨額	136,731	48,055
Net increase in cash and cash equivalents	現金及現金等值項目增加淨額	36,395	103,014
Cash and cash equivalents at beginning of the year	年初之現金及現金等值項目	174,700	71,563
Effect of foreign exchange rate changes, net	匯率變動之影響, 淨額	4,205	123
Cash and cash equivalents at end of the year	年終之現金及現金等值項目	215,300	174,700
Analysis of balances of cash and cash equivalents	現金及現金等值項目結餘分析		
Cash at banks and in hand	銀行及手頭現金	215,300	174,700

綜合股本權益變動表

Consolidated Statement of Changes in Equity

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

		Attributable to the owners of the Company 本公司擁有人應佔									Non-controlling interests 非控股權益	Total equity 權益總額	
		Share capital	Share premium*	Capital reserve*	Special reserve*	Contributed surplus*	Exchange reserve*	Statutory reserve*	Retained profits/(accumulated losses)* 保留溢利/(累計虧損)*	Proposed final dividend	Total		
		股本 HK\$'000 千港元	股份溢價* HK\$'000 千港元	資本儲備* HK\$'000 千港元	特別儲備* HK\$'000 千港元	撥入盈餘* HK\$'000 千港元	外匯儲備* HK\$'000 千港元	法定儲備* HK\$'000 千港元	保留溢利/ (累計虧損)* HK\$'000 千港元	擬派末期股息 HK\$'000 千港元	合計 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2009	於二零零九年四月一日	3,572	529,766	112,184	(36,810)	49,394	4,321	3,558	(90,491)	-	575,494	3,457	578,951
Equity component in convertible notes issued	已發行之可換股票據之權益部份	-	-	1,443	-	-	-	-	-	-	1,443	-	1,443
Issued of shares upon conversion of convertible notes	以換可換股票據時發行股份	1,800	300,016	(112,184)	-	-	-	-	-	-	189,632	-	189,632
Interim dividends paid for the period ended 30 September 2009 (Note 14(a))	截至二零零九年九月三十日止期間已付中期股息(附註14(a))	-	-	-	-	-	-	-	(13,431)	-	(13,431)	-	(13,431)
Waiver of interest on convertible notes by a shareholder	一名股東放棄收取可換股票據之利息	-	-	3,508	-	-	-	-	-	-	3,508	-	3,508
Transactions with owners	與擁有人進行之交易	1,800	300,016	(107,233)	-	-	-	-	(13,431)	-	181,152	-	181,152
Profit for the year	本年度溢利	-	-	-	-	-	-	-	113,016	-	113,016	647	113,663
Other comprehensive income	其他全面收入	-	-	-	-	-	-	-	-	-	-	-	-
Exchange difference on translation of overseas operations	換算海外業務之匯兌差額	-	-	-	-	-	140	-	-	-	140	-	140
Total comprehensive income for the year	本年度全面收入總額	-	-	-	-	-	140	-	113,016	-	113,156	647	113,803
Reduction of share premium	削減股份溢價	-	(260,000)	-	-	260,000	-	-	-	-	-	-	-
Elimination of contributed surplus against accumulated losses	以撥入盈餘抵銷累計虧損	-	-	-	-	(206,327)	-	-	206,327	-	-	-	-
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	-	-	-	1,770	(1,770)	-	-	-	-
Proposed final dividend for the year ended 31 March 2010 (Note 14(a))	截至二零一零年三月三十一日止年度之建議末期股息(附註14(a))	-	-	-	-	(8,059)	-	-	-	8,059	-	-	-
At 31 March 2010 and 1 April 2010	於二零一零年三月三十一日及二零一零年四月一日	5,372	569,782	4,951	(36,810)	95,008	4,461	5,328	213,651	8,059	869,802	4,104	873,906

綜合股本權益變動表 (續)

Consolidated Statement of Changes in Equity (Continued)

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

		Attributable to the owners of the Company 本公司擁有人應佔										Non- controlling interests 非控股權益	Total equity 權益總額	
		Share capital	Share premium*	Capital reserve*	Share option reserve*	Special reserve*	Contributed surplus*	Exchange reserve*	Statutory reserve*	Retained profits/ (accumulated losses)* 保留溢利/ (累計虧損)*	Proposed final dividend 撥派 末期股息	Total		
		股本 HK\$'000 千港元	股份溢價* HK\$'000 千港元	資本儲備* HK\$'000 千港元	購股權儲備* HK\$'000 千港元	特別儲備* HK\$'000 千港元	繳入盈餘* HK\$'000 千港元	外匯儲備* HK\$'000 千港元	法定儲備* HK\$'000 千港元	保留溢利/ (累計虧損)* HK\$'000 千港元	末期股息 HK\$'000 千港元	合計 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2010	於二零一零年四月一日	5,372	569,782	4,951	-	(36,810)	95,008	4,461	5,328	213,651	8,059	869,802	4,104	873,906
Arising from capital injection of non-controlling interests	因非控股權益注資而產生	-	-	-	-	-	-	-	-	-	-	-	5,698	5,698
Equity-settled share option arrangement	以股本結算之購股權安排	-	-	-	18,991	-	-	-	-	-	-	18,991	-	18,991
Issued of shares upon exercise of share options	行使購股權時發行股份	280	131,888	-	(17,227)	-	-	-	-	-	-	114,941	-	114,941
Issued of shares upon conversion of convertible notes	兌換可換股票據時發行股份	300	94,368	(1,443)	-	-	-	-	-	-	-	93,225	-	93,225
Final dividends paid for the year ended 31 March 2010 (Note 14(b))	截至二零一零年三月三十一日止年度已付末期股息 (附註14(b))	-	-	-	-	-	(450)	-	-	-	(8,059)	(8,509)	-	(8,509)
Interim dividends paid for the period ended 30 September 2010 (Note 14(a))	截至二零一零年九月三十日止期間已付中期股息 (附註14(a))	-	-	-	-	-	(8,929)	-	-	-	-	(8,929)	-	(8,929)
Derecognition of non-controlling interests upon disposal of subsidiaries (Note 36)	出售附屬公司時取消確認非控股權益 (附註36)	-	-	-	-	-	-	-	-	-	-	-	(3,716)	(3,716)
Transactions with owners	與擁有人進行之交易	580	226,256	(1,443)	1,764	-	(9,379)	-	-	-	(8,059)	209,719	1,982	211,701
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	183,677	-	183,677	(818)	182,859
Other comprehensive income	其他全面收入	-	-	-	-	-	-	-	-	-	-	-	-	-
Release of exchange difference upon disposal of subsidiaries (Note 36)	出售附屬公司時解除匯兌差額 (附註36)	-	-	-	-	-	-	(4,061)	-	-	-	(4,061)	-	(4,061)
Exchange difference on translation of overseas operations	換算海外業務之匯兌差額	-	-	-	-	-	-	4,046	-	-	-	4,046	-	4,046
Total comprehensive income for the year	本年度全面收入總額	-	-	-	-	-	-	(15)	-	183,677	-	183,662	(818)	182,844
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	-	-	-	-	174	(174)	-	-	-	-
Release of statutory reserve upon disposal of subsidiaries	出售附屬公司時解除法定儲備	-	-	-	-	-	-	-	(3,558)	3,558	-	-	-	-
Proposed final dividend for the year ended 31 March 2011 (Note 14(a))	截至二零一一年三月三十一日止年度之建議末期股息 (附註14(a))	-	-	-	-	-	(29,763)	-	-	-	29,763	-	-	-
At 31 March 2011	於二零一一年三月三十一日	5,952	796,038	3,508	1,764	(36,810)	55,866	4,446	1,944	400,712	29,763	1,263,183	5,268	1,268,451

* These reserve accounts comprise the consolidated reserves of HK\$1,227,468,000 (2010: HK\$856,371,000) in the consolidated statement of financial position.

* 此等儲備賬包括綜合財務狀況表內之綜合儲備1,227,468,000港元(二零一零年: 856,371,000港元)。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

1. GENERAL INFORMATION

Sparkle Roll Group Limited (the “Company”) is a limited liability company incorporated in Bermuda. The address of its registered office is Clarendon House, 2 Church House, Hamilton HM11, Bermuda and its principal place of business is Hong Kong. The Company’s shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The principal activities of the Company and its subsidiaries (the “Group”) are the distributorships of luxury goods. The Group’s operations are based in Hong Kong and the People’s Republic of China, excluding Hong Kong and Macau (the “PRC”). The Group was also engaged in the publications and distributions of comic books and animation development, which the Group has discontinued in the year in connection with the disposal of subsidiaries as described in notes 16 and 36.

The financial statements for the year ended 31 March 2011 were approved for issue by the board of directors on 28 June 2011.

2. ADOPTION OF NEW OR AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

In the current year, the Group has applied for the first time all of the new standards, amendments and interpretations (the “new or amended HKFRSs”) issued by the HKICPA, which are relevant to and effective for the Group’s financial statements for the year.

Other than as noted below, the adoption of the new or amended HKFRSs had no material impact on how the results and financial position for the current and prior periods have been prepared and presented or on the Group’s accounting policies.

1. 一般資料

耀萊集團有限公司(「本公司」)為一間於百慕達註冊成立之有限公司，其註冊辦事處地址為Clarendon House, 2 Church House, Hamilton HM11, Bermuda，而其主要營業地點為香港。本公司股份在香港聯合交易所有限公司(「聯交所」)上市。

本公司及其附屬公司(「本集團」)主要於香港及中華人民共和國(不包括香港及澳門)(「中國」)從事高檔消費品分銷業務。本集團亦曾從事漫畫書籍出版與發行以及動畫開發業務，惟已隨附註16及36所述出售附屬公司而於本年度終止經營。

截至二零一一年三月三十一日止年度之財務報表於二零一一年六月二十八日由董事會批准刊發。

2. 採用新訂或經修訂香港財務報告準則(「香港財務報告準則」)

於本年度，本集團首次應用所有由香港會計師公會頒佈之新訂準則、修訂及詮釋(「新訂或經修訂香港財務報告準則」)。新訂或經修訂香港財務報告準則與本集團之本年度財務報表有關，並適用於有關財務報表。

除下文註述者外，採用新訂或經修訂香港財務報告準則對本期及往期業績及財務狀況之編製及呈列方式或對本集團之會計政策並無重大影響。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

2. ADOPTION OF NEW OR AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

- (a) HKFRS 3 (Revised), “Business Combinations”, and consequential amendments to HKAS 27, “Consolidated and Separate Financial Statements” and HKAS 28, “Investments in Associates”. The revised standard continues to apply the acquisition method to business combinations, with some significant changes in relation to contingent payments, measurement of non-controlling interests in the acquiree and acquisition-related costs. HKAS 27 (Revised) requires the effects of all transactions with non-controlling interests to be recorded in equity if there is no change in control and these transactions will no longer result in goodwill or gains and losses. The standard also specifies the accounting when control is lost. Any remaining interest in the entity is re-measured to fair value, and a gain or loss is recognised in the statement of comprehensive income. The Group has applied these amended HKFRSs in the consolidated financial statements.
- (b) HKFRS 5 (Amendment), “Non-current Assets Held for Sale and Discontinued Operations”. The amendment clarifies that HKFRS 5 specifies the disclosures required in respect of non-current assets classified as held for sale or discontinued operations. It also clarifies that the general requirement of HKAS 1 still apply, in particular paragraph 15 (to achieve a fair presentation) and paragraph 125 (sources of estimation uncertainty) of HKAS 1. The amendment has no impact on the financial statements.
- (c) HK Interpretation 5, “Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause”, specifies that amounts repayable under a loan agreement which includes a clause that gives the lender the unconditional right to call the loan at any time shall be classified by the borrower as current liabilities in its statement of financial position. The Group has applied this amended HKFRS in the financial statements.

2. 採用新訂或經修訂香港財務報告準則（「香港財務報告準則」）（續）

- (a) 香港財務報告準則第3號（經修訂）「業務合併」，以及香港會計準則第27號「綜合及獨立財務報表」及香港會計準則第28號「於聯營公司之投資」之後續修訂。經修訂準則繼續將收購法應用於業務合併，並就或然付款、於被收購方之非控股權益與收購相關成本之計量作出若干重大變動。香港會計準則第27號（經修訂）規定倘若控制權並無變動，而且與非控股權益進行之所有交易不再產生商譽或收益及虧損，有關交易之影響於權益入賬。該準則亦訂明失去控制權時之會計處理方法。於實體之任何剩餘權益重新計量至公允值，而收益或虧損於全面收入報表確認。本集團已於綜合財務報表應用此等經修訂香港財務報告準則。
- (b) 香港財務報告準則第5號（修訂）「持作出售及已終止經營業務之非流動資產」。該修訂澄清香港財務報告準則第5號訂明就分類為持作出售或已終止經營業務之非流動資產須作出之披露事項。此外，該修訂亦澄清香港會計準則第1號之一般規定仍然適用，尤其是香港會計準則第1號第15段（達致公平呈列）及第125段（估計不明朗因素之來源）。該修訂對財務報表並無影響。
- (c) 香港詮釋第5號「財務報表之呈列－借款人對載有按要求還款條文之有期貸款之分類」訂明根據載有賦予貸款人無條件權利隨時催繳貸款之條文之貸款協議而應付之款項，應由借款人於其財務狀況表內分類為流動負債。本集團已於財務報表應用此項經修訂香港財務報告準則。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

2. ADOPTION OF NEW OR AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

At the date of authorisation of these financial statements, the following new or amended HKFRSs have been published but are not yet effective, and have not been adopted early by the Group.

- HKAS 12 (amendment) – Recovery of underlying assets³
- HKAS 24 (revised) – Related party transactions²
- HKFRS 7 – Disclosures: Transfer of financial assets⁵
- HKFRS 9 – Financial instruments⁴
- HK(IFRIC)-Int 14 – Prepayments of a minimum funding requirement²
- HK(IFRIC)-Int 19 – Extinguishing financial liabilities with equity instruments¹
- Improvements to HKFRSs 2010 issued in May 2010 by the HKICPA^{1&2}

¹ Changes effective for annual periods beginning on or after 1 July 2010

² Changes effective for annual periods beginning on or after 1 January 2011

³ Changes effective for annual periods beginning on or after 1 January 2012

⁴ Changes effective for annual periods beginning on or after 1 January 2013

⁵ Changes effective for annual periods beginning on or after 1 July 2011

2. 採用新訂或經修訂香港財務報告準則（「香港財務報告準則」）（續）

於本財務報表獲授權當日，下列新訂或經修訂香港財務報告準則已頒佈惟尚未生效，亦無獲本集團提早採用。

- 香港會計準則第12號（修訂）— 收回相關資產³
- 香港會計準則第24號（經修訂）— 關連人士交易²
- 香港財務報告準則第7號—披露：轉讓金融資產⁵
- 香港財務報告準則第9號—金融工具⁴
- 香港（國際財務報告詮釋委員會）—詮釋第14號—最低資金要求之預付款項²
- 香港（國際財務報告詮釋委員會）—詮釋第19號—以權益工具對銷金融負債¹
- 香港會計師公會於二零一零年五月頒佈之二零一零年香港財務報告準則改進^{1及2}

¹ 於二零一零年七月一日或之後開始之年度期間生效之變動

² 於二零一一年一月一日或之後開始之年度期間生效之變動

³ 於二零一二年一月一日或之後開始之年度期間生效之變動

⁴ 於二零一三年一月一日或之後開始之年度期間生效之變動

⁵ 於二零一一年七月一日或之後開始之年度期間生效之變動

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

2. ADOPTION OF NEW OR AMENDED HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

The Group has already commenced an assessment of related impact of adopting the above new or amended HKFRSs to the Group. The Group is not yet in a position to state whether substantial changes to the Group’s accounting policies and presentation of the financial statements will be resulted.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation

The financial statements on pages 49 to 183 have been prepared in accordance with HKFRSs which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance. The financial statements also include the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

The significant accounting policies that have been used in the preparation of these financial statements are summarised below. These policies have been consistently applied to all the years presented unless otherwise stated. The adoption of new or amended HKFRSs and the impacts on the Group’s financial statements, if any, are disclosed in note 2.

The financial statements have been prepared on the historical cost basis except for certain derivative financial instruments which are stated at fair values. The measurement bases are fully described in the accounting policies below.

2. 採用新訂或經修訂香港財務報告準則（「香港財務報告準則」）（續）

本集團已開始評估採用上述新訂或經修訂香港財務報告準則對本集團之相關影響。本集團目前尚未能說明會否導致本集團之會計政策及財務報表之呈列方式出現重大變動。

3. 主要會計政策概要

3.1 編製基準

第49至183頁之財務報表乃根據香港財務報告準則（此統稱包括香港會計師公會頒佈之所有適用個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）以及香港公司條例之披露規定而編製。財務報表亦包括聯交所證券上市規則（「上市規則」）之適用披露規定。

編製本財務報表時所用之主要會計政策概要載於下文。除非另有指明，否則該等政策已於各個呈列年度貫徹應用。採用新訂或經修訂香港財務報告準則及對本集團財務報表之影響（如有）於附註2披露。

財務報表乃按歷史成本基準編製，惟若干衍生金融工具以公允值列賬。計量基準於以下會計政策中全面載述。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.1 Basis of preparation (Continued)

It should be noted that accounting estimates and assumptions are used in preparation of the financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 4.

3.2 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries (see note 3.3 below) made up to 31 March each year.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are excluded from consolidation from the date that control ceases.

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

3.1 編製基準 (續)

謹請注意，在編製財務報表時須作出會計估計及假設。儘管該等估計乃根據管理層對目前事件及行動之最佳了解及判斷作出，惟實際結果最終或會與該等估計有所出入。涉及高度判斷或高度複雜性之範疇，或涉及對財務報表屬重大之假設和估算之範疇，在附註4中披露。

3.2 綜合賬目之基準

綜合財務報表包括本公司及其附屬公司（見下文附註3.3）截至各年三月三十一日之財務報表。

附屬公司在控制權轉移至本集團之日全面綜合入賬。附屬公司在控制權終止之日起停止綜合入賬。

本集團採用收購會計法將業務合併入賬。收購附屬公司已轉讓之代價為本集團所轉讓資產、所產生負債及所發行股本權益之公允值。所轉讓代價包括或然代價安排所產生任何資產或負債之公允值。收購相關成本在產生時支銷。在業務合併中所收購可識別資產以及所承擔負債及或然負債，初步按其於收購日期之公允值計量。本集團因應個別收購，按公允值或按非控股權益應佔被收購方資產淨值之比例，確認被收購方之非控股權益。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.2 Basis of consolidation (Continued)

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchases, the difference is recognised directly in the consolidated statement of comprehensive income.

Intra-group transaction, balances and unrealised gains and losses on transactions between group companies are eliminated in preparing the consolidated financial statements. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from the Group's perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

The Group treats transactions with non-controlling interest as transactions with equity owners of the Group. For purchases from non-controlling interest, the difference between any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interest are also recorded in equity.

3.2 綜合賬目之基準 (續)

所轉讓代價、被收購方任何非控股權益及被收購方任何之前股本權益在收購日期之公允值，超出所收購可識別淨資產公允值之數額列為商譽。就該數額低於所收購附屬公司資產淨值之公允值之廉價購買而言，該差額直接在綜合全面收入報表確認。

集團內公司之間交易及集團公司之間交易之結餘及未變現收益及虧損，於編製綜合財務報表時對銷。集團內部資產銷售之未變現虧損於綜合賬目時撥回，而相關資產亦會從本集團之角度進行減值測試。附屬公司財務報表內所報告之金額已於需要時作出調整，以確保與本集團採納之會計政策一致。

本集團與非控股權益進行之交易視作為與本集團權益擁有人之交易處理。對於向非控股權益購買，所支付任何代價與所收購附屬公司之淨資產賬面值相關部份之差額於權益記賬。對於向非控股權益進行之出售所產生收益或虧損亦於權益記賬。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.2 Basis of consolidation (Continued)

When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

3.3 Subsidiaries

Subsidiaries are entities (including special purpose entities) over which the Group has the power to control the financial and operating policies so as to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

In the consolidated financial statements, acquisition of subsidiaries (other than those under common control) is accounted for by applying the acquisition method. This involves the estimation of fair value of all identifiable assets and liabilities, including contingent liabilities of the subsidiary, at the acquisition date, regardless of whether or not they were recorded in the financial statements of the subsidiary prior to acquisition. On initial recognition, the assets and liabilities of the subsidiary are included in the consolidated statement of financial position at their fair values, which are also used as the bases for subsequent measurement in accordance with the Group's accounting policies.

3.2 綜合賬目之基準 (續)

本集團失去控制權時，實體之任何保留權益，按公允值重新計量，有關賬面值變動在損益確認。就其後入賬列作聯營公司、合營公司或金融資產之保留權益，其公允值為初步賬面值。此外，先前於其他全面收入確認與該實體有關之任何金額按猶如本集團已直接出售有關資產或負債之方式入賬。此可能意味先前在其他全面收入確認之金額重新分類至損益。

3.3 附屬公司

附屬公司指本集團有權控制其財務及營運決策以從其活動中得益之實體（包括特殊目的實體）。於評估本集團是否控制另一實體時，會考慮現時可行使或可轉換之潛在投票權之存在及影響。

於綜合財務報表內，收購附屬公司（受共同控制者除外）採用收購法入賬。此情況涉及按公允值評估於收購日期所有可識別資產及負債（包括該附屬公司之或有負債），而不論該等資產及負債於收購前有否記錄於該附屬公司之財務報表。於初步確認時，該附屬公司之資產及負債會按公允值計入綜合財務狀況表，並將按照本集團之會計政策用作其後計量之基準。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.3 Subsidiaries (Continued)

In the Company's statement of financial position, subsidiaries are carried at cost less any impairment losses unless the subsidiary is held for sale or included in a disposal group. The results of the subsidiaries are accounted for by the Company on the basis of dividends received and receivable at the reporting date. All dividends whether received out of the investee's pre or post-acquisition profits are recognised in the Company's profit or loss.

3.4 Foreign currency translation

The financial statements are presented in Hong Kong Dollars ("HK\$"), which is also the functional currency of the Company.

In the individual financial statements of the consolidated entities, foreign currency transactions are translated into the functional currency of the individual entity using the exchange rates prevailing at the dates of the transactions. At the reporting date, monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at that date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the reporting date retranslation of monetary assets and liabilities are recognised in profit or loss.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined and are reported as part of the fair value gain or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

3.2 綜合賬目之基準 (續)

於本公司之財務狀況表內，附屬公司按成本減任何減值虧損列賬，惟附屬公司為持作出售或計入出售組別中則除外。本公司將附屬公司之業績按於報告日已收及應收股息基準入賬。從接受投資公司之收購前或收購後溢利收取之所有股息，一概於本公司之損益確認。

3.4 外幣換算

財務報表以港元（「港元」）呈報，亦即本公司之功能貨幣。

外幣交易於已綜合入賬實體之個別財務報表內按交易當日之現行匯率換算為個別實體之功能貨幣。於報告日，以外幣為貨幣單位之貨幣資產及負債按該日之現行匯率換算。因結算該等交易及於報告日重新換算貨幣資產及負債產生之外匯損益均於損益內確認。

按公允值列賬且以外幣計值之非貨幣項目按釐定公允值當日之現行匯率重新換算及以公允值損益之一部份呈報。按過往成本以外幣計算之非貨幣項目不會重新換算。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.4 Foreign currency translation (Continued)

In the consolidated financial statements, all individual financial statements of foreign operations, originally presented in a currency different from the Group's presentation currency, have been converted into HK\$. Assets and liabilities have been translated into HK\$ at the closing rates at the reporting date. Income and expenses have been converted into HK\$ at the exchange rates ruling at the transaction dates, or at the average rates over the reporting period provided that the exchange rates do not fluctuate significantly. Any differences arising from this procedure have been recognised in other comprehensive income and accumulated separately in the exchange reserve in equity. Goodwill and fair value adjustments arising on the acquisition of a foreign operation on or after 1 April 2005 have been treated as assets and liabilities of the foreign operation and translated into HK\$ at the closing rates. Goodwill arising on the acquisitions of foreign operations before 1 April 2005 is translated at the foreign exchange rate that applied at the date of acquisition of the foreign operation.

When a foreign operation is sold, such exchange differences are recognised in profit or loss as part of the gain or loss on sale.

3.4 外幣換算 (續)

在綜合財務報表中，原以本集團呈報貨幣以外貨幣呈列之海外業務所有個別財務報表均已換算為港元。資產及負債已按報告日之收市匯率換算為港元。收入與開支按交易當日之現行匯率或按申報期間之平均匯率換算為港元，惟前提是匯率並沒有重大波動。任何就此程序產生之差額已於其他全面收入中確認，並於權益之外匯儲備內分開處理。於二零零五年四月一日或之後收購海外業務所產生之商譽及公允值調整已視作海外業務之資產與負債處理，並以收市匯率換算為港元。於二零零五年四月一日前收購海外業務所產生之商譽以收購該海外業務當日之適用匯率換算。

當出售海外業務時，有關匯兌差額於損益內確認為出售收益或虧損之一部份。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

3. 主要會計政策概要 (續)

3.5 Property, plant and equipment

Buildings held for own use which are situated on leasehold land, where the fair value of the building could be measured separately from the fair value of the leasehold land at the inception of the lease, and other items of property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation on property, plant and equipment is provided to write off the cost less their estimated residual values over their estimated useful lives, using the straight-line method, as follows:

Buildings	50 years or over the term of lease, if shorter
Furniture and equipment	3 to 10 years
Fixtures	5 to 10 years or over the term of lease, if shorter
Motor vehicles	4 to 5 years

The assets' estimated residual values, depreciation methods and estimated useful lives are reviewed, and adjusted if appropriate, at each reporting date.

The gain or loss arising on retirement or disposal is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

3.5 物業、機器及設備

座落於租賃土地而持作自用之樓宇 (如其公允值可與租賃開始時租賃土地之公允值分開計算) 以及其他物業、機器及設備項目乃按成本減累計折舊及累計減值虧損列賬。

物業、機器及設備乃按以下估計可使用年期及扣除估計剩餘價值後，以直線法計提折舊，以撇銷成本：

樓宇	50年或租賃年期 (以較短者為準)
傢俬及設備	3至10年
裝置	5至10年或租賃年期 (以較短者為準)
汽車	4至5年

資產之估計剩餘價值、折舊方法及估計可使用年期於每個報告日作出檢討，並於適當情況下作出調整。

報廢或出售時產生之損益按出售所得款項與有關資產之賬面值之間之差額釐定，並在損益內確認。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.5 Property, plant and equipment (Continued)

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other costs, such as repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

3.6 Goodwill

Goodwill is initially recognised at cost being the excess of the aggregate of consideration transferred and the amount recognised for non-controlling interests over the fair value of identifiable assets, liabilities and contingent liabilities acquired.

Where the fair value of identifiable assets, liabilities and contingent liabilities exceed the aggregate of consideration transferred and the amount recognised for non-controlling interests, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

Goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units that are expected to benefit from the synergies of the acquisition. A cash-generating unit to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired.

3.5 物業、機器及設備 (續)

其後成本僅在與該項目相關之未來經濟利益極有可能流入本集團，並能可靠地計算出項目成本之情況下，始納入資產之賬面值或確認為獨立資產（視何者適用而定）。所有其他成本（如修理及維修開支）於其產生之財政期間在損益扣除。

3.6 商譽

商譽初步按成本確認，成本即所轉移代價與就非控股權益確認之金額總額超出所收購可識別資產、負債及或然負債之公允值之部份。

倘可識別資產、負債及或然負債之公允值高於所轉移代價及已確認非控股權益之總額，則超出部份於重估後於收購日期在損益確認。

商譽乃按成本減累計減值虧損計量。就減值測試而言，收購產生之商譽分配予預期會受惠於收購協同效益之各相關現金產生單位。獲分配商譽之現金產生單位會每年及於有跡象顯示該單位可能出現減值時進行減值測試。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.6 Goodwill (Continued)

For goodwill arising on an acquisition in a financial year, the cash-generating unit to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets of the unit pro-rata on the basis of the carrying amount to each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

On subsequent disposal of a subsidiary, the attributable amount of goodwill capitalised is included in the determination of the amount of gain or loss on disposal.

3.7 Other intangible assets (other than goodwill)

Acquired intangible assets are recognised initially at cost. After initial recognition, intangible assets with finite useful lives are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on a straight-line basis over their estimated useful lives. Amortisation commences when the intangible assets are available for use. The following useful lives are applied:

Copyrights	1 to 10 years
Trademarks	5 to 10 years

Other intangible assets are tested for impairment as described in note 3.19.

3.6 商譽 (續)

就於財政年度內進行收購所產生之商譽而言，獲分配商譽之現金產生單位會於該財政年度結束前進行減值測試。當現金產生單位之可收回金額少於該單位賬面值時，減值虧損會首先分配至撇減該單位獲分配之任何商譽之賬面值，繼而基於該單位內各資產之賬面值按比例分配至該單位之其他資產。商譽之任何減值虧損於損益確認，而不會於往後期間撥回。

其後出售附屬公司後，計算出售之收益或虧損金額時，將計及應佔之資本化商譽金額。

3.7 其他無形資產 (除商譽以外)

收購所得之無形資產初步按成本確認。於初步確認後，可使用年期有限之無形資產按成本減累計攤銷及任何累計減值虧損列值。可使用年期有限之無形資產按直線法於其估計可使用年期內攤銷。無形資產於可供使用時開始攤銷。所用之可使用年期如下：

版權	1至10年
商標	5至10年

其他無形資產以附註3.19所述之方式進行減值測試。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.8 Financial assets

The Group's accounting policies for financial assets other than investments in subsidiaries are set out below.

Financial assets are classified into financial assets at fair value through profit or loss and loans and receivables.

Management determines the classification of its financial assets at initial recognition depending on the purpose for which the financial assets were acquired and where allowed and appropriate, re-evaluates this designation at every reporting date.

All financial assets are recognised when, and only when, the Group becomes a party to the contractual provisions of the instruments. Regular way purchases and sales of financial assets are recognised on trade date. 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.

Derecognition of financial assets occurs when the rights to receive cash flows from the investments expire or are transferred and substantially all of the risks and rewards of ownership have been transferred.

At each reporting date, financial assets are reviewed to assess whether there is objective evidence of impairment. If any such evidence exists, impairment loss is determined and recognised based on the classification of the financial assets.

3.8 金融資產

本集團有關金融資產(於附屬公司之投資除外)之會計政策載列如下。

金融資產被分類為按公允值於損益表列賬之金融資產以及貸款及應收款項。

管理層於初步確認時根據收購金融資產之目的釐定其金融資產之歸類,及(倘允許及適合)於每個報告日重新評估該分類。

當及僅當本集團成為工具合約條文之訂約方時,方會確認所有金融資產。以常規方式買賣之金融資產於交易日確認。初步確認金融資產時,金融資產會以公允值計量,而倘投資並非按公允值於損益表列賬處理,則另加直接應佔之交易成本。

倘收取來自投資之現金流量之權利屆滿或被轉讓,而所有權絕大部份風險及回報已經轉讓,則解除確認金融資產。

於各報告日均會審閱金融資產,以評估有否出現減值之客觀證據。倘存有任何該等證據,則按金融資產之分類釐定及確認減值虧損。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.8 Financial assets (Continued)

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

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition as at fair value through profit or loss.

Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term, or it is part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent pattern of short-term profit-taking. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments or financial guarantee contracts.

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial asset at fair value through profit or loss, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

3.8 金融資產 (續)

(a) 按公允值於損益表列賬之金融資產

按公允值於損益表列賬之金融資產包括持作買賣之金融資產及於初步確認時指定按公允值於損益表列賬之金融資產。

倘金融資產乃因為求於短期內出售而購入，或該金融資產為受共同管理之可識別金融工具投資組合之一部份，並有證據顯示其於近期出現短期圖利之模式，則會被分類為持作買賣。除非衍生工具（包括獨立嵌入式衍生工具）被指定作為有效對沖工具或財務擔保合約，否則衍生工具亦分類為持作買賣。

倘一項合約包含一個或以上嵌入式衍生工具，則整份混合式合約可能被指定為按公允值於損益表列賬之金融資產，惟倘嵌入式衍生工具並未令現金流量有重大變動或明確禁止單獨處理嵌入式衍生工具則除外。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.8 Financial assets (Continued)

(a) Financial assets at fair value through profit or loss (Continued)

Financial assets may be designated at initial recognition as at fair value through profit or loss if the following criteria are met:

- the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or recognising gains or losses on them on a different basis; or
- the assets are part of a group of financial assets which are managed and their performance is evaluated on a fair value basis, in accordance with a documented risk management strategy and information about the group of financial assets is provided internally on that basis to the key management personnel; or
- the financial asset contains an embedded derivative that would need to be separately recorded.

3.8 金融資產 (續)

(a) 按公允值於損益表列賬之金融資產 (續)

倘若符合以下準則，則可於初步確認時指定金融資產為按公允值於損益表列賬處理：

- 有關指定能消除或大大減低因按照不同基準計量有關資產或確認其盈虧而出現不一致處理情況；或
- 根據列明之風險管理策略，該等資產為一組受管理而其表現乃按公允值評估之金融資產其中一部份，而有關該組金融資產之資料均按該基準向主要管理人員內部提供；或
- 有關金融資產包含需要分別記賬之嵌入式衍生工具。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.8 Financial assets (Continued)

(a) Financial assets at fair value through profit or loss (Continued)

Subsequent to initial recognition, the financial assets included in this category are measured at fair value with changes in fair value recognised in profit or loss. Fair value is determined by reference to active market transactions or using a valuation technique where no active market exists. Fair value gain or loss does not include any dividend or interest earned on these financial assets. Interest income is recognised in accordance with the Group's policies in note 3.17 to these financial statements.

(b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are subsequently measured at amortised cost using the effective interest method, less any impairment losses. Amortised cost is calculated taking into account any discount or premium on acquisition and includes fees that are an integral part of the effective interest rate and transaction cost.

3.8 金融資產 (續)

(a) 按公允值於損益表列賬之金融資產 (續)

初步確認後，計入此類別之金融資產按公允值計量，而公允值變動在損益內確認。公允值乃參考活躍市場交易或採用估值方法（如無活躍市場存在）予以釐定。公允值之損益並不包括該等金融資產所賺取之任何股息或利息。利息收入根據於財務報表附註3.17內本集團之政策確認。

(b) 貸款及應收款項

貸款及應收款項為具固定或可予釐定付款金額之非衍生金融資產，在活躍市場中並無報價。貸款及應收款項其後以實際利息法按攤銷成本，減任何減值虧損計量。攤銷成本於計算時已計及任何收購時產生之折讓或溢價，並包括構成實際利率及交易成本整體一部份之費用。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.8 Financial assets (Continued)

Impairment of financial assets

At each reporting date, financial assets other than financial assets at fair value through profit or loss are reviewed to determine whether there is any objective evidence of impairment.

Objective evidence of impairment of individual financial assets includes observable data that comes to the attention of the Group about one or more of the following loss events:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or delinquency in interest or principal payments;
- it becoming probable that the debtor will enter bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; and
- a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost.

3.8 金融資產 (續)

金融資產減值

於各報告日會檢討金融資產(按公允值於損益表列賬之金融資產除外),以釐定是否出現任何客觀減值證據。

個別金融資產之客觀減值證據包括就本集團所知涉及一項或以上下列虧損事件之可觀察數據:

- 債務人遇上重大財務困難;
- 違反合約,如欠繳或拖欠支付利息或本金付款;
- 債務人很有可能破產或進行其他財務重組;
- 技術、市場、經濟或法律環境出現可能對債務人造成不利影響之重大變化;及
- 股本工具投資之公允值出現重大或長期減損,以致低於其成本。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.8 Financial assets (Continued)

Impairment of financial assets (Continued)

Loss events in respect of a group of financial assets include observable data indicating that there is a measurable decrease in the estimated future cash flows from the group of financial assets. Such observable data includes but not limited to adverse changes in the payment status of debtors in the group and, national or local economic conditions that correlate with defaults on the assets in the group.

If any such evidence exists, the impairment loss is measured and recognised as follows:

Financial assets carried at amortised cost

If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The amount of the loss is recognised in profit or loss of the period in which the impairment occurs.

3.8 金融資產 (續)

金融資產減值 (續)

有關某一組金融資產之虧損事件包括顯示該組金融資產之估計未來現金流量出現可計量跌幅之可觀察數據。該等可觀察數據包括但不限於組別內債務人之付款狀況及與組別內資產拖欠情況有關之國家或地區經濟狀況出現之不利變化。

倘存在任何該等證據，則按以下方式計量及確認減值虧損：

按攤銷成本列賬之金融資產

倘有客觀證據表明按攤銷成本列賬之貸款及應收款項已出現減值虧損，虧損金額乃按資產賬面值與估計未來現金流量（不包括尚未產生之未來信貸虧損）經該金融資產之原實際利率（即初步確認時計算之實際利率）貼現之現值之差額計量。虧損金額於減值產生期間之損益確認。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.8 Financial assets (Continued)

Impairment of financial assets (Continued)

Financial assets carried at amortised cost (Continued)

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

Financial assets other than financial assets at fair value through profit or loss and trade receivables that are stated at amortised cost, impairment losses are written off against the corresponding assets directly. Where the recovery of trade receivables is considered doubtful but not remote, the impairment losses for doubtful receivables are recorded using an allowance account. When the Group is satisfied that recovery of trade receivables is remote, the amount considered irrecoverable is written off against trade receivables directly and any amounts held in the allowance account in respect of that receivable are reversed. Subsequent recoveries of amounts previously charged to the allowance account are reversed against the allowance account. Other changes in the allowance account and subsequent recoveries of amounts previously written off directly are recognised in profit or loss.

3.8 金融資產 (續)

金融資產減值 (續)

按攤銷成本列賬之金融資產 (續)

於其後之期間，倘減值虧損金額減少，而減少乃客觀地與確認減值後發生之事件有關，則之前確認之減值虧損予以撥回，惟撥回不得使金融資產之賬面金額超過假設於減值撥回日期未有確認減值時應有之攤銷成本。撥回金額於撥回期間之損益內確認。

就按攤銷成本列賬之金融資產（不包括按公允值於損益表列賬之金融資產）及應收貿易款項而言，減值虧損乃直接自相應資產中撇銷。倘收回應收貿易款項被認為成疑但並非不可能，則屬呆賬之應收款項之減值虧損會以準備賬記賬。倘本集團相信應收貿易款項不大可能收回，則被認為屬不可收回之金額乃直接自應收貿易款項中撇銷，而於準備賬內就有關應收款項持有之任何金額會予以撥回。其後收回過往自準備賬扣除之金額乃撥回至準備賬。準備賬之其他變動及其後收回過往直接撇銷之金額乃於損益內確認。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.9 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of cars, watches and jewellery included in the inventories are determined using the first-in, first-out method while the other inventories with different nature are determined using the weighted average basis, and in the case of work in progress and finished goods, comprise direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and applicable selling expenses.

3.10 Derivative financial instruments

Derivative financial instruments, in individual contracts or separated from hybrid financial instruments, are initially recognised at fair value on the date the derivative contract is entered into and subsequently remeasured at fair value. Derivatives that are not designated as hedging instruments are accounted for as financial assets or financial liabilities at fair value through profit or loss. Gains or losses arising from changes in fair value are taken directly to profit or loss for the year.

3.11 Cash and cash equivalents

Cash and cash equivalents include cash at banks and in hand, demand deposits with banks and short-term highly liquid investments with original maturities of three months or less that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of cash flows presentation, cash and cash equivalents include bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

3.9 存貨

存貨按成本及可變現淨值兩者中之較低者列賬。計入存貨之車輛、腕錶及珠寶成本按先進先出法釐定，而其他具不同性質之存貨乃以加權平均法釐定，至於在製品及製成品，則包括直接原料、直接勞工成本及間接成本之適當部份。可變現淨值乃指日常業務過程中之估計售價減去估計完成所需之成本以及適用之銷售費用。

3.10 衍生金融工具

衍生金融工具以個別合約或與混合金融工具分開於訂立衍生工具合約日期初步按公允值確認，其後則按公允值重新計量。並非指定為對沖工具之衍生工具列作按公允值於損益表列賬之金融資產或金融負債。公允值變動產生之收益或虧損直接計入本年度損益。

3.11 現金及現金等值項目

現金及現金等值項目包括銀行及手頭現金、存於銀行之活期存款，以及原到期日為三個月或以下、可隨時轉換為已知金額之現金且不存在重大價值變動風險之短期高流動性投資。就現金流量呈報而言，現金及現金等值項目包括須按要求償還之銀行透支，為本集團現金管理之組成部份。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.12 Financial liabilities

The Group's financial liabilities include trade and other payables, accrued charges, amounts due to related parties, derivative financial instruments, borrowings and convertible notes.

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instruments. All interest related charges are recognised in accordance with the Group's accounting policy for borrowing costs (see note 3.21).

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

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

Derivative financial instruments

Derivatives including separated embedded derivatives are measured at fair value (see note 3.10).

3.12 金融負債

本集團之金融負債包括應付貿易款項及其他應付款項、應計費用、應付關連人士款項、衍生金融工具、借貸及可換股票據。

當本集團成為工具合約條文之一方時，會確認金融負債。所有與利息有關之費用根據本集團有關借貸成本之會計政策確認（見附註3.21）。

當金融負債下之義務解除、取消或到期時，則解除確認金融負債。

倘一項現有金融負債為另一項來自同一借款人根據重大不同條款訂立之金融負債所取代，或現有負債之條款經重大修改時，有關取代或修改會被視為解除確認原負債及確認一項新負債，且相應賬面值之差額於損益中確認。

衍生金融工具

衍生工具包括獨立嵌入式衍生工具，乃按公允值計量（見附註3.10）。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.12 Financial liabilities (Continued)

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

Convertible notes

Convertible notes that can be converted to equity share capital at the option of the holder, where the number of shares that would be issued on conversion and the value of the consideration that would be received at that time do not vary, are accounted for as compound financial instruments which contain both a liability component and an equity component.

Convertible note issued by the Company that contain both financial liability and equity components are classified separately into respective liability and equity components on initial recognition. On initial recognition, the fair value of the liability component is determined using the prevailing market interest rate for similar non-convertible debts. The difference between the proceeds of the issue of the convertible note and the fair value assigned to the liability component, representing the call option for conversion of the convertible note into equity, is included in equity as capital reserve.

3.12 金融負債 (續)

借貸

借貸初步按公允值(扣除所產生之交易成本)確認。借貸隨後按攤銷成本列賬;所得款項(扣除交易成本)及贖回價值之間之任何差額利用實際利率法於借貸期間於損益確認。

除非本集團擁有無條件權利,可延遲至報告日後最少十二個月清償負債,否則借貸分類為流動負債。

可換股票據

可按持有人選擇轉換為權益股本之可換股債券,倘於轉換時將予發行之股份數目及屆時將可收取之代價價值不變,則入賬列作同時含有負債部份及權益部份之複合金融工具。

本公司發行之可換股票據倘同時包含金融負債及權益部份,則於初步確認時分別歸類為負債及權益部份。初步確認時,負債部份之公允值按類似不可換股債務之當時市場利率釐定。發行可換股票據之所得款項與指定為負債部份之公允值之間之差額,即為可將可換股票據轉換為權益之認購期權,乃計入權益作為資本儲備。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.12 Financial liabilities (Continued)

Convertible notes (Continued)

The liability component is subsequently carried at amortised cost using the effective interest method. The equity component will remain in equity until conversion or redemption of the convertible note.

When the convertible note is converted, the capital reserve and the carrying value of the liability component at the time of conversion, is transferred to share capital and share premium as consideration for the shares issued. If the convertible note is redeemed, the capital reserve is released directly to retained profits/accumulated losses.

Other financial liabilities

These financial liabilities are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method.

3.13 Financial guarantees issued

A financial guarantee contract is a contract that requires the issuer (or guarantor) to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

3.12 金融負債 (續)

可換股票據 (續)

負債部份其後乃採用實際利率法按攤銷成本列賬。權益部份仍將記入權益，直至可換股票據獲轉換或贖回為止。

倘可換股票據獲轉換，資本儲備及負債部份於轉換時之賬面值會轉撥至股本及股份溢價，作為所發行股份之代價。倘可換股票據獲贖回，資本儲備會直接解除至保留溢利／累計虧損。

其他金融負債

該等金融負債初步按其公允值確認，隨後利用實際利率法按攤銷成本計量。

3.13 所發出之財務擔保

財務擔保合約乃要求發行人（或擔保人）就持有人因指定債務人未能根據債務工具之條款於到期時付款而蒙受之損失而向持有人償付特定款項之合約。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.13 Financial guarantees issued (Continued)

Where the Group issues a financial guarantee, the fair value of the guarantee is initially recognised as deferred income within trade and other payables. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group's policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss on initial recognition of any deferred income.

The amount of the guarantee initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued. In addition, provisions are recognised if and when it becomes probable that the holder of the guarantee will call upon the Group under the guarantee and the amount of that claim on the Group is expected to exceed the current carrying amount of the guarantee, i.e., the amount initially recognised less accumulated amortisation, where appropriate.

3.14 Leases

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

3.13 所發出之財務擔保 (續)

倘本集團發出財務擔保，則該擔保之公允值初步確認為應付貿易款項及其他應付款項內之遞延收入。倘在發行該擔保時已收取或可收取代價，則該代價根據本集團適用於該類資產之政策確認。倘並無收取或應收取有關代價，則於初步確認任何遞延收入時於損益內確認為即時支出。

初步確認為遞延收入之擔保款額按擔保年期於損益內以所發出財務擔保之收入攤銷。此外，倘擔保持有人有可能根據本集團已作出之擔保向本集團提出索償，而對本集團提出之索償款額預期超過擔保現時之賬面值（即初步確認之款額減累計攤銷（如適用）），則確認撥備。

3.14 租賃

倘本集團釐定一項安排賦予於一段協定期間內使用某一或多項指定資產之權利，並以付款或連串付款作為交換，則該項安排（包括交易或連串交易）屬於或包涵一項租賃。本集團乃於評估該項安排之實際內容後作出上述釐定，當中不會考慮該項安排是否具有租賃之法定形式。

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Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.14 Leases (Continued)

(a) Classification of assets leased to the Group

Assets that are held by the Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

(b) Operating lease charges as the lessee

Where the Group has the right to use the assets held under operating leases, payments made under the leases are charged to profit or loss on a straight-line basis over the lease terms except where an alternative basis is more representative of the time pattern of benefits to be derived from the leased assets. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rental are charged to profit or loss in the accounting period in which they are incurred.

3.14 租賃 (續)

(a) 租予本集團之資產分類

對於本集團以租賃持有之資產，倘租賃使所有權之絕大部份風險和回報轉移至本集團，有關資產便會劃歸為以融資租賃持有；倘租賃不會使所有權之絕大部份風險和回報轉移至本集團，則劃歸為經營租賃。

(b) 作為承租人之經營租賃費用

倘本集團有權使用以經營租賃持有之資產，則根據租賃作出之付款會在租賃期內，以直線法在損益扣除；但如有其他基準能更清楚地反映租賃資產所產生之收益時間模式則除外。已收租賃獎勵在損益中確認為已付租賃淨付款總額之組成部份。或然租金在其產生之會計期間內在損益扣除。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.15 Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future uncertain events not wholly within the control of the Group are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

3.16 Share capital

Ordinary shares are classified as equity. Share capital is determined using the nominal value of shares that have been issued.

Any transaction costs associated with the issuing of shares are deducted from share premium (net of any related income tax benefit) to the extent they are incremental costs directly attributable to the equity transaction.

3.15 撥備、或有負債及或有資產

若本集團因過往事件而於現時存有法律或推定債務，且有可能需要流出經濟利益以償付有關債務，而涉及之金額亦可作合理估計，則會確認撥備。若貨幣之時間價值屬重大，則撥備乃按預期償付債務之開支之現值列賬。

所有撥備會於各報告日作出檢討及調整，以反映當時最佳之估計。

倘可能毋須流出經濟利益，或金額不能可靠估計，則債務會披露為或有負債，惟倘流出經濟利益之可能性極低，則作別論。如是否可能須承擔債務僅以發生或不發生一項或多項並非完全於本集團控制範圍內之日後不確定事件方能確認，則可能須承擔之債務亦會披露為或有負債，惟倘流出經濟利益之可能性極低，則作別論。

3.16 股本

普通股分類為權益。股本採用已發行股份之面值釐定。

與發行股份相關之任何交易成本自股份溢價（扣減任何相關所得稅利益）中扣除，扣除金額以股權交易直接應佔之額外成本為限。

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Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.17 Revenue recognition

Revenue comprises the fair value of the consideration received and receivable for the sale of goods, rendering of services and the use by others of the Group's assets yielding interest, royalties and dividends, net of returns and discounts. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised as follows:

Sales of goods are recognised upon transfer of the significant risks and rewards of ownership to customer. This is usually taken as the time when the goods are delivered and the customer has accepted the goods.

Royalty income from the licensing of trademarks is recognised on an accruals basis in accordance with the substance of the license agreements.

Subcontracting income and income from provision of after-sale services are recognised when services are rendered.

Online comics viewing income is recognised on a basis which generally coincides with the timing, when the services are rendered.

Advertising income for advertisements on comic books is recognised on the relevant publication date of the Group's comic books.

Interest income is recognised on a time-proportion basis using the effective interest method.

3.17 收益確認

收益包括銷售貨品、提供服務之已收及應收代價以及其他人士使用本集團資產所獲得利息、特許權使用費及股息之公允值(扣減退貨及折扣)。假設經濟利益極可能流向本集團,且收益及成本(如適用)能可靠地計量,則按下列基準確認收益:

貨品之銷售額乃於擁有權之主要風險及回報轉移予客戶時確認。此情況一般被視為貨品交付及客戶接納貨品之時。

授出商標特許權之特許權使用費收入乃以相關特許權協議之內容按應計基準確認。

分包服務收入及提供售後服務之收入乃於提供服務時確認。

網上漫畫閱覽收入按一般與提供服務時間一致的基準確認。

漫畫書籍廣告收入於本集團漫畫書籍之有關出版日期確認。

利息收入根據實際利息法按時間比例確認。

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Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.18 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Government grants are deferred and recognised in profit or loss over the period necessary to match them with the costs that the grants are intended to compensate. Government grants relating to the purchase of assets are included liabilities as deferred government grants in the consolidated statement of financial position and are recognised in profit or loss on a straight-line basis over the expected lives of the related assets.

Government grants relating to income is presented in gross under "Other income" in the consolidated statement of comprehensive income.

3.19 Impairment of non-financial assets

Goodwill arising from acquisition of subsidiaries, other intangible assets, property, plant and equipment and the Company's interests in subsidiaries are subject to impairment testing.

Goodwill and other intangible assets with an indefinite useful life or those not yet available for use are tested for impairment at least annually, irrespective of whether there is any indication that they are impaired. All other assets are tested for impairment whenever there are indications that the asset's carrying amount may not be recoverable.

3.18 政府補助

倘能合理保證將取得政府補助及本集團將符合所有附帶條件，則該等補助將按公允值確認。政府補助於配合擬用作補償之成本所需之期間內，在損益遞延確認。與收購資產有關之政府補助乃以負債列入綜合財務狀況表內之遞延政府補助內，並以直線法按相關資產之估計可使用年期於損益確認。

與收入有關之政府補助於綜合全面收入報表「其他收入」項下以總額列賬。

3.19 非金融資產之減值

因收購附屬公司而產生之商譽、其他無形資產、物業、機器及設備以及本公司之附屬公司權益須進行減值測試。

商譽及可使用年期為無限或未可供使用之其他無形資產最少每年作一次減值測試，而不論是否有任何跡象表明其已出現減值。所有其他資產則在出現未必能收回有關資產賬面值之跡象時進行減值測試。

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.19 Impairment of non-financial assets (Continued)

An impairment loss is recognised as an expense immediately for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value-in-use. 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 assessment of time value of money and the risk specific to the asset.

For the purposes of assessing impairment, where an asset does not generate cash inflows largely independent from those from other assets, the recoverable amount is determined for the smallest group of assets that generate cash inflows independently (i.e. a cash-generating unit). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill in particular is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Group at which the goodwill is monitored for internal management purpose.

Impairment loss recognised for a cash-generating unit, to which goodwill has been allocated, is credited initially to the carrying amount of goodwill. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit, except that the carrying amount of an asset will not be reduced below its individual fair value less cost to sell, or value-in-use, if determinable.

3.19 非金融資產之減值 (續)

減值虧損按資產之賬面值超出其可收回金額之差額，即時確認為開支。可收回金額為反映市況之公允價值減銷售成本與使用價值兩者之較高者。評估使用價值時，估計日後現金流量採用反映現時市場對金錢時間價值及有關資產特有風險之評估之稅前貼現率貼現至其現值。

評估減值時，倘資產產生之現金流入大致上並非獨立於其他資產，則可收回金額按可獨立產生現金流入之最小資產組合（即現金產生單位）釐定。因此，部份資產會個別進行減值測試，部份則按現金產生單位進行測試。商譽會特別分配至預期可從相關業務合併之協同效益中獲得利益之現金產生單位，且相當於本集團就內部管理用途監控商譽之最低層面。

就獲分配商譽之現金產生單位確認之減值虧損，初步計入商譽賬面值。任何剩餘減值虧損乃按比例從該現金產生單位之其他資產扣除，惟資產賬面值不得減至低於其個別公允價值減銷售成本或使用價值（如可衡量）。

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Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.19 Impairment of non-financial assets (Continued)

An impairment loss on goodwill is not reversed in subsequent periods. In respect of other assets, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the asset's recoverable amount and only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Impairment losses recognised in an interim period in respect of goodwill are not reversed in a subsequent period. This is the case even if no loss, or a smaller loss, would have been recognised had the impairment been assessed only at the end of the financial year to which the interim period relates.

3.20 Employee benefits

(a) Retirement benefits

Retirement benefits to employees are provided through defined contribution plans.

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance, for all of its employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries.

3.19 非金融資產之減值 (續)

商譽減值虧損不會於往後期間撥回。至於其他資產，倘釐定資產之可收回金額時所用之估計出現有利變動，減值虧損可以撥回，惟僅限於資產賬面值不會超逾未有確認減值虧損時原應釐定之賬面值（扣除折舊或攤銷）之情況。

於中期期間確認之商譽減值虧損不會於往後期間撥回。即使於中期有關之財政年度完結時方評估減值，則不用確認虧損或確認較少之虧損，亦不會撥回減值虧損。

3.20 僱員福利

(a) 退休福利

僱員退休福利透過界定供款退休計劃提供。

本集團根據強制性公積金計劃條例，為所有合資格參與界定供款強制性公積金退休福利計劃（「強積金計劃」）之僱員提供一項強積金計劃。供款基於僱員基本薪金之百分比作出。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.20 Employee benefits (Continued)

(a) Retirement benefits (Continued)

The employees of the Group's subsidiaries which operate in the PRC are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a percentage of their payroll costs to the central pension scheme.

Contributions are recognised as an expense in profit or loss as employees render services during the year. The Group's obligations under these plans is limited to the fixed percentage contributions payable.

(b) Short-term employee benefits

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the reporting date.

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

3.20 僱員福利 (續)

(a) 退休福利 (續)

本集團在中國營運之附屬公司之僱員須參加當地市政府管理之中央退休金計劃。此等附屬公司須向中央退休金計劃作出相當於其工資成本一定百分比之供款。

供款於僱員於年內提供服務時在損益內確認為開支。本集團於該等計劃項下之責任限於應付之固定百分比供款。

(b) 短期僱員福利

僱員有權享有之年假於僱員可享有時確認。本公司就僱員因截至報告日止所提供服務而可享有年假之估計負債作出撥備。

非累計計薪休假(如病假及分娩假期)於提取假期時方予確認。

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Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.21 Borrowing costs

Borrowing costs attributable directly to the acquisition, construction or production of qualifying assets which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets. Income earned on temporary investments of specific borrowings pending their expenditure on those assets is deducted from borrowing costs capitalised. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

3.22 Accounting for income taxes

Income tax comprises current tax and deferred tax.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting periods, that are unpaid at the reporting date. They are calculated according to the tax rates and tax laws applicable to the fiscal periods to which they relate, based on the taxable profit for the year. All changes to current tax assets or liabilities are recognised as a component of tax expense in profit or loss.

3.21 借貸成本

收購、建設或生產需要長時間籌備作擬定用途或銷售之合資格資產之直接應佔借貸成本，將作為該等資產之一部份成本資本化。有待用於該等資產之特定借貸作短期投資所賺取之收入會於資本化借貸成本扣除。所有其他借貸成本於產生期間之損益確認。

3.22 所得稅會計處理

所得稅包括本期稅項及遞延稅項。

本期所得稅資產及／或負債包括財政部門要求繳納且涉及本期或以往報告期間但於報告日尚未支付之納稅責任或申索。有關資產或負債乃基於年內應課稅溢利，根據有關財政期間適用之稅率及稅法計算。本期稅項資產或負債之所有變動均於損益內確認為稅項開支之一部份。

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Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.22 Accounting for income taxes (Continued)

Deferred tax is calculated using the liability method on temporary differences at the reporting date between the carrying amounts of assets and liabilities in the financial statements and their respective tax bases. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, tax losses available to be carried forward as well as other unused tax credits, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither taxable nor accounting profit or loss.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax is calculated, without discounting, at tax rates that are expected to apply in the period the liability is settled or the asset is realised, provided they are enacted or substantively enacted at the reporting date.

Changes in deferred tax assets or liabilities are recognised in profit or loss, or in other comprehensive income or directly in equity if they relate to items that are charged or credited to other comprehensive income or directly in equity.

3.22 所得稅會計處理 (續)

遞延稅項採用負債法就財務報表內資產及負債之賬面值與其各自之稅基間於報告日之暫時差異計算。遞延稅項負債通常就所有應課稅暫時差異予以確認。遞延稅項資產就所有可抵扣暫時差異、可結轉之稅項虧損及其他未使用之稅項抵免予以確認，惟以極可能有應課稅溢利可以該等可抵扣暫時差異、未使用之稅項虧損及未使用之稅項抵免予以抵銷為限。

因商譽或由於初步確認（業務合併除外）交易資產及負債而產生之暫時差異如不影響應課稅或會計損益，則不予確認遞延稅項資產及負債。

本集團會就因投資於附屬公司而產生之應課稅暫時差異確認遞延稅項負債，惟倘本集團可以控制暫時差異之撥回，且有關暫時差異在可預見未來不大可能撥回則屬例外。

遞延稅項以預期於清償負債或變現資產期間所適用之稅率計算而毋須貼現，惟有關稅率於報告日須已頒佈或大致上已頒佈。

遞延稅項資產或負債之變動均於損益內確認，惟倘與於其他全面收入或直接自權益扣除或計入之項目有關，則於其他全面收入或直接於權益內確認。

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Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.22 Accounting for income taxes (Continued)

Current tax assets and current tax liabilities are presented in net if, and only if,

- (a) the Group has the legally enforceable right to set off the recognised amounts; and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if,

- (a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
 - (i) the same taxable entity; or
 - (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

3.22 所得稅會計處理 (續)

本期稅項資產與本期稅項負債只會於以下情況以淨額呈列：

- (a) 本集團依法有強制執行權可以將已確認金額對銷；及
- (b) 計劃以淨額基準結算或同時實現資產及結清負債。

本集團只會於以下情況以淨額呈列遞延稅項資產及遞延稅項負債：

- (a) 該實體依法有強制執行權可以將本期稅項資產與本期稅項負債對銷；及
- (b) 遞延稅項資產與遞延稅項負債是關於同一稅務機關就以下任何一項所徵收的所得稅：
 - (i) 同一應課稅實體；或
 - (ii) 計劃於各段未來期間（而預期在有關期間內將結清或收回大額的遞延稅項負債或資產）以淨額基準結算本期稅項負債與資產或同時實現資產及結清負債的不同應課稅實體。

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Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.23 Film rights

Film rights represent completed animations which are stated at cost less accumulated amortisation and any impairment losses.

Amortisation is charged to profit or loss based on the proportion of actual income earned during the year to the total estimated income from the exploration of film rights. Where there is an impairment in value, the unamortised balance is written down to its estimated recoverable amount.

3.24 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major product and service lines.

The measurement policies the Group uses for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs, except bank interest income, income tax expense, finance costs, fair value losses on derivative financial instruments, equity-settled share option expenses and corporate income and expenses which are not directly attributable to the business activities of any operating segment are not included in arriving at the operating results of the operating segment.

3.23 影片版權

影片版權為已製作動畫，乃按成本扣除累計攤銷及任何減值虧損列賬。

攤銷乃按年內所賺取之實際收入與開拓影片版權之估計總收入之比例計算而從損益扣除。倘出現減值情況，則尚未攤銷之餘額將撇減至其估計可收回之數額。

3.24 分部報告

本集團根據向執行董事呈報以供彼等就分配資源至本集團業務部份及檢討該等部份表現作出決定之定期內部財務資料識別經營分部及編製分部資料。向執行董事呈報之內部財務資料內之業務部份乃按本集團主要產品及服務線釐定。

本集團根據香港財務報告準則第8號用作呈報分部業績之計量政策與其根據香港財務報告準則編製之財務報表內採用者相同，惟銀行利息收入、所得稅支出、融資成本、衍生金融工具公允值虧損、以股本結算之購股權開支以及並非直接歸屬於任何經營分部業務活動之企業收支於達致經營分部之經營業績時均不包括在內。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.24 Segment reporting (Continued)

Segment assets exclude corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to a segment, which primarily applies to the Group's headquarter.

Segment liabilities exclude corporate liabilities which are not directly attributable to the business activities of any operating segment and are not allocated to a segment. These include current and deferred tax liabilities, borrowings, derivative financial instruments and convertible notes.

No asymmetrical allocations have been applied to reportable segments.

3.25 Related parties

For the purposes of these financial statements, a party is considered to be related to the Group if:

- (a) the party has the ability, directly or indirectly through one or more intermediaries, to control the Group or exercise significant influence over the Group in making financial and operating policy decisions, or has joint control over the Group;
- (b) the Group and the party are subject to common control;

3.24 分部報告 (續)

分部資產不包括並非直接歸屬於任何經營分部業務活動及並無分配予分部之企業資產，主要適用於本集團總部。

分部負債不包括並非直接歸屬於任何經營分部業務活動及並無分配予分部之企業負債，其中包括本期及遞延稅項負債、借貸、衍生金融工具及可換股票據。

並無於可報告分部間採用不平衡分配。

3.25 關連人士

就財務報表而言，倘任何人士符合以下條件，則被視為與本集團有所關連：

- (a) 該方能直接或間接透過一間或以上中介機構控制本集團，或於本集團作出財務及營運政策決策時行使重大影響力，或與他人共同控制本集團；
- (b) 本集團與該方受共同控制；

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.25 Related parties (Continued)

- (c) the party is an associate of the Group or a joint venture in which the Group is a venture;
- (d) the party is a member of key management personnel of the Group or the Group's parent, or a close family member of such an individual, or is an entity under the control, joint control or significant influence of such individuals;
- (e) the party is a close family member of a party referred to in (a) or is an entity under the control, joint control or significant influence of such individuals; or
- (f) the party is a post-employment benefit plan which is for the benefit of employees of the Group or of any entity that is a related party of the Group.

Close family members of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the entity.

3.25 關連人士 (續)

- (c) 該方為本集團之聯營公司或本集團為合營方之合營企業；
- (d) 該方為本集團或其母公司之主要管理層成員，或該名人士之近親，或受該等人士控制、共同控制或重大影響之實體；
- (e) 該方為(a)項所述人士之近親，或受該等人士控制、共同控制或重大影響之實體；或
- (f) 該方乃為本集團或屬本集團關連方之任何實體之僱員福利而設之離職後福利計劃。

任何人士之近親乃指預期可能影響該人士與實體之交易或受此影響之家庭成員。

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) 3. 主要會計政策概要 (續)

3.26 Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if early. It also occurs when the operations is abandoned.

When an operation is classified as discontinued, a single amount is presented on the face of the consolidated statement of comprehensive income, which comprises:

- the post-tax profit or loss of the discontinued operation; and
- the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

3.26 已終止經營業務

已終止經營業務為本集團業務一部份，其營運及現金流量可明確地與本集團其他業務區分。已終止經營業務代表一項按業務或經營地區劃分之獨立主要業務，或作為出售一項按業務或經營地區劃分之獨立主要業務之單一統籌計劃之一部份，或為一家純粹為轉售而收購之附屬公司。

倘業務被出售或符合列為持作出售項目之準則（以較早者為準），則分類為已終止經營業務。撤出業務時，有關業務亦會分類為已終止經營業務。

倘業務分類為已終止經營，則綜合全面收入報表上會呈列單一數額，當中包含：

- 已終止經營業務之除稅後損益；及
- 就構成已終止經營業務之資產或出售組合計算公允值減銷售成本或計算出售時公允值之時，所確認之除稅後收益或虧損。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions 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) Estimated impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment in accordance with the accounting policy stated in note 3.19. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates. Estimating the value-in-use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. As at 31 March 2011, the carrying amount of goodwill was approximately HK\$580,679,000 (2010: HK\$597,334,000). Details of the impairment assessment are disclosed in note 19.

4. 關鍵會計估計及判斷

估計及判斷乃根據過往經驗及其他因素（包括就當時情況而言相信屬合理之未來事件預測）進行持續評估。

本集團對未來作出估計及假設，所得出之會計估計如其定義很少與有關實際結果相同。很有可能導致於下個財政年度內對資產及負債之賬面值作出重大調整之估計及假設闡述如下：

(a) 商譽估計減值

本集團根據附註3.19所述之會計政策每年測試商譽有否出現任何減值。現金產生單位之可收回數額按使用價值計算法釐定。該等計算須運用估計。在估計使用價值時，本集團須估計預期現金產生單位未來產生之現金流量，並選擇合適之貼現率以計算該等現金流量之現值。於二零一一年三月三十一日，商譽之賬面值約為580,679,000港元（二零一零年：597,334,000港元）。減值評估之詳情於附註19披露。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

(b) Impairment of other non-financial assets

The Group assesses at each reporting date whether there is any indication that other non-financial assets with definite lives may be impaired. If any such indication exists, the Group estimates the recoverable amount of the assets in accordance with the accounting policy stated in note 3.19. In assessing whether there is any indication that other non-financial assets may be impaired, the Group considers indications from both internal and external sources of information such as evidence of obsolescence or decline in economic performance of the assets, changes in market conditions, economic environment and customers' tastes. These assessments are subjective and require management's judgements and estimations.

(c) Impairment of receivables

The policy for making allowance for impairment of receivables of the Group is based on the evaluation of collectability and ageing analysis of the receivables and on management's judgement. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the current creditworthiness and the past collection history of each customer/debtor. If the financial conditions of the customers/debtors of the Group deteriorate thus resulting in impairment as to their ability to make payments, additional allowance for impairment may be required. If the financial conditions of the customers/debtors of the Group, on whose account allowance for impairment has been made, were improved and no impairment of their ability to make payments were noted, reversal of allowance for impairment may be required.

4. 關鍵會計估計及判斷 (續)

(b) 其他非金融資產之減值

本集團於各報告日評估具有特定年期之其他非金融資產有否出現任何減值跡象。倘存在任何該等跡象，本集團會根據附註3.19所述之會計政策估計資產之可收回數額。評估其他非金融資產有否出現減值跡象時，本集團考慮來自內部及外部資料來源之跡象，例如資產廢棄或經濟效益下滑之證據以及市場情況、經濟環境及客戶喜好之轉變。該等評估屬主觀性質，須管理層作出判斷及估計。

(c) 應收款項減值

本集團之應收款項減值準備政策以應收款項之可收回程度評估及賬齡分析以及管理層之判斷為基礎。評估該等應收款項之最終變現款額須作出大量判斷，包括各客戶／債務人目前之信用情況及過往還款記錄。倘本集團客戶／債務人之財務狀況惡化，導致其還款能力被削弱，則可能須作額外減值準備。若本集團已對客戶／債務人之賬款作出減值準備，而其財務狀況改善，且還款能力未見削弱，則可能須撥回減值準備。

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(Continued)*

(d) Impairment of inventories

The management of the Group reviews the inventories at each reporting date, and makes allowance for impairment of obsolete, slow-moving and impaired items. The management estimates the net realisable value for such inventories based primarily on the expected future market conditions and the estimated selling price. The Group makes allowance for impairment if the net realisable value is below the carrying amount.

(e) Impairment of film rights

The management of the Group reviews the film rights at each reporting date, and makes allowance for impairment when necessary. The management estimates the recoverable amount of film rights based primarily on the expected future market conditions and the estimated income. The Group makes allowance for impairment if the recoverable amount is below the net carrying amount.

(f) Valuation of derivative financial instruments

The fair values of the derivative financial instruments as at 31 March 2010 were determined by Roma Appraisals Limited ("Roma"), a firm of independent professional valuers, whereas the fair values of the derivative financial instruments upon conversion of the underlying convertible notes were determined by the management. Binomial Option Pricing Model was used in determining the fair value of the derivative financial instruments. This valuation model requires the input of subjective assumptions, including the risk free rate, stock price, estimated volatility and expected life of the options. Changes in subjective input assumptions can materially affect the fair value estimate. Details of the fair values of the derivative financial instruments are disclosed in note 32.

4. 關鍵會計估計及判斷 (續)

(d) 存貨減值

本集團管理層於各報告日審閱存貨，並對過時、滯銷及已減值項目進行減值準備。管理層主要根據預期未來市況及估計售價估計此等存貨之可變現淨值。本集團對可變現淨值低於賬面值之項目作出減值準備。

(e) 影片版權減值

本集團管理層於各報告日審閱影片版權，並於必要時進行減值準備。管理層主要根據預期未來市況及估計收入估計影片版權之可收回款額。本集團對可收回款額低於賬面淨值之項目作出減值準備。

(f) 衍生金融工具估值

衍生金融工具於二零一零年三月三十一日之公允值由獨立專業估值師行羅馬國際評估有限公司（「羅馬」）釐定，而衍生金融工具於兌換相關可換股票據時之公允值則由管理層釐定。釐定衍生金融工具之公允值時採用二項式期權定價模型。該估值模型要求輸入主觀假設，包括無風險利率、股價、估計波幅及預期期權期限。主觀輸入值假設之變動會嚴重影響公允值之估計。衍生金融工具之公允值詳情於附註32披露。

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(g) Valuation of convertible notes

The management uses their judgement in selecting an appropriate valuation technique for the Group's and the Company's convertible notes at initial recognition which are not quoted in the active market. Valuation techniques commonly used by market practitioners are applied. The fair value of convertible notes at initial recognition is estimated by Roma based on actual transactions of the financial instruments in the market or transactions of similar financial instruments which generally represent the best estimate of the market value. The fair value of convertible notes at initial recognition varies with different variable and certain subjective assumptions. Any changes in these variables so adopted may materially affect the estimation of the fair value of convertible notes. Details of the fair value of convertible notes at initial recognition are disclosed in note 31.

5. SEGMENT INFORMATION

The executive directors have identified the following reportable operating segments:

Trading of automobiles and related parts and accessories and provision of after-sale services – Distribute branded cars, namely Bentley, Lamborghini and Rolls-Royce, and provide related after-sale services;

Trading of branded watches – Distribute branded watches, namely Richard Mille, DeWitt, Parmigiani and deLaCour BiTourbillion;

Trading of branded jewellery – Distribute branded jewellery, namely Boucheron and Federico Buccellati;

Trading of fine wine – Distribute certain brands of fine wines; and

Comics and animations development – Publish and distribute comic books, provide sub-contracting services for animations production and distribute and broadcast animations. This segment was discontinued in the year.

4. 關鍵會計估計及判斷 (續)

(g) 可換股票據估值

管理層運用其判斷，為本集團及本公司於初步確認時並無活躍市場報價之可換股票據挑選合適之估值方法。現時應用之估值方法為市場從業者普遍使用之方法。可換股票據於初步確認時之公允值由羅馬估價，進行估算時以金融工具之實際市場交易或普遍代表市值之最佳估計之類似金融工具交易為基礎。可換股票據於初步確認時之公允值會因應不同變數及若干主觀假設而有變。所採納之變數如有任何變動，可能會嚴重影響可換股票據之公允值估計。可換股票據於初步確認時之公允值詳情於附註31披露。

5. 分部資料

執行董事已識別下列可報告營運分部：

汽車及相關零件及配件貿易以及提供售後服務 – 分銷賓利、蘭博基尼及勞斯萊斯名車；及提供相關售後服務；

名牌手錶貿易 – 分銷Richard Mille、DeWitt、Parmigiani及deLaCour BiTourbillion名牌手錶；

名牌珠寶貿易 – 分銷Boucheron及Federico Buccellati名牌珠寶；

名酒貿易 – 分銷若干名酒；及

漫畫及動畫發展 – 出版及發行漫畫書籍、提供動畫製作分包服務以及發行及廣播動畫。此分部已於年內終止經營。

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5. SEGMENT INFORMATION (Continued)

Each of these operating segments is managed separately as each of the product and service lines requires different resources as well as marketing approaches. Inter-segment transactions are priced with reference to prices charged to external parties for similar order.

5. 分部資料 (續)

由於各個產品及服務所須之資源及營銷方針有別，故各個營運分部乃分開管理。分部間交易乃參考就類似訂單收取外部人士之價格而定價。

		2011 二零一一年					
		Continuing operations 持續經營業務			Discontinued operation 已終止 經營業務		
		Trading of automobiles and related parts and accessories and provision of after-sale services 汽車及相關 零件及配件 貿易及提供 售後服務 HK\$'000 千港元	Trading of branded watches 名牌手錶 貿易 HK\$'000 千港元	Trading of branded jewellery 名牌珠寶 貿易 HK\$'000 千港元	Trading of fine wines 名酒 貿易 HK\$'000 千港元	Comics and animations development 漫畫及 動畫發展 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Revenue from external customers	來自外部客戶之收益	3,070,935	137,823	16,065	61,865	36,297	3,322,985
Other income	其他收入	21,292	2,171	558	25,351	563	49,935
Reportable segment revenue	可報告分部收益	3,092,227	139,994	16,623	87,216	36,860	3,372,920
Reportable segment results	可報告分部業績	211,628	18,770	72	35,019	(16,022)	249,467
Allowance for impairment of receivables	應收款項減值準備	-	-	-	-	3,500	3,500
Amortisation of:	攤銷：						
- film rights	- 影片版權	-	-	-	-	2,490	2,490
- other intangible assets	- 其他無形資產	-	1,277	260	-	-	1,537
Depreciation of property, plant and equipment	物業、機器及設備折舊	6,042	2,728	1,147	1,101	302	11,320
Loss on disposal of subsidiaries	出售附屬公司之虧損	-	-	-	-	4,511	4,511
Property, plant and equipment written-off	撇銷物業、機器及設備	-	-	-	-	519	519
Write-down of inventories to net realisable value	撇減存貨至可變現淨值	-	-	-	-	670	670
Reportable segment assets	可報告分部資產	1,158,546	295,603	68,309	174,868	-	1,697,326
Corporate assets:	公司資產：						
- financial assets	- 金融資產						5,134
- non-financial assets	- 非金融資產						1,463
Consolidated total assets	綜合總資產						1,703,923
Additions to non-current segment assets during the year	年內添置非流動分部資產	29,707	21,094	9,609	11,930	-	72,340
Reportable segment liabilities	可報告分部負債	345,837	19,487	1,380	4,832	-	371,536
Corporate liabilities:	公司負債：						
- financial liabilities	- 金融負債						55,103
- non-financial liabilities	- 非金融負債						8,833
Consolidated total liabilities	綜合總負債						435,472

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5. SEGMENT INFORMATION (Continued)

5. 分部資料 (續)

		2010 二零一零年					
		Continuing operations 持續經營業務			Discontinued operation 已終止經營業務		
		Trading of automobiles and related parts and accessories and provision of after-sale services 汽車及相關零件及配件貿易及提供售後服務 HK\$'000 千港元	Trading of branded watches 名牌手錶貿易 HK\$'000 千港元	Trading of branded jewellery 名牌珠寶貿易 HK\$'000 千港元	Trading of fine wines 名酒貿易 HK\$'000 千港元	Comics and animations development 漫畫及動畫發展 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Revenue from external customers	來自外部客戶之收益	933,621	104,245	2,053	40,135	139,074	1,219,128
Other income	其他收入	18,977	117	-	-	9,095	28,189
Reportable segment revenue	可報告分部收益	952,598	104,362	2,053	40,135	148,169	1,247,317
Reportable segment results	可報告分部業績	91,519	35,338	(182)	14,379	6,945	147,999
Allowance for impairment of receivables	應收款項減值準備	-	-	-	-	1,625	1,625
Amortisation of:	攤銷:						
- film rights	- 影片版權	-	-	-	-	4,641	4,641
- other intangible assets	- 其他無形資產	-	1,249	115	-	4,760	6,124
Depreciation of property, plant and equipment	物業、機器及設備折舊	2,245	307	95	-	1,750	4,397
Property, plant and equipment written-off	撇銷物業、機器及設備	-	-	-	-	474	474
Write-down of inventories to net realisable value	撇減存貨至可變現淨值	-	-	-	-	1,975	1,975
Reportable segment assets	可報告分部資產	859,813	110,179	33,389	30,203	107,952	1,141,536
Corporate assets:	公司資產:						
- financial assets	- 金融資產						40,103
- non-financial assets	- 非金融資產						3,360
Consolidated total assets	綜合總資產						1,184,999
Additions to non-current segment assets during the year	年內添置非流動分部資產	7,343	1,953	2,250	-	1,357	12,903
Reportable segment liabilities	可報告分部負債	163,205	14,820	-	-	25,741	203,766
Corporate liabilities:	公司負債:						
- financial liabilities	- 金融負債						101,258
- non-financial liabilities	- 非金融負債						6,069
Consolidated total liabilities	綜合總負債						311,093

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5. SEGMENT INFORMATION (Continued)

The total presented for the Group's operating segments reconcile to the Group's key financial figures as presented in the consolidated financial statements as follows:

5. 分部資料 (續)

所呈列本集團營運分部之合計數字與綜合財務報表所呈列本集團之主要財務數字對賬如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Reportable segment results	可報告分部業績	249,467	147,999
Bank interest income	銀行利息收入	601	196
Fair value losses on derivative financial instruments	衍生金融工具之公允值虧損	(3,710)	(588)
Equity – settled share option expenses	以權益結算之購股權開支	(18,991)	–
Unallocated corporate expenses	未分配公司開支	(26,052)	(17,161)
Finance costs	融資成本	(8,567)	(12,199)
Profit before income tax from continuing and discontinued operations, including loss on disposal of subsidiaries	持續經營業務及已終止經營業務之除所得稅前溢利，包括出售附屬公司之虧損	192,748	118,247

The Group's revenues from external customers and its non-current assets (other than financial instruments) are divided into the following geographical areas:

本集團來自外部客戶之收益及非流動資產(金融工具除外)按下列地區劃分：

		Revenue from external customers 來自外部客戶之收益		Non-current assets 非流動資產	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Mainland China and Hong Kong (domicile)	中國內地及香港(營業地點)	3,320,751	1,217,212	664,199	627,146
Others	其他	2,234	1,916	–	–
		3,322,985	1,219,128	664,199	627,146

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5. SEGMENT INFORMATION (Continued)

The geographical location of customers is based on the location at which the services were provided or the goods delivered. The geographical location of the non-current assets is based on the physical location of the assets.

6. REVENUE

The Group's principal activities are disclosed in note 1 to these financial statements. Turnover of the Group is the revenue from these activities.

Revenue from the Group's principal activities recognised during the year is as follows:

5. 分部資料 (續)

客戶地區以提供服務或送遞貨品之地區為基礎。非流動資產地區以資產本身所在地為基礎。

6. 收益

本集團之主要業務於本財務報表附註1披露。本集團之營業額即來自此等業務之收益。

年內確認來自本集團主要業務之收益如下：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Continuing operations	持續經營業務		
Sale of automobiles	汽車銷售	3,016,948	892,595
Sale of branded jewellery	名牌珠寶銷售	16,065	2,053
Sale of branded watches	名牌手錶銷售	137,823	104,245
Sale of fine wines	名酒銷售	61,865	40,135
Income from provision of after-sale services	提供售後服務收入	53,987	41,026
		3,286,688	1,080,054
Discontinued operation	已終止經營業務		
Sale of comics books	漫畫書籍銷售	32,616	71,050
Sale of comics scripts	漫畫劇本銷售	52	12
Sale of copyrights	版權銷售	-	26,000
Sale of merchandised goods	商品銷售	860	943
Royalty income	專利權費收入	2,727	6,500
Subcontracting income for animation production	動畫製作加工收入	28	34,385
Online comics viewing income	網上漫畫閱覽收入	14	184
		36,297	139,074
Total revenue	總收益	3,322,985	1,219,128

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7. OTHER INCOME

7. 其他收入

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Continuing operations	持續經營業務		
Bank interest income	銀行利息收入	591	86
Bonus receivable from suppliers	供應商給予之津貼	10,698	4,545
Income from exhibitions	展覽收入	1,767	-
Income from insurance brokerage	保險經紀收入	7,565	1,077
Fair value gains on derivative financial instruments	衍生金融工具公允值收益	-	1,887
Fair value gains on financial assets at fair value through profit or loss	按公允值於損益表列賬之金融資產之公允值收益	23,205	-
Other income from car dealership	來自汽車經銷權之其他收入	-	9,312
Others	其他	2,155	1,107
Rental income	租金收入	3,982	-
Write-back of deposits received	撥回已收按金	-	1,166
		49,963	19,180
Discontinued operation	已終止經營業務		
Advertising income	廣告收入	4	48
Allowance for impairment of receivables written-back	撥回應收款項減值準備	-	87
Amortisation of government grants (Note (i))	攤銷政府補助(附註(i))	-	116
Bank interest income	銀行利息收入	10	110
Colour and manuscript income	上色及騰寫收入	200	-
Exchange gains, net	匯兌收益淨額	20	246
Gain on disposals of property, plant and equipment	出售物業、機器及設備之收益	158	-
Government grants (Note (ii))	政府補助(附註(ii))	-	5,944
Others	其他	181	437
Other income from animations	來自動畫業務之其他收入	-	2,217
		573	9,205
Total other income	其他收入總額	50,536	28,385

Notes:

- (i) The Group was entitled to receive government grants based on 15% of the paid-up capital of a subsidiary of the Group. Nanjing Hongying Anmie-cartoon Entertainment Company Limited* ("Nanjing Hongying"), an indirect owned subsidiary of the Company before disposals, within 3 years from the date of its establishment. The amount was recognised as deferred government grants and was amortised to profit or loss over 15 years.
- (ii) During the year ended 31 March 2010, the Group was entitled to receive, and recognised directly in profit or loss, grants of HK\$5,944,000 from the government of the PRC for productions and distributions of animations.

* Unofficial name for translation purpose only.

附註:

- (i) 本集團有權收取按本集團附屬公司南京鴻鷹動漫娛樂有限公司(「南京鴻鷹」,於出售前為本公司之間接附屬公司)繳足資本15%計算之政府補助,由南京鴻鷹成立日期起計為期三年。有關金額確認為遞延政府補助,於損益內分十五年攤銷。
- (ii) 於截至二零一零年三月三十一日止年度,本集團有權收取並已於損益內直接確認中國政府就製作及發行動畫之補助金5,944,000港元。

† 為非正式名稱,僅為翻譯用途載列

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8. OPERATING PROFIT/(LOSS)

8. 經營溢利／（虧損）

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Continuing operations:	持續經營業務：		
Operating profit are arrived at after charging:	經營溢利已扣除以下項目：		
Amortisation of other intangible assets [#]	其他無形資產攤銷 [#]	1,537	1,364
Auditor's remuneration	核數師酬金	1,590	550
Add: Under-provision in prior years	加：過往年度撥備不足	550	10
		2,140	560
Cost of inventories recognised as expense	確認為開支之存貨成本	2,919,521	896,846
Depreciation of property, plant and equipment ^{###}	物業、機器及設備之折舊 ^{###}	12,172	3,788
Equity-settled share option expenses for eligible persons other than staff	員工以外合資格人士以權益結算之購股權開支	7,313	-
Exchange losses, net	匯兌虧損淨額	4,698	65
Fair value losses on derivative financial instruments*	衍生金融工具之公允值虧損*	3,710	588
Losses on disposals of property, plant and equipment**	出售物業、機器及設備之虧損**	-	109
Operating lease payments in respect of rented premises	租賃樓宇之經營租賃款項	49,017	22,346
Defined contribution retirement benefits scheme contributions for employees	定額供款僱員退休福利計劃供款	1,922	1,001
Staff costs, including directors' emoluments	員工成本，包括董事酬金	24,899	16,714
Equity-settled share option expenses for staff	以權益結算之員工購股權開支	11,678	-
Total staff costs and staff costs charged to profit or loss	員工成本總額及於損益扣除之員工成本	38,499	17,715

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

8. OPERATING PROFIT/(LOSS) (Continued)

8. 經營溢利／（虧損）（續）

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Discontinued operation:	已終止經營業務：		
Operating (loss)/profit are arrived at after charging:	經營（虧損）／溢利已扣除以下項目：		
Allowance for impairment of receivables*	應收款項減值準備*	3,500	1,625
Amortisation of film rights#	影片版權攤銷#	2,490	4,641
Amortisation of other intangible assets##	其他無形資產攤銷##	-	4,760
Auditor's remuneration	核數師酬金	-	640
Cost of inventories recognised as expense, including the following expenses which are also included in the respective total amounts separately disclosed	確認為開支之存貨成本，包括以下同時計入已另行披露之各個總額之開支	19,358	60,593
- Write-down of inventories to net realisable value#	- 撇減存貨至可變現淨值#	670	1,975
- Depreciation	- 折舊	102	1,077
- Staff costs	- 員工成本	7,433	46,253
Depreciation of property, plant and equipment###	物業、機器及設備之折舊###	302	1,750
Losses on disposal of subsidiaries	出售附屬公司之虧損	4,511	-
Operating lease payments in respect of rented premises	租賃樓宇之經營租賃款項	2,471	5,362
Property, plant and equipment written-off*	物業、機器及設備撇銷*	519	474
Defined contribution retirement benefits scheme contributions for employees	定額供款僱員退休福利計劃供款	596	1,917
Staff costs, including directors' emoluments	員工成本，包括董事酬金	15,977	53,968
Total staff costs	員工成本總額	16,573	55,885
Amounts capitalised in inventories	於存貨資本化之金額	(585)	(5,939)
Staff costs charged to profit or loss	於損益扣除之員工成本	15,988	49,946

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8. OPERATING PROFIT/(LOSS) (Continued)

- # The amounts have been included in cost of sales.
- ## Amortisation of other intangible assets for continuing operations of HK\$1,537,000 (2010: HK\$1,364,000) has been included in administrative expenses.
- Amortisation of other intangible assets for discontinued operation of nil (2010: HK\$4,760,000) had been included in cost of sales.
- ### Depreciation for continuing operations of HK\$9,514,000 (2010: HK\$1,498,000) has been included in selling and distribution costs and HK\$2,658,000 (2010: HK\$2,290,000) has been included in administrative expenses.
- Depreciation for discontinued operation of HK\$102,000 (2010: HK\$1,077,000) has been included in cost of sales and HK\$200,000 (2010: HK\$673,000) has been included in administrative expenses.
- * The amounts have been included in other operating expenses.
- ** The amounts have been included in administrative expenses.

8. 經營溢利／（虧損）（續）

- # 金額已計入銷售成本。
- ## 持續經營業務之1,537,000港元其他無形資產攤銷（二零一零年：1,364,000港元）已計入行政費用。
- 已終止經營業務並無其他無形資產攤銷計入銷售成本（二零一零年：4,760,000港元）。
- ### 持續經營業務之9,514,000港元折舊（二零一零年：1,498,000港元）已計入銷售及分銷成本，而2,658,000港元折舊（二零一零年：2,290,000港元）已計入行政費用。
- 已終止經營業務之102,000港元折舊（二零一零年：1,077,000港元）已計入銷售成本，而200,000港元折舊（二零一零年：673,000港元）已計入行政費用。
- * 金額已計入其他經營費用。
- ** 金額已計入行政費用。

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

9. FINANCE COSTS

9. 融資成本

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Continuing operations	持續經營業務		
Interest expenses on financial liabilities stated at amortised costs:	按攤銷成本列賬之金融負債利息開支：		
– bank loans and overdrafts wholly repayable within five year	– 須於五年內悉數償還之銀行貸款及透支	2,461	442
– other loans wholly repayable within five years	– 須於五年內悉數償還之其他貸款	–	418
– effective interest expenses on convertible notes for the year (Note 31)	– 本年度可換股票據之實際利息開支 (附註31)	6,095	12,134
– over-provision of effective interest expenses on convertible notes in prior years (Note 31)	– 過往年度可換股票據之實際利息開支超額撥備 (附註31)	–	(795)
		8,556	12,199
Discontinued operation	已終止經營業務		
Interest expenses on financial liabilities stated at amortised costs:	按攤銷成本列賬之金融負債利息開支：		
– other loans wholly repayable within five years	– 須於五年內悉數償還之其他貸款	11	–
		8,567	12,199

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10. INCOME TAX EXPENSE

Hong Kong profits tax has been provided at the rate of 16.5% (2010: 16.5%) on the estimated assessable profit for the year. Taxation on overseas profits has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the locations in which the Group operates.

Income tax of certain subsidiaries of the Company in the PRC is charged at progressive rates ranging from 18% to 25% (2010: 18% to 25%) on deemed profits calculated at 6% to 10% (2010: 6% to 10%) on revenue in accordance with relevant tax regulations in the PRC.

Nanjing Hongying is established in Nanjing High and Advance Technological Industries Development Zone, of which Nanjing Hongying is exempted from the PRC Corporate Income Tax for the two years since 1 January 2007 and are thereafter subject to a tax rate at 15% for the following three years.

10. 所得稅支出

香港利得稅乃根據本年度估計應課稅溢利按稅率16.5%（二零一零年：16.5%）計算。海外溢利稅項乃根據本年度之估計應課稅溢利按本集團經營地區之現行稅率計算。

按照中國相關稅務法規，本公司若干中國附屬公司之所得稅乃以收益之6%至10%（二零一零年：6%至10%）計算之推定溢利按18%至25%（二零一零年：18%至25%）之累進稅率繳納。

南京鴻鷹於南京高新技術產業開發區成立，因此南京鴻鷹由二零零七年一月一日起獲豁免繳付中國企業所得稅兩年，其後三年則按15%之稅率繳納中國企業所得稅。

		Continuing operations 持續經營業務		Discontinued operation 已終止經營業務		Total 合計	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Current tax	本年度稅項						
Hong Kong:	香港：						
Current year	本年度	1,477	469	-	95	1,477	564
Under-provision in respect of prior years	過往年度撥備不足	-	108	-	-	-	108
Overseas:	海外：						
Current year	本年度	5,884	3,597	-	131	5,884	3,728
		7,361	4,174	-	226	7,361	4,400
Deferred tax (Note 33)	遞延稅項（附註33）						
Current year	本年度	2,528	(43)	-	(22)	2,528	(65)
Under-provision in respect of prior years	過往年度撥備不足	-	249	-	-	-	249
		2,528	206	-	(22)	2,528	184
Total income tax expense	所得稅支出總額	9,889	4,380	-	204	9,889	4,584

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10. INCOME TAX EXPENSE (Continued)

Reconciliation between income tax expense and accounting profit at applicable tax rates:

10. 所得稅支出 (續)

按適用稅率計算所得稅支出與會計溢利之對賬：

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Profit before income tax from continuing and discontinued operations, including loss on disposal of subsidiaries	持續經營及已終止經營業務之除所得稅前溢利，包括出售附屬公司之虧損	192,748	118,247
Tax on profit before income tax and deemed profits, calculated at the rates applicable to profits in the tax jurisdictions concerned	除所得稅前溢利及推定溢利之稅項，按適用於有關稅項司法權區之溢利之稅率計算	2,762	4,345
Tax effect of non-taxable revenue	毋須課稅收益之稅務影響	(17)	(900)
Tax effect of non-deductible expenses	不可扣減支出之稅務影響	6,989	4,471
Tax effect of unused tax losses not recognised	未確認之未動用稅項虧損之稅務影響	2,001	812
Tax effect of temporary difference not recognised	未確認之臨時差額之稅務影響	37	(4)
Tax effect of prior years' unrecognised tax losses utilised this year	本年度動用過往年度未確認之稅項虧損之稅務影響	(1,883)	(4,480)
Tax effect of utilisation of unrecognised deferred tax assets	動用未確認之遞延稅項資產之稅務影響	-	(17)
Under-provision of Hong Kong profits tax in prior years	過往年度香港利得稅撥備不足	-	108
Under-provision of deferred tax in prior years	過往年度遞延稅項撥備不足	-	249
Income tax expense	所得稅支出	9,889	4,584

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11. DIRECTORS' EMOLUMENTS

11. 董事酬金

		Directors' fees	Salaries and allowances	Retirement benefit scheme contributions	Share-based payment	Total
		董事袍金	薪金及津貼	退休福利計劃供款	以股份為基礎之付款	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Year ended 31 March 2011	截至二零一一年三月三十一日止年度					
<i>Executive directors:</i>		<i>執行董事:</i>				
Tong Kai Lap ("Mr. Tong")	唐啟立(「唐先生」)	180	1,860	12	3,072	5,124
Zheng Hao Jiang	鄭浩江	1,980	-	-	3,072	5,052
Zhao Xiao Dong	趙小東	1,200	-	-	3,072	4,272
<i>Non-executive directors:</i>		<i>非執行董事:</i>				
Zhang Si Jian	張思堅	180	-	-	614	794
Gao Yu (appointed on 30 September 2010)	高煜(於二零一零年九月三十日獲委任)	90	-	-	-	90
Qi Jian Wei (appointed on 30 September 2010)	綦建偉(於二零一零年九月三十日獲委任)	90	-	-	-	90
<i>Independent non-executive directors:</i>		<i>獨立非執行董事:</i>				
Choy Sze Chung, Jojo	蔡思聰	180	-	-	308	488
Lam Kwok Cheong	林國昌	180	-	-	308	488
Lee Thomas Kang Bor	李鏡波	180	-	-	308	488
Total	合計	4,260	1,860	12	10,754	16,886

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11. DIRECTORS' EMOLUMENTS (Continued)

11. 董事酬金 (續)

Year ended		Directors' fees	Salaries and allowances	Retirement benefit scheme contributions	Total
		董事袍金 HK\$'000 千港元	薪金及津貼 HK\$'000 千港元	退休福利 計劃供款 HK\$'000 千港元	合計 HK\$'000 千港元
Year ended 31 March 2010	截至二零一零年 三月三十一日止年度				
<i>Executive directors:</i>	<i>執行董事:</i>				
Mr. Tong	唐先生	180	1,860	12	2,052
Zheng Hao Jiang	鄭浩江	1,980	–	12	1,992
Zhao Xiao Dong (redesignated as executive director on 1 September 2009)	趙小東 (於二零零九年 九月一日調任為 執行董事)	775	200	7	982
Wong Chun Keung (resigned on 14 December 2009)	黃振強 (於二零零九年 十二月十四日辭任)	120	488	8	616
<i>Non-executive director:</i>	<i>非執行董事:</i>				
Zhang Si Jian (appointed on 14 December 2009)	張思堅 (於二零零九年 十二月十四日獲 委任)	54	–	–	54
<i>Independent non- executive directors:</i>	<i>獨立非執行董事:</i>				
Choy Sze Chung, Jojo	蔡思聰	180	–	–	180
Lam Kwok Cheong	林國昌	180	–	–	180
Lee Thomas Kang Bor	李鏡波	180	–	–	180
Total	合計	3,649	2,548	39	6,236

During both years, no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors has waived or agreed to waive any emoluments during the year.

於兩個年度內，本集團並無向董事支付酬金以作為加入本集團或於加入本集團時之獎勵或作為離職之補償。年內，概無董事放棄或同意放棄任何酬金。

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12. FIVE HIGHEST PAID INDIVIDUALS

Of the five individuals with the highest emoluments in the Group, three (2010: three) were directors of the Company whose emoluments are disclosed in note 11 above. The emoluments payable to the remaining two (2010: two) individuals during the year were as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	2,681	4,779
Retirement benefit scheme contributions	退休福利計劃供款	24	24
Share-based payment	以股份為基礎之付款	308	—
		3,013	4,803

The emoluments fell within the following bands:

		2011 二零一一年 Number of individuals 人數	2010 二零一零年 Number of individuals 人數
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至 1,500,000港元	1	1
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至 2,000,000港元	1	—
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至 3,500,000港元	—	1
		2	2

13. PROFIT ATTRIBUTABLE TO THE OWNERS OF THE COMPANY

Of the consolidated profit attributable to owners of the Company of HK\$183,677,000 (2010: HK\$113,016,000), a loss of HK\$56,490,000 (2010: profit of HK\$3,263,000) has dealt with in the financial statements of the Company.

12. 五位最高薪人士

在本集團五位最高薪人士中，其中三位（二零一零年：三位）為本公司董事，彼等之酬金已於上文附註11披露。年內應付其餘兩位（二零一零年：兩位）最高薪人士之酬金如下：

	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Salaries and other benefits	2,681	4,779
Retirement benefit scheme contributions	24	24
Share-based payment	308	—
	3,013	4,803

酬金介乎下列組別：

	2011 二零一一年 Number of individuals 人數	2010 二零一零年 Number of individuals 人數
HK\$1,000,001 to HK\$1,500,000	1	1
HK\$1,500,001 to HK\$2,000,000	1	—
HK\$3,000,001 to HK\$3,500,000	—	1
	2	2

13. 本公司擁有人應佔溢利

於本公司擁有人應佔綜合溢利183,677,000港元（二零一零年：113,016,000港元）中，56,490,000港元（二零一零年：溢利3,263,000港元）之虧損已於本公司財務報表中處理。

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14. DIVIDENDS

14. 股息

(a) Dividends attributable to the year

(a) 本年度應佔股息

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Interim dividends of HK0.3 cent per share (2010: HK0.5 cent)	中期股息每股0.3港仙 (二零一零年: 0.5港仙)		
- to existing shareholders	— 派付予現有股東	8,469	10,556
- to other shareholders*	— 派付予其他股東*	460	2,875
		<u>8,929</u>	<u>13,431</u>
Proposed final dividend of HK1 cent per share (2010: HK0.3 cent)	擬派末期股息每股1港仙 (二零一零年: 0.3港仙)		
		<u>29,763</u>	<u>8,059</u>
		<u>38,692</u>	<u>21,490</u>

(b) Dividends attributable to previous financial year, approved and paid during the year

(b) 於年內已批准及派付之上一財政年度應佔股息

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Final dividend of HK0.3 cent per share (2010: Nil)	末期股息每股0.3港仙 (二零一零年: 無)		
- to existing shareholders	— 派付予現有股東	8,059	—
- to other shareholders*	— 派付予其他股東*	450	—
		<u>8,509</u>	<u>—</u>

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

14. DIVIDENDS (Continued)

(b) Dividends attributable to previous financial year, approved and paid during the year (Continued)

Notes:

- * Subsequent to 30 September 2009, an aggregate of 575,000,000 ordinary shares were issued pursuant to the conversion of convertible notes (the "New Shares I"). The holders of the New Shares I were also entitled to the interim dividend pursuant to the relevant provisions in the Company's Bye-laws. Accordingly, an interim dividend of HK\$2,875,000 was paid to the holders of the New Shares I.

Subsequent to 30 September 2010, certain share options and convertible notes were exercised and converted and an aggregate of 153,416,000 ordinary shares (the "New Shares II") were issued. The holders of the New Shares II were also entitled to the interim dividend pursuant to the relevant provisions in the Company's Bye-laws. Accordingly, an interim dividend of HK\$460,000 was paid to the holders of the New Shares II.

Pursuant to the subscription agreement of the convertible notes, the holders of convertible notes were also entitled to an equivalent amount of final dividend per share for the year ended 31 March 2010, namely As-if dividend, in the event of any capital distribution being declared on the shares. Accordingly, final dividend of approximately HK\$450,000 was paid to the holders of convertible notes during the year ended 31 March 2011.

The directors of the Company recommend the payment of a final dividend out of the contributed surplus of the Company of HK1 cent per ordinary share, totalling HK\$29,763,000 in respect of the year ended 31 March 2011. Such a dividend is to be approved by the Company's shareholders at the upcoming Annual General Meeting. The proposed dividend has not been reflected as a dividend payable in these financial statements, but will be reflected as an appropriation of contributed surplus for the year ended 31 March 2011.

14. 股息 (續)

(b) 於年內已批准及派付之上一財政年度應佔股息 (續)

附註：

- * 於二零零九年九月三十日後，合共575,000,000股普通股因可換股票據轉換而獲發行（「第一批新股份」）。根據本公司公司細則有關條文，第一批新股份持有人亦可獲派中期股息。因此，中期股息2,875,000港元已派付予第一批新股份持有人。

於二零一零年九月三十日後，若干購股權及可換股票據獲行使及轉換，以及合共153,416,000股普通股獲發行（「第二批新股份」）。根據本公司公司細則有關條文，第二批新股份持有人亦可獲派中期股息。因此，中期股息460,000港元已派付予第二批新股份持有人。

根據可換股票據之認購協議，倘就股份宣派任何股本分派，則可換股票據持有人亦有權獲派相等於截至二零一零年三月三十一日止年度之每股末期股息之金額，即視為股息。因此，末期股息約450,000港元已於截至二零一一年三月三十一日止年度派付予可換股票據持有人。

本公司董事建議從本公司之繳入盈餘就截至二零一一年三月三十一日止年度派發每股普通股1港仙之末期股息，總額達29,763,000港元。該股息須待本公司股東於應屆股東週年大會上批准。擬派股息並無於該等財務報表上反映為應付股息，惟將會反映為截至二零一一年三月三十一日止年度之繳入盈餘撥用。

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Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

15. EARNINGS/(LOSS) PER SHARE

The calculations of basic and diluted earnings/(loss) per share are based on:

(a) Basic

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Earnings/(loss)	盈利/(虧損)		
Profit from continuing operations	持續經營業務之溢利	198,882	106,812
Result attributable to non-controlling interests from continuing operations	持續經營業務之非控股權益應佔業績	430	—
Profit attributable to equity holders of the Company from continuing operations	持續經營業務之本公司權益持有人應佔溢利	199,312	106,812
(Loss)/profit from discontinued operation	已終止經營業務之(虧損)/溢利	(16,023)	6,851
Result attributable to non-controlling interests from discontinued operation	已終止經營業務之非控股權益應佔業績	388	(647)
(Loss)/profit attributable to equity holders of the Company from discontinued operation	已終止經營業務之本公司權益持有人應佔(虧損)/溢利	(15,635)	6,204
Profit attributable to equity holders of the Company	本公司權益持有人應佔溢利	183,677	113,016
		2011 二零一一年	2010 二零一零年
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	2,823,130,463	2,186,796,687

Basic earnings/(loss) per share is calculated by dividing the profit/(loss) attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year.

15. 每股盈利/(虧損)

每股基本及攤薄盈利/(虧損)乃根據下列各項計算:

(a) 基本

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Earnings/(loss)	盈利/(虧損)		
Profit from continuing operations	持續經營業務之溢利	198,882	106,812
Result attributable to non-controlling interests from continuing operations	持續經營業務之非控股權益應佔業績	430	—
Profit attributable to equity holders of the Company from continuing operations	持續經營業務之本公司權益持有人應佔溢利	199,312	106,812
(Loss)/profit from discontinued operation	已終止經營業務之(虧損)/溢利	(16,023)	6,851
Result attributable to non-controlling interests from discontinued operation	已終止經營業務之非控股權益應佔業績	388	(647)
(Loss)/profit attributable to equity holders of the Company from discontinued operation	已終止經營業務之本公司權益持有人應佔(虧損)/溢利	(15,635)	6,204
Profit attributable to equity holders of the Company	本公司權益持有人應佔溢利	183,677	113,016
		2011 二零一一年	2010 二零一零年
Weighted average number of ordinary shares in issue	已發行普通股加權平均數	2,823,130,463	2,186,796,687

每股基本盈利/(虧損)乃根據年內本公司權益持有人應佔溢利/(虧損)除以已發行普通股加權平均數計算。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

15. EARNINGS/(LOSS) PER SHARE (Continued)

(b) Diluted

Diluted earnings/(loss) per share is calculated by dividing the adjusted profit/(loss) attributable to equity holders of the Company by the adjusted weighted average number of ordinary shares in issue during the year.

15. 每股盈利／（虧損）（續）

(b) 攤薄

每股攤薄盈利／（虧損）乃根據年內本公司權益持有人應佔經調整溢利／（虧損）除以已發行普通股經調整加權平均數計算。

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Earnings/(loss)	盈利／（虧損）		
Profit attributable to equity holders of the Company from continuing operations	持續經營業務之本公司權益持有人應佔溢利	199,312	106,812
Add: Effective interest expenses on convertible notes	加：可換股票據之實際利息開支	-	12,134
Adjusted profit attributable to equity holders of the Company from continuing operations	持續經營業務之本公司權益持有人應佔經調整溢利	199,312	118,946
(Loss)/profit attributable to equity holders of the Company from discontinued operation	已終止經營業務之本公司權益持有人應佔（虧損）／溢利	(15,635)	6,204
Adjusted profit attributable to equity holders of the Company	本公司權益持有人應佔經調整溢利	183,677	125,150
		2011 二零一一年	2010 二零一零年
Adjusted weighted average number of ordinary shares in issue	已發行普通股經調整加權平均數	2,826,453,975	2,712,865,179

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

15. EARNINGS/(LOSS) PER SHARE (Continued)

(b) Diluted (Continued)

The weighted average number of ordinary shares used in the calculation of diluted earnings/(loss) per share was calculated based on the weighted average of 2,823,130,463 ordinary shares in issue during the year ended 31 March 2011 (2010: 2,186,796,687) as used in the calculation of basic earnings/(loss) per share plus the weighted average of 3,323,512 ordinary shares deemed to be issued at no consideration as if all the outstanding share options had been exercised (2010: 526,068,492 ordinary shares deemed to be issued at no consideration as if all the Company's convertible notes had been converted).

16. DISCONTINUED OPERATION

During the year ended 31 March 2011, the Group entered into agreements to dispose of its entire interests in Jade Dynasty Multi-media Development Limited ("JDMM") and Jade Dynasty Holdings Limited ("JDH") and their respective subsidiaries, the disposals were completed on 27 April 2010 and 18 November 2010 respectively. The operation of the publications and distributions of comic books and animation development carried out by JDH and JDMM and their respective subsidiaries up to the dates of disposals was presented in the consolidated financial statements of the Group as a discontinued operation.

Details of the JDH and JDMM disposals are described in note 36.

15. 每股盈利／（虧損）（續）

(b) 攤薄（續）

用作計算每股攤薄盈利／（虧損）之普通股加權平均數乃根據用作計算每股基本盈利／（虧損）之截至二零一一年三月三十一日止年度已發行普通股加權平均數2,823,130,463股（二零一零年：2,186,796,687股），另加猶如所有未行使購股權已獲行使而被視作無償發行之普通股加權平均數3,323,512股（二零一零年：猶如本公司之所有可換股票據已獲轉換而被視作無償發行之普通股加權平均數526,068,492股）計算。

16. 已終止經營業務

於截至二零一一年三月三十一日止年度，本集團已訂立協議出售其於Jade Dynasty Multi-media Development Limited（「JDMM」）、玉皇朝控股有限公司（「玉皇朝」）及彼等各自之附屬公司之全部權益。出售事項已分別於二零一零年四月二十七日及二零一零年十一月十八日完成。玉皇朝、JDMM及彼等各自之附屬公司於截至出售日期從事之出版及發行漫畫書籍以及動畫開發業務，已於本集團之綜合財務報表呈列為已終止經營業務。

玉皇朝及JDMM出售事項之詳情於附註36載述。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

16. DISCONTINUED OPERATION (Continued)

An analysis of the results and cash flows of discontinued operation included in the consolidated statement of comprehensive income and the consolidated statement of cash flows are as follows:

16. 已終止經營業務 (續)

計入綜合全面收入報表及綜合現金流量表之已終止經營業務之業績及現金流量分析如下：

		Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
(Loss)/profit for the year from discontinued operation:	已終止經營業務之本年度 (虧損)/溢利:			
Revenue	收益	6	36,297	139,074
Cost of sales	銷售成本		(33,888)	(111,055)
Gross profit	毛利		2,409	28,019
Other income	其他收入	7	573	9,205
Selling and distribution costs	銷售及分銷成本		(1,665)	(2,991)
Administrative expenses	行政費用		(8,799)	(25,079)
Other operating expenses	其他經營費用		(4,019)	(2,099)
Operating (loss)/profit	經營 (虧損)/溢利	8	(11,501)	7,055
Finance costs	融資成本	9	(11)	–
(Loss)/profit before income tax	除所得稅前 (虧損)/溢利		(11,512)	7,055
Income tax expense	所得稅支出	10	–	(204)
(Loss)/profit for the year	本年度 (虧損)/溢利		(11,512)	6,851
Loss on disposal of subsidiaries	出售附屬公司之虧損	36	(4,511)	–
(Loss)/profit for the year from discontinued operation	已終止經營業務之本年度 (虧損)/溢利		(16,023)	6,851
Cash flows used in discontinued operation:	已終止經營業務所用現金流量:			
Net cash used in operating activities	經營業務所用現金淨額		(1,737)	(12,014)
Net cash generated from/ (used in) investing activities	投資業務所得/(所用) 現金淨額		190	(794)
Effect of foreign exchange rate changes, net	匯率變動之影響, 淨額		650	(148)
Net cash outflow	現金流出淨額		(897)	(12,956)

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、機器及設備

GROUP

本集團

		Buildings	Furniture, fixtures and equipment	Motor vehicles	Total
		樓宇	傢俬、裝置及 設備	汽車	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 April 2009	於二零零九年四月一日				
Cost	成本	–	23,965	5,879	29,844
Accumulated depreciation	累計折舊	–	(9,403)	(1,669)	(11,072)
Net carrying amount	淨賬面值	–	14,562	4,210	18,772
Year ended 31 March 2010	截至二零一零年三月 三十一日止年度				
Opening net carrying amount	年初淨賬面值	–	14,562	4,210	18,772
Exchange differences	匯兌差額	–	15	2	17
Additions	添置	447	10,292	1,208	11,947
Disposals	出售	–	(141)	(225)	(366)
Write-off	撇銷	–	(474)	–	(474)
Depreciation	折舊	–	(4,161)	(1,377)	(5,538)
Closing net carrying amount	年終淨賬面值	447	20,093	3,818	24,358
At 31 March 2010 and 1 April 2010	於二零一零年 三月三十一日及 二零一零年四月一日				
Cost	成本	447	31,737	6,747	38,931
Accumulated depreciation	累計折舊	–	(11,644)	(2,929)	(14,573)
Net carrying amount	淨賬面值	447	20,093	3,818	24,358

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

17. PROPERTY, PLANT AND EQUIPMENT

(Continued)

GROUP (Continued)

17. 物業、機器及設備 (續)

本集團 (續)

		Buildings	Furniture, fixtures and equipment	Motor vehicles	Total
		樓宇	傢俬、裝置及 設備	汽車	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Year ended	截至二零一一年三月				
31 March 2011	三十一日止年度				
Opening net	年初淨賬面值				
carrying amount		447	20,093	3,818	24,358
Exchange differences	匯兌差額	5	398	54	457
Additions	添置	-	57,085	15,493	72,578
Disposals	出售	-	-	(22)	(22)
Write-off	撇銷	-	(519)	-	(519)
Disposal of subsidiaries	出售附屬公司				
(Note 36)	(附註36)	(452)	(4,012)	(311)	(4,775)
Depreciation	折舊	-	(10,211)	(2,263)	(12,474)
Closing net carrying	年終淨賬面值				
amount		-	62,834	16,769	79,603
At 31 March 2011	於二零一一年				
	三月三十一日				
Cost	成本	-	78,446	20,533	98,979
Accumulated depreciation	累計折舊	-	(15,612)	(3,764)	(19,376)
Net carrying amount	淨賬面值	-	62,834	16,769	79,603

As at 31 March 2010, the Group's buildings were situated in the PRC and were held under medium-term lease.

於二零一零年三月三十一日，本集團之樓宇乃位於中國，並以中期租約持有。

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

18. INTERESTS IN AND BALANCES WITH SUBSIDIARIES

COMPANY

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Unlisted shares, at cost*	非上市股份·按成本*	-	150,298
Less: Allowance for impairment	減：減值準備	-	(73,298)
		-	77,000

* The aggregated investment costs in subsidiaries were less than a thousand dollar.

Balances with subsidiaries are unsecured, interest-free and repayable on demand.

Particulars of the principal subsidiaries at 31 March 2011 are as follows:

18. 附屬公司權益及附屬公司之結餘

本公司

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Unlisted shares, at cost*	非上市股份·按成本*	-	150,298
Less: Allowance for impairment	減：減值準備	-	(73,298)
		-	77,000

* 附屬公司之總投資成本少於一千元。

附屬公司之結餘為無抵押、免息及按要求償還。

於二零一一年三月三十一日之主要附屬公司之詳情如下：

Name of subsidiary 附屬公司名稱	Place/country of incorporation/ establishment 註冊成立/ 成立地點/國家	Class of capital held 所持股本類別	Nominal value of capital 股本面值	Percentage of effective interest held by the Company 本公司所持 實際權益百分比	Principal activities and place of operations 主要業務及營運地點
Carnaby Group Limited	British Virgin Islands	Ordinary share	US\$1	100%*	Investment holding, the British Virgin Islands
	英屬處女群島	普通股	1美元	100%*	投資控股·英屬處女群島
Sparkle Roll (France) Limited	British Virgin Islands	Ordinary share	US\$10,000	100%	Trading of branded watches and branded jewellery, Hong Kong
	英屬處女群島	普通股	10,000美元	100%	名牌腕錶及名牌珠寶貿易·香港

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

18. INTERESTS IN AND BALANCES WITH SUBSIDIARIES (Continued)

18. 附屬公司權益及附屬公司之結餘 (續)

COMPANY (Continued)

本公司 (續)

Name of subsidiary	Place/country of incorporation/ establishment 註冊成立/ 成立地點/國家	Class of capital held 所持股本類別	Nominal value of capital 股本面值	Percentage of effective interest held by the Company 本公司所持 實際權益百分比	Principal activities and place of operations 主要業務及營運地點
Sparkle Roll Fine Wine Limited	British Virgin Islands 英屬處女群島	Ordinary share 普通股	US\$10,000 10,000美元	100%	Trading of fine wine, Hong Kong 名酒貿易·香港
Sparkle Roll (Hong Kong) Limited 耀萊(香港)有限公司	Hong Kong 香港	Ordinary share 普通股	HK\$1 1港元	100%	Provision of management service, Hong Kong 提供管理服務·香港
Sparkle Roll International Distributions Limited 耀萊國際代理有限公司	Hong Kong 香港	Ordinary share 普通股	HK\$100 100港元	100%	Trading of branded watches, fine wines and wine futures, Hong Kong 名牌腕錶、名酒及酒花 貿易·香港
Sparkle Roll Watch & Jewelry Limited 耀萊鐘錶珠寶有限公司	Hong Kong 香港	Ordinary share 普通股	HK\$1 1港元	100%	Trading of branded watches and branded jewellery, Hong Kong 名牌腕錶及名牌珠寶 貿易·香港
Beijing Bu Lao Ke Commerce & Trading Limited † ("BLK") 北京不老客商貿有限公司(「不老客」)	The PRC 中國	Paid-up capital 繳足股本	RMB500,000** 人民幣500,000元**	100%	Provision of consultancy services, the PRC 提供顧問服務·中國

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18. INTERESTS IN AND BALANCES WITH SUBSIDIARIES (Continued)

18. 附屬公司權益及附屬公司之結餘 (續)

COMPANY (Continued)

本公司 (續)

Name of subsidiary	Place/country of incorporation/ establishment 註冊成立/ 成立地點/國家	Class of capital held 所持股本類別	Nominal value of capital 股本面值	Percentage of effective interest held by the Company 本公司所持 實際權益百分比	Principal activities and place of operations 主要業務及營運地點
Beijing De Te Motors Trading Limited † ("BJDT")	The PRC	Paid-up capital	RMB60,500,000 (2010: RMB17,770,000)	100% [^]	Trading of automobiles and related parts and accessories and provision of after-sale services, the PRC
北京德特汽車貿易有限公司 ("北京德特")	中國	繳足股本	人民幣60,500,000元 (二零一零年: 人民幣17,770,000元)	100% [^]	汽車及相關零件及配件貿易以及提供售後服務, 中國
Beijing Mei He Zhen Yong Motors Trading Limited † ("BJMH")	The PRC	Paid-up capital	RMB49,000,000 (2010: RMB20,000,000)	100% [^]	Trading of automobiles and related parts and accessories and provision of after-sale services, the PRC
北京美合振永汽車貿易有限公司 ("北京美合")	中國	繳足股本	人民幣49,000,000元 (二零一零年: 人民幣20,000,000元)	100% [^]	汽車及相關零件及配件貿易以及提供售後服務, 中國
Dalian Bo Yi Motors Trading Limited†	The PRC	Paid up Capital	RMB10,000,000	51%	Trading of automobiles and related parts and accessories and provision of after-sale services, the PRC
大連博意汽車貿易有限公司	中國	繳足股本	人民幣10,000,000元	51%	汽車及相關零件及配件貿易以及提供售後服務, 中國

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18. INTERESTS IN AND BALANCES WITH SUBSIDIARIES (Continued)

18. 附屬公司權益及附屬公司之結餘 (續)

COMPANY (Continued)

本公司 (續)

Name of subsidiary	Place/country of incorporation/ establishment 註冊成立/ 成立地點/國家	Class of capital held 所持股本類別	Nominal value of capital 股本面值	Percentage of effective interest held by the Company 本公司所持 實際權益百分比	Principal activities and place of operations 主要業務及營運地點
Richmile (Shanghai) Commerce & Trading Limited †	The PRC	Paid-up capital	HK\$1,000,000	100%	Trading of branded watches and branded jewellery, Hong Kong
瑞麥(上海)商貿有限公司	中國	繳足股本	1,000,000港元	100%	名牌腕錶及名牌珠寶貿易·香港
Sparkle Roll Aerial Advertising Multi-media Limited (formerly known as Hui De Ding Feng Investment Consultant (Beijing) Limited) †	The PRC	Paid-up capital	RMB49,500,000 (2010: RMB3,000,000)	100%	Provision of marketing and advertising services, the PRC
北京耀萊空中廣告傳媒有限公司 (前稱: 滙德鼎豐投資顧問(北京)有限公司)	中國	繳足股本	人民幣49,500,000元 (二零一零年: 人民幣3,000,000元)	100%	提供市場及廣告服務·中國
Sparkle Roll Oriental (Beijing) Trading Development Limited †	The PRC	Paid-up capital	HK\$40,000,000 (2010: HK\$10,000,000)	100%	Trading of branded watches, banded jewellery and fine wine, the PRC
耀萊東方(北京)貿易發展有限公司	中國	繳足股本	40,000,000港元 (二零一零年: 10,000,000港元)	100%	名牌腕錶·名牌珠寶及名酒貿易·中國
Sparkle Roll Xin Jing Jie Public Relation Planning Limited † ("XJJ")	The PRC	Paid-up capital	RMB32,600,000* (2010: RMB100,000)	100%	Provision of public relation and marketing services, the PRC
北京耀萊新境界公關策劃有限公司 (「新境界」)	中國	繳足股本	人民幣32,600,000元* (二零一零年: 人民幣100,000元)	100%	提供公關策劃及市場服務·中國

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18. INTERESTS IN AND BALANCES WITH SUBSIDIARIES (Continued)

18. 附屬公司權益及附屬公司之結餘 (續)

COMPANY (Continued)

本公司 (續)

Name of subsidiary	Place/country of incorporation/ establishment 註冊成立/ 成立地點/國家	Class of capital held 所持股本類別	Nominal value of capital 股本面值	Percentage of effective interest held by the Company 本公司所持 實際權益百分比	Principal activities and place of operations 主要業務及營運地點
Sparkle Roll Xin Tian Di Commerce Development Limited †	The PRC	Paid-up capital	RMB49,000,000 (2010: RMB10,000,000)	100%	Trading of branded watches, branded jewellery and fine wine, the PRC
北京羅萊新天地商業發展有限公司	中國	繳足股本	人民幣49,000,000元 (二零一零年: 人民幣10,000,000元)	100%	名牌腕錶、名牌珠寶及名酒貿易·中國
Tianjin Heng Ying Tai Fu Trading Development Limited†	The PRC	Paid up Capital	RMB2,000,000	100%	Trading of automobiles and related parts and accessories and provision of after-sale services, the PRC
天津恒盈泰富貿易發展有限公司	中國	繳足股本	人民幣2,000,000元	100%	汽車及相關零件及配件貿易以及提供售後服務·中國
Tianjin Xin Chang Tai Fu Trading Development Limited†	The PRC	Paid up Capital	RMB20,000,000 (2010: RMB10,000,000)	100%	Trading of automobiles and related parts and accessories and provision of after-sale services, the PRC
天津信昌泰富貿易發展有限公司	中國	繳足股本	人民幣20,000,000元 (二零一零年: 人民幣 10,000,000元)	100%	汽車及相關零件及配件貿易以及提供售後服務·中國

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

18. INTERESTS IN AND BALANCES WITH SUBSIDIARIES (Continued)

COMPANY (Continued)

- † Unofficial name for translation purpose only
- * Other than this subsidiary which is directly held by the Company, all other subsidiaries are indirectly held by the Company.
- # As at 20 May 2011, the paid-up capital of XJJ has been increased from RMB32,600,000 to RMB49,700,000.
- ## As at 13 May 2011, BLK has changed its name to Sparkle Roll Xin Hang Xiang International Transportation Agency Limited 北京耀萊新航向國際貨運代理有限公司. As at 30 May 2011, the paid-up capital has been increased from RMB500,000 to RMB15,000,000.
- ^ The Group has appointed nominees as the registered owners of these companies or their holding companies. The Group has entered into contractual agreements to obtain the controls over the entire business operations and is entitled to all profits of and assume the risk of these companies.

The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company, 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 of the Company, result in particulars of excessive length.

18. 附屬公司權益及附屬公司之結餘 (續)

本公司 (續)

- † 為非正式名稱，僅為翻譯用途載列
- * 僅此附屬公司由本公司直接持有。所有其他附屬公司均由本公司間接持有。
- # 於二零一一年五月二十日，新境界之繳足股本已由人民幣32,600,000元增加至人民幣49,700,000元。
- ## 於二零一一年五月十三日，不老客已更名為北京耀萊新航向國際貨運代理有限公司。於二零一一年五月三十日，其繳足股本已由人民幣500,000元增加至人民幣15,000,000元。
- ^ 本集團已委任代名人為該等公司註冊擁有人或其控股公司。本集團已訂立合約協議，以控制該等公司之全部業務經營，且有權享有其所有溢利以及承擔該等公司之風險。

上表載列本公司董事認為主要影響本年度業績或構成本集團資產淨值重要部份之本公司附屬公司。本公司董事認為，若提供其他附屬公司之詳情，將令資料過於冗長。

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

19. GOODWILL

GROUP

The main changes in the carrying amount of goodwill result from acquisition of subsidiaries as well as impairment of previously recognised goodwill. The net carrying amount of goodwill can be analysed as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
At beginning of the year	於年初		
Gross carrying amount	總賬面值	724,580	724,580
Accumulated impairment	累計減值	(127,246)	(127,246)
Net carrying amount	淨賬面值	597,334	597,334
Year ended 31 March	截至三月三十一日止年度		
Opening net carrying amount	年初之淨賬面值	597,334	597,334
Disposal of subsidiaries (Note 36)	出售附屬公司(附註36)	(16,655)	-
Closing net carrying amount	年終之淨賬面值	580,679	597,334
At end of the year	於年終		
Gross carrying amount	總賬面值	580,679	724,580
Accumulated impairment	累計減值	-	(127,246)
Net carrying amount	淨賬面值	580,679	597,334

19. 商譽

本集團

商譽之賬面值主要變動源自收購附屬公司及之前已確認商譽之減值。商譽之淨賬面值可分析如下：

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Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

19. GOODWILL (Continued)

GROUP (Continued)

The carrying amount of goodwill, net of any allowance for impairment, is allocated to the following cash-generating units ("CGU"):

Comics and animations development	漫畫及動畫開發
Trading of automobiles and related parts and accessories and provision of after-sale services	汽車及相關零件及配件貿易以及提供售後服務
Net carrying amount at end of the year	年終之淨賬面值

The recoverable amount for the CGU of the comics and animations development business as at 31 March 2010 was determined based on the fair value less cost to sell of the business with the fair value as the price agreed in a sale and purchase agreement dated 11 March 2010. The details of the agreement are disclosed in note 36(a).

The recoverable amounts for the CGU of the business of trading of automobiles and related parts and accessories and provision of after-sale services as at 31 March 2010 and 2011 were determined based on value-in-use calculations, covering a detailed five-year plan, followed by an extrapolation of expected cash flows at the growth rates below. The growth rates reflect the long-term estimated average growth rates for the product lines of the CGU.

19. 商譽 (續)

本集團 (續)

商譽之賬面值於扣除任何減值準備後分配至下列現金產生單位(「現金產生單位」):

	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Comics and animations development	-	16,655
Trading of automobiles and related parts and accessories and provision of after-sale services	580,679	580,679
Net carrying amount at end of the year	580,679	597,334

於二零一零年三月三十一日漫畫及動畫開發業務現金產生單位之可收回金額乃按該業務之公允值減出售成本釐定，而公允值乃日期為二零一零年三月十一日之買賣協議所協定價格。協議詳情於附註36(a)披露。

於二零一零年及二零一一年三月三十一日汽車及相關零件及配件貿易以及提供售後服務業務現金產生單位之可收回金額乃以使用價值計算法釐定，涵蓋詳盡之五年計劃，並依循按下列增長率推斷之預期現金流量。有關增長率反映現金產生單位產品線之長遠估計平均增長率。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

19. GOODWILL (Continued)

GROUP (Continued)

The key assumptions for the value-in-use calculations are:

Growth rates	增長率
Discount rates	貼現率

The key assumptions have been determined based on past performance and its expectations for the market's share after taking into consideration published market forecast and research. The weighted average growth rates used are consistent with the forecasts included in industry reports. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments.

Apart from the considerations described in determining the value-in-use of the CGU above, the Group's management is not currently aware of any other probable changes that would necessitate changes in its key estimates.

19. 商譽 (續)

本集團 (續)

使用價值計算法之主要假設如下：

	2011 二零一一年	2010 二零一零年
	20%	15%
	15%	15%

主要假設乃根據過往表現，以及經參考已公佈市場預測及研究之市場份額預測後釐定。所採用之加權平均增長率與業內報告所載之預測一致。所採用之貼現率乃屬稅前性質，並反映相關分部之特定風險。

除釐定上述現金產生單位之使用價值時所述之考慮因素外，本集團管理層現時並不知悉任何其他可能導致對主要估計事項作出必要變動之變動。

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

20. OTHER INTANGIBLE ASSETS

20. 其他無形資產

GROUP

本集團

		Copyrights	Trademarks	Total
		版權	商標	合計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 1 April 2009	於二零零九年四月一日			
Gross carrying amount	總賬面值	16,506	5,952	22,458
Accumulated amortisation	累計攤銷	(6,861)	(934)	(7,795)
Accumulated allowance for impairment	累計減值準備	(4,885)	-	(4,885)
Net carrying amount	淨賬面值	<u>4,760</u>	<u>5,018</u>	<u>9,778</u>
Year ended 31 March 2010	截至二零一零年 三月三十一日止年度			
Opening net carrying amount	年初淨賬面值	4,760	5,018	9,778
Additions	添置	-	1,800	1,800
Amortisation charges	攤銷支出	(4,760)	(1,364)	(6,124)
Closing net carrying amount	年終淨賬面值	<u>-</u>	<u>5,454</u>	<u>5,454</u>
At 31 March 2010 and 1 April 2010	於二零一零年 三月三十一日及 二零一零年四月一日			
Gross carrying amount	總賬面值	16,506	7,752	24,258
Accumulated amortisation	累計攤銷	(11,621)	(2,298)	(13,919)
Accumulated allowance for impairment	累計減值準備	(4,885)	-	(4,885)
Net carrying amount	淨賬面值	<u>-</u>	<u>5,454</u>	<u>5,454</u>

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

20. OTHER INTANGIBLE ASSETS (Continued)

20. 其他無形資產 (續)

GROUP (Continued)

本集團 (續)

		Copyrights 版權 HK\$'000 千港元	Trademarks 商標 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Year ended	截至二零一一年			
31 March 2011	三月三十一日止年度			
Opening net carrying amount	年初淨賬面值	-	5,454	5,454
Amortisation charges	攤銷支出	-	(1,537)	(1,537)
Closing net carrying amount	年終淨賬面值	-	3,917	3,917
At 31 March 2011	於二零一一年			
	三月三十一日			
Gross carrying amount	總賬面值	-	7,601	7,601
Accumulated amortisation	累計攤銷	-	(3,684)	(3,684)
Net carrying amount	淨賬面值	-	3,917	3,917

21. INVENTORIES

21. 存貨

GROUP

本集團

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Raw materials and consumables	原材料及消耗品	10,623	7,717
Work-in-progress	在製品	-	21,658
Merchandised goods	商品	342,846	102,046
		353,469	131,421

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22. FILM RIGHTS

GROUP

The film rights represent production and direct costs of completed animations less amortisation. No allowance for impairment was made during the years ended 31 March 2010 and 2011.

23. TRADE RECEIVABLES

GROUP

Trade receivables	應收貿易款項
Less: Allowance for impairment of trade receivables	減：應收貿易款項減值準備
Trade receivables – net	應收貿易款項淨額

An ageing analysis of trade receivables as at the reporting date, based on the invoice dates, and net of impairment losses, is as follows:

0 – 30 days	0至30日
31 – 60 days	31至60日
61 – 90 days	61至90日
Over 90 days	超過90日

22. 影片版權

本集團

影片版權指已製作動畫之製作及直接成本減攤銷。截至二零一零年及二零一一年三月三十一日止年度並無作出減值準備。

23. 應收貿易款項

本集團

	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Trade receivables	90,625	88,888
Less: Allowance for impairment of trade receivables	–	(1,625)
Trade receivables – net	90,625	87,263

基於發票日期及扣除減值虧損後之應收貿易款項於報告日之賬齡分析如下：

	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
0 – 30 days	58,785	71,749
31 – 60 days	30,513	8,622
61 – 90 days	273	550
Over 90 days	1,054	6,342
	90,625	87,263

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

23. TRADE RECEIVABLES (Continued)

GROUP (Continued)

The Group's sales to its customers are mainly on credit. Except as detailed below, the credit period is generally for a period of 30 days to 90 days for general customers. The Group is also entering into certain specific repayment schedules for sales to certain major customers for the terms not more than one year. The Group seeks to maintain strict control over its outstanding trade receivables and has a credit control policy to minimise credit risk. Overdue balances are reviewed regularly by the management.

On 14 April 2009, the Group had entered into an agreement with one of the major customers that approximately HK\$4,933,000 of the trade debts due from this customer at 31 March 2009 is to be settled by 22 installments. The balance of approximately HK\$2,458,000 has been included in trade receivables as at 31 March 2010 and the remaining balance was derecognised upon disposal of subsidiaries.

The directors of the Company consider that the fair value of the remaining trade receivables which are expected to be recovered within one year is not materially different from their carrying amounts because these balances have short maturity periods on their inception.

The carrying amounts of the trade receivables are denominated in the following currencies:

Renminbi ("RMB")	人民幣(「人民幣」)
HK\$	港元
United States dollars ("US\$")	美元(「美元」)

23. 應收貿易款項 (續)

本集團 (續)

本集團主要以信貸方式與客戶進行交易。除下文詳述者外，一般客戶之信貸期一般為30日至90日。本集團亦就與若干主要客戶進行交易訂立若干特定還款時間表，還款期不超過一年。本集團尋求對其未收回應收貿易款項實行嚴格監控，以及制定信貸監控政策以減少信貸風險。管理層定期審閱逾期結餘。

於二零零九年四月十四日，本集團與其一名主要客戶訂立一份協議，據此，該客戶於二零零九年三月三十一日之貿易欠款約4,933,000港元將以22期分期付款清償。結餘約2,458,000港元已計入於二零一零年三月三十一日之應收貿易款項，而餘下結餘已於出售附屬公司時解除確認。

本公司董事認為，由於餘下應收貿易款項(預期於一年內收回)由開始入賬時起短期內到期，故該等款項之公允值與其賬面值並無重大差異。

應收貿易款項之賬面值以下列貨幣計值：

	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Renminbi ("RMB")	43,125	20,308
HK\$	47,500	36,129
United States dollars ("US\$")	-	30,826
	90,625	87,263

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

23. TRADE RECEIVABLES (Continued)

GROUP (Continued)

The movement in the allowance for impairment of trade receivables is as follows:

Balance at beginning of the year	年初結餘	1,625	–
Allowance for impairment recognised during the year	已於年內確認之減值準備	3,500	1,625
Derecognised upon disposal of subsidiaries	出售附屬公司後解除確認	(5,125)	–
Balance at end of the year	年終結餘	–	1,625

At each reporting date, the Group reviews receivables for evidence of impairment on both an individual and collective basis. During the year ended 31 March 2011, trade receivables of HK\$3,500,000 (2010: HK\$1,625,000) were determined as individually impaired. The impaired trade receivables are due from customers experiencing financial difficulties that were in default or delinquency of payments.

The ageing analysis of the Group's trade receivables that are not impaired is as follows:

Neither past due nor impaired	未逾期亦未減值	65,834	65,258
Not more than 1 year past due	逾期未超過一年	24,791	22,005
Balance at end of the year	年終結餘	90,625	87,263

Trade receivables that were neither past due nor impaired related to certain customers from whom there was no recent history of default.

23. 應收貿易款項 (續)

本集團 (續)

應收貿易款項減值準備變動如下:

	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Balance at beginning of the year	1,625	–
Allowance for impairment recognised during the year	3,500	1,625
Derecognised upon disposal of subsidiaries	(5,125)	–
Balance at end of the year	–	1,625

於各報告日，本集團同時按個別及集體基準審閱應收款項有否出現減值證據。於截至二零一一年三月三十一日止年度，本集團釐定應收貿易款項3,500,000港元（二零一零年：1,625,000港元）已個別減值。已減值應收貿易款項為面對財政困難之客戶欠款，有關款項被逾期欠付或拖欠還款。

本集團未減值應收貿易款項之賬齡分析如下：

	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Neither past due nor impaired	65,834	65,258
Not more than 1 year past due	24,791	22,005
Balance at end of the year	90,625	87,263

並未逾期且未減值之應收貿易款項乃源自若干近來並無違約記錄之客戶。

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23. TRADE RECEIVABLES (Continued)

GROUP (Continued)

Trade receivables that were past due but not impaired related to independent customers that had a good track record with the Group. Based on the past credit history, management believed that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances were considered fully recoverable. The Group did not hold any collateral in respect of trade receivables past due but not impaired.

24. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

GROUP AND COMPANY

		Group 本集團		Company 本公司	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Deposits	按金	25,146	10,655	-	-
Prepayments	預繳款項	203,012	84,811	-	74
Other receivables	其他應收款項	109,568	43,105	-	-
		337,726	138,571	-	74

A receivable of approximately HK\$58,000,000 (2010: Nil) from a counterparty included in other receivables is repayable under a repayment schedule by instalment within one year in connection with the disposal of the Group's financial assets at fair value through profit or loss.

The directors of the Company consider that the fair values of the other receivables which are expected to be recovered within one year are not materially different from their carrying amounts because these balances have short maturity periods on their inception.

23. 應收貿易款項 (續)

本集團 (續)

已逾期但未減值之應收貿易款項乃源自與本集團有良好過往記錄之獨立客戶。根據過往信貸記錄，管理層相信，由於信貸質素並無出現重大變動，有關結餘被視為可全數收回，故毋須就此等結餘作出減值準備。本集團並無就已逾期但未減值之應收貿易款項持有任何抵押品。

24. 按金、預繳款項及其他應收款項

本集團及本公司

其他應收款項中包括應收一名對手方款項約58,000,000港元(二零一零年：無)，須就出售本集團按公允值於損益表列賬之金融資產於一年內按還款時間表分期償還。

本公司董事認為，由於其他應收款項(預期可於一年內收回)之結餘由開始入賬時起短期內到期，故該等款項之公允值與其賬面值並無重大差異。

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25. AMOUNT DUE FROM A RELATED COMPANY

GROUP

Beijing Heng Yu Da Ye investment Limited † (Note (a)) 北京恒宇大業投資有限公司 (附註(a))

Note:

- (a) The related company was a company in which Mr. Qi Jian Hong ("Mr. Qi"), a substantial shareholder of the Company, has beneficial interests. The amount due was unsecured, interest-free and repayable on demand.

† Unofficial name for translation purpose only

The directors of the Company consider that the fair value of the amount due from a related company which is expected to be recovered within one year is not materially different from its carrying amount because these balances have short maturity periods on their inception.

25. 應收一間關連公司款項

本集團

2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
-	3,825
-	3,825

附註：

- (a) 該關連公司為由本公司主要股東基建虹先生(「基先生」)擁有實益權益之公司。該應收款項為無抵押、免息及按要求償還。

† 為非正式名稱，僅為翻譯用途載列

本公司董事認為，由於應收一間關連公司款項(預期可於一年內收回)之結餘由開始入賬時起短期內到期，故該款項之公允值與其賬面值並無重大差異。

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Notes to the Financial Statements

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26. PLEDGED BANK DEPOSITS AND CASH AT BANKS AND IN HAND

GROUP AND COMPANY

Cash at banks earns interest at floating rates based on daily bank deposit rates. Certain of the Group's and the Company's bank deposits have been pledged to secure general banking facilities granted to the Group (Note 30). As at 31 March 2011, the deposits bore interest rates ranging from 0.01% to 2.75% per annum (2010: 0.01% to 0.05% per annum) which are closed to the market interest rates. The pledged bank deposits will be released upon the settlement of the relevant bank borrowings.

The directors of the Company considered that the fair value of the pledged bank deposits is not materially different from their carrying amount because of the short maturity period on their inception and the bearing of market interest rates.

Included in cash at banks and in hand of the Group is approximately HK\$133,062,000 (2010: HK\$117,853,000) of bank balances denominated in RMB and is placed with banks in the PRC. RMB is not a freely convertible currency. Under the PRC's Foreign Exchange Control Regulations and Administration of Settlement and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for foreign currencies through banks that are authorised to conduct foreign exchange business.

26. 已抵押銀行存款以及銀行及手頭現金

本集團及本公司

銀行結餘之利息乃按每日銀行存款利率以浮息計算。本集團及本公司若干銀行存款已作抵押，以取得本集團獲授之一般銀行融資（附註30）。於二零一一年三月三十一日，存款以年利率介乎0.01%至2.75%（二零一零年：年利率0.01%至0.05%）計息，貼近市場利率。已抵押銀行存款將於償付有關銀行借貸後解除。

本公司董事認為，由於已抵押銀行存款由開始存入時起短期內到期，並按市場利率計息，故該等款項之公允值與其賬面值並無重大差異。

本集團之銀行及手頭現金包括約133,062,000港元（二零一零年：117,853,000港元）之銀行結餘，乃以人民幣計值，並存於中國之銀行內。人民幣不可自由兌換為其他貨幣。根據中國之外匯管理條例及結匯、售匯及付匯管理規定，本集團獲准於經授權經營外匯兌換業務之銀行將人民幣兌換為其他貨幣。

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

27. TRADE PAYABLES

GROUP

The following is an ageing analysis of trade payables as at the reporting date:

0 – 30 days	0至30日
31 – 60 days	31至60日
61 – 90 days	61至90日
Over 90 days	超過90日

All amounts are short-term and hence the carrying values are considered to be a reasonable approximation of fair value.

27. 應付貿易款項

本集團

應付貿易款項於報告日之賬齡分析如下：

	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
	12,248	7,312
	1,246	7,567
	80	2,280
	1,864	3,645
	15,438	20,804

所有款項均屬短期性質，因此，有關賬面值被視為合理地與公允值相若。

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28. RECEIPTS IN ADVANCE, ACCRUED CHARGES AND OTHER PAYABLES

28. 預收款項、應計費用及其他應付款項

GROUP AND COMPANY

本集團及本公司

		Group 本集團		Company 本公司	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Current portion:	流動部份：				
Receipts in advance	預收款項	249,994	143,186	-	-
Accrued charges	應計費用	6,790	6,043	1,418	150
Other payables	其他應付款項	50,638	28,563	-	-
		307,422	177,792	1,418	150
Non-current portion:	非流動部份：				
Receipt in advance (Note (a))	預收款項(附註(a))	-	1,309	-	-
Other payables (Note (b))	其他應付款項 (附註(b))	3,666	3,900	-	-
		3,666	5,209	-	-

The carrying amounts of current portion of accrued charges and other payables are short-term and hence their carrying value are considered to be a reasonable approximation of fair value.

應計費用及其他應付款項之流動部份之賬面值屬短期性質，因此，有關賬面值被視為合理地與公允值相若。

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28. RECEIPTS IN ADVANCE, ACCRUED CHARGES AND OTHER PAYABLES (Continued)

GROUP AND COMPANY (Continued)

Notes:

- (a) Pursuant to the investment agreement entered into between the Nanjing Hongying and 南京高新技術產業開發區管理委員會, the Group was entitled to receive government grants based on 15% of paid-up capital of Nanjing Hongying within 3 years from the date of its establishment. The grants are to be used in the business development of Nanjing Hongying. Pursuant to the agreement, the Nanjing Hongying's operating tenure should be not less than 15 years during which the principal place of business should be retained in 南京高新技術產業開發區. The government grants received are amortised over 15 years accordingly and they have remaining amortisation period of 12 years as at 31 March 2010.
- (b) The Group enjoys a rent free period on leasing of office premises and showrooms ranging from 3 to 10 years (2010: 3 to 5 years). This lease incentive received is recognised in profit or loss as an integral part of the aggregate net lease payments.

28. 預收款項、應計費用及其他應付款項 (續)

本集團及本公司 (續)

附註：

- (a) 根據南京鴻鷹與南京高新技術產業開發區管理委員會訂立之投資協議，本集團有權收取按南京鴻鷹繳足資本15%計算之政府補助，由南京鴻鷹成立日期起計為期三年。該補助乃用於南京鴻鷹之業務發展。根據該協議，南京鴻鷹之經營年期應不少於十五年，期間其主要營業地點須留於南京高新技術產業開發區。因此，所收取之政府補助按15年攤銷，而於二零一零年三月三十一日之餘下攤銷期為12年。
- (b) 本集團就租賃辦公室物業及展廳有介乎3至10年（二零一零年：3至5年）之免租期。此項已收取之租賃獎勵乃於損益確認為租賃淨款項總額之組成部份。

29. AMOUNTS DUE TO RELATED PARTIES

GROUP

Mr. Qi	綦先生
Beijing Heng Yu Da Ye investment Limited † (Note (a))	北京恒宇大業投資有限公司 (附註(a))
Amount due to a related party (Note (b))	應付一名關連人士款項 (附註(b))

29. 應付關連人士款項

本集團

	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
	4,763	-
	41,685	-
	-	136
	46,448	136

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29. AMOUNTS DUE TO RELATED PARTIES

(Continued)

GROUP (Continued)

Note:

- (a) The related company is a company in which Mr. Qi has beneficial interests.
- (b) The related party is a relative to Mr. Tong, an executive director of the Company.

† Unofficial name for translation purpose only

Amounts due are unsecured, interest-free and repayable on demand. All amounts are short-term and hence the carrying values are considered to be a reasonable approximation of fair value.

30. BORROWINGS

GROUP

	本年度
Current	
Bank loans, secured	銀行貸款(有抵押)
Bank loans, unsecured	銀行貸款(無抵押)

29. 應付關連人士款項 (續)

本集團 (續)

附註:

- (a) 該關連公司為綦先生擁有實益權益之公司。
- (b) 該關連人士為本公司執行董事唐先生之親屬。

† 為非正式名稱，僅為翻譯用途載列

應付款項為無抵押、免息及按要求償還。所有款項均屬短期性質，因此，有關賬面值被視為合理地與公允值相若。

30. 借貸

本集團

	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Current		
Bank loans, secured	53,665	11,923
Bank loans, unsecured	-	5,740
	53,665	17,663

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30. BORROWINGS (Continued)

GROUP (Continued)

The effective interest rates (which are also equal to contracted interest rates) on the Group's borrowings are:

Bank loans, secured 銀行貸款 (有抵押)

Bank loans, unsecured 銀行貸款 (無抵押)

As at 31 March 2010 and 2011, certain bank deposits of the Group and of the Company were pledged to banks to secure general banking facilities granted to the Group (Note 26).

The bank loans were also secured by corporate guarantees executed by the Company and certain subsidiaries during the year ended 31 March 2011 (2010: by the Company and a subsidiary).

30. 借貸 (續)

本集團 (續)

本集團借貸之實際利率 (亦等同訂約利率) 為:

	2011 二零一一年	2010 二零一零年
Bank loans, secured 銀行貸款 (有抵押)	HIBOR + 1.5% to HIBOR + 2.25% per annum, LIBOR + 1.25% to LIBOR + 2.25% per annum and 6.96% per annum 香港銀行 同業拆息率 +年利率1.5%至 香港銀行 同業拆息率 +年利率2.25%、 倫敦銀行 同業拆息率 +年利率1.25%至 倫敦銀行 同業拆息率 +年利率2.25% 以及年利率6.96%	HIBOR + 1% to HIBOR + 2.25% per annum and LIBOR + 1% to LIBOR + 2.5% per annum 香港銀行 同業拆息率 +年利率1%至 香港銀行 同業拆息率 +年利率2.25% 以及倫敦銀行 同業拆息率 +年利率1%至 倫敦銀行 同業拆息率 +年利率2.5%
Bank loans, unsecured 銀行貸款 (無抵押)	-	1.48% per annum 年利率1.48%

於二零一零年及二零一一年三月三十一日，本集團及本公司若干銀行存款已抵押予銀行，以為本集團獲授之一般銀行融資作抵押 (附註26)。

於截至二零一一年三月三十一日止年度，銀行貸款亦由本公司及若干附屬公司 (二零一零年：由本公司及一間附屬公司) 簽立之企業擔保作抵押。

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30. BORROWINGS (Continued)

GROUP (Continued)

As at 31 March 2011, certain equity interest of a subsidiary in the PRC was pledged to banks to secure general banking facilities granted to the Group (2010: Nil).

The carrying values of current borrowings are considered to be a reasonable approximation of fair values due to their short-term maturities.

The carrying amounts of the borrowings are denominated in the following currencies:

30. 借貸 (續)

本集團 (續)

於二零一一年三月三十一日，一間中國附屬公司之若干股本權益亦已抵押予銀行，以為本集團獲授之一般銀行融資作抵押（二零一零年：無）。

由於即期借貸於短期內到期，故其賬面值被視為合理地與公允值相若。

借貸之賬面值乃以下列貨幣計值：

		2011	2010
		二零一一年	二零一零年
		HK\$'000	HK\$'000
		千港元	千港元
HK\$	港元	26,164	8,724
RMB	人民幣	23,256	–
European Euros (“Euro”)	歐元（「歐元」）	1,990	5,740
Swiss France (“SF”)	瑞士法郎（「瑞士法郎」）	2,255	3,199
		53,665	17,663

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31. CONVERTIBLE NOTES

GROUP AND COMPANY

The Company had two types of convertible notes. Convertible notes of the Company were issued on 26 June 2008 (the "Type I CN") upon completion of the acquisition of the exclusive entitlements to all of the economic benefits derived from the distributorships of Bentley cars, Lamborghini cars and Rolls-Royce cars and rights to control, manage and operate BJMH and BJDT. The Type I CN is convertible into 1,200,000,000 ordinary shares of the Company at a price of HK\$0.22 (subject to pro-rata adjustments on capital structure changes), 4% per annum interest-bearing and matured on 26 June 2010. During the year ended 31 March 2010, the Type I CN at the remaining principal amount of HK\$198,000,000 was converted into 900,000,000 ordinary shares of the Company (Note 34). The Type I CN had been fully converted into the Company's shares in prior years.

Convertible notes of the Company were issued on 26 January 2010 (the "Issue Date") (the "Type II CN") for general fund raising purpose. The Type II CN are convertible into 150,000,000 ordinary shares of the Company at a price of HK\$0.55 (subject to pro-rata adjustments on capital structure changes), interest-free and will be matured on 26 January 2015 (the "Type II CN Maturity Date"). The principal terms of the Type II CN were as follows:

- (a) The outstanding principal amount of the Type II CN might be converted at the option of the Noteholders (as defined below) in whole or in part into ordinary shares of HK\$0.002 each in the Company at any time on or after 1 April 2010 up to the Type II CN Maturity Date.

31. 可換股票據

本集團及本公司

本公司曾有兩類可換股票據。本公司於二零零八年六月二十六日，在完成收購賓利汽車、蘭博基尼汽車及勞斯萊斯汽車之分銷權所產生之全部經濟利益之獨家權利，以及北京美合及北京德特之控制權、管理權及經營權時發行可換股票據（「第一類可換股票據」）。第一類可換股票據可按0.22港元（可就資本架構變動按比例調整）之價格兌換為1,200,000,000股本公司普通股，按年利率4厘計息，並於二零一零年六月二十六日到期。於截至二零一零年三月三十一日止年度，本金餘額為198,000,000港元之第一類可換股票據獲兌換為900,000,000股本公司普通股（附註34）。第一類可換股票據已於過往年度悉數轉換為本公司股份。

本公司為進行一般集資而於二零一零年一月二十六日（「發行日期」）發行可換股票據（「第二類可換股票據」）。第二類可換股票據可按0.55港元（可就資本架構變動按比例調整）之價格兌換為150,000,000股本公司普通股，並不計息，並將於二零一五年一月二十六日（「第二類可換股票據到期日」）到期。第二類可換股票據之主要條款如下：

- (a) 第二類可換股票據之未償還本金額可於二零一零年四月一日或之後直至第二類可換股票據到期日，隨時按票據持有人（定義見下文）選擇全部或部份兌換為本公司每股面值0.002港元之普通股。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

31. CONVERTIBLE NOTES (Continued)

GROUP AND COMPANY (Continued)

- (b) The Noteholders might early redeem all or part of the Type II CN on the third anniversary from the Issue Date and thereafter at the redemption amount equal to their outstanding principal amount plus a premium of 10% per annum of outstanding principal amount from the Issue Date.
- (c) The Company might redeem all of the Type II CN on the third anniversary from the Issue Date and thereafter at the redemption amount equal to their outstanding principal amount plus a premium of 10% per annum of outstanding principal amount from the Issue Date.
- (d) Unless previously converted or redeemed, the Company will redeem the Type II CN on the Type II CN Maturity Date at the redemption amount equal to their outstanding principal amount plus a premium of 10% per annum of outstanding principal amount from the Issue Date.

The fair value of the liability component of the Type II CN was calculated using a market interest rate for an equivalent instrument containing similar non-equity derivative features and without the equity conversion feature. The fair value of the liability component of the Type II CN at the Issue Date amounted to approximately HK\$63,175,000. The fair value is calculated using discounted cash flow method at a rate of 16.03%. Details of the fair value of the non-equity derivatives have been disclosed in note 32. The residual amount of HK\$1,443,000 of the Type II CN, which is calculated by deducting the liability component of HK\$63,175,000 and non-equity derivatives of HK\$17,882,000 (Note 32) from the principal amount of HK\$82,500,000, represented the value of the equity conversion component and is included in capital reserve in the owners' equity for the year ended 31 March 2010.

31. 可換股票據 (續)

本集團及本公司 (續)

- (b) 票據持有人可於發行日期之第三週年屆滿之日及其後提早贖回全部或部份第二類可換股票據，贖回金額相等於未償還本金額加未償還本金額由發行日期起計每年10%之溢價。
- (c) 本公司可於發行日期之第三週年屆滿之日及其後贖回所有第二類可換股票據，贖回金額相等於未償還本金額加未償還本金額由發行日期起計每年10%之溢價。
- (d) 除非先前已獲兌換或贖回，否則本公司將於第二類可換股票據到期日贖回第二類可換股票據，贖回金額相等於未償還本金額加未償還本金額由發行日期起計每年10%之溢價。

第二類可換股票據負債部份之公允值乃使用不具有股本兌換特點而具有相似非股本衍生工具特點之相等工具適用之市場利率計算。第二類可換股票據負債部份於發行日期之公允值約為63,175,000港元。公允值乃使用折現現金流量法按折現率16.03%計算。非股本衍生工具公允值之詳情於附註32披露。第二類可換股票據之剩餘金額1,443,000港元乃按本金額82,500,000港元扣除負債部份63,175,000港元及非股本衍生工具17,882,000港元(附註32)計算，相當於權益兌換部份之價值，並計入截至二零一零年三月三十一日止年度擁有人權益內之資本儲備。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

31. CONVERTIBLE NOTES (Continued)

GROUP AND COMPANY (Continued)

The liability components of the convertible notes recognised in the consolidated statements of financial position and the Company's statement of financial position are calculated as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Balance at beginning of the year	年初結餘	64,951	183,668
Issuance of the convertible notes	發行可換股票據	-	63,175
Conversion to shares of the Company	兌換為本公司股份	(71,046)	(188,837)
Effective interest expenses for the year (Note 9)	年內實際利息開支(附註9)	6,095	12,134
Over-provision of effective interest expenses in prior years (Note 9)	過往年度實際利息開支之 超額撥備(附註9)	-	(795)
Interest paid	已付利息	-	(4,394)
Balance at end of the year	年終結餘	-	64,951

Effective interest expenses on the Type I CN and Type II CN are calculated using the effective interest method by applying the effective interest rates of 10.1% and 16.03% respectively to the liability components of the Type I CN and Type II CN.

31. 可換股票據(續)

本集團及本公司(續)

已於綜合財務狀況表及本公司財務狀況表內確認之可換股票據負債部份乃計算如下:

第一類可換股票據及第二類可換股票據之實際利息開支乃按實際利息法,採用第一類可換股票據及第二類可換股票據負債部份之實際利率分別10.1%及16.03%計算。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

32. DERIVATIVE FINANCIAL INSTRUMENTS

32. 衍生金融工具

GROUP AND COMPANY

本集團及本公司

		Group 本集團		Company 本公司	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Non-equity derivatives	非股本衍生工具				
- early redemption options on convertible notes included in non-current liabilities	- 計入非流動負債之可換股票據提早贖回期權	-	18,469	-	18,469

On 13 January 2010, the Company entered into a subscription agreement (the "Subscription Agreement") with certain independent third parties (the "Noteholders") for subscription of the Type II CN issued by the Company with an aggregate principal amount of HK\$82,500,000. Pursuant to the Subscription Agreement, the Noteholders have an option (the "Non-equity Put Option") to request the Company to redeem all or part of outstanding principal amount on the third anniversary and thereafter from the issue date of the Type II CN. The Company also has an option (the "Non-equity Call Option") to require the Noteholders to redeem all of outstanding principal amount on the third anniversary and thereafter from the issue date of the Type II CN. Details of the Type II CN are disclosed in note 31.

於二零一零年一月十三日，本公司與若干獨立第三方（「票據持有人」）就認購由本公司發行本金額合共82,500,000港元之第二類可換股票據訂立認購協議（「認購協議」）。根據認購協議，票據持有人擁有選擇權（「非股本認沽期權」），可要求本公司於第二類可換股票據發行日期之第三週年屆滿之日及其後贖回全部或部份尚未償還本金額。本公司亦擁有選擇權（「非股本認購期權」），可要求票據持有人於第二類可換股票據發行日期之第三週年屆滿之日及其後贖回全部尚未償還本金額。第二類可換股票據之詳情已於附註31披露。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

32. DERIVATIVE FINANCIAL INSTRUMENTS

(Continued)

GROUP AND COMPANY (Continued)

As at 26 January 2010 (the "Issue Date"), the Non-equity Put Option and Non-equity Call Option which were not designated as hedging instrument according to HKAS 39 were treated as a single compound embedded financial instrument and were measured at fair value. The fair value of HK\$17,882,000 was valued by Roma by using Binominal Option Pricing Model. The inputs into the model for the value of the derivative financial instruments were as follows:

		As at 26 January 2010
		於二零一零年 一月二十六日
Risk free rate	無風險利率	1.841%
Discount rate	貼現率	16.031%
Volatility	波幅	18.490%
Year to maturity	剩餘年期	5 years

As at 31 March 2010, the fair value of HK\$18,469,000 was valued by Roma by using Binominal Option Pricing Model. The inputs into the model for the values of the derivative financial instruments were as follows:

		As at 31 March 2010
		於二零一零年 三月三十一日
Risk free rate	無風險利率	1.915%
Discount rate	貼現率	16.105%
Volatility	波幅	17.212%
Year to maturity	剩餘年期	4.825 years

32. 衍生金融工具 (續)

本集團及本公司 (續)

於二零一零年一月二十六日(「發行日期」)，根據香港會計準則第39號，並未被指定為對沖工具之非股本認沽期權及非股本認購期權被視為單一複合內嵌金融工具，且以公允值計量。公允值17,882,000港元由羅馬使用二項式期權定價模型評估得出。有關衍生金融工具價值之模型之輸入值如下：

於二零一零年三月三十一日，公允值18,469,000港元由羅馬使用二項式期權定價模型評估得出。有關衍生金融工具價值之模型之輸入值如下：

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

32. DERIVATIVE FINANCIAL INSTRUMENTS

(Continued)

GROUP AND COMPANY (Continued)

The differences arising from the changes of the fair values of the derivative financial instruments have been recognised in profit or loss at each reporting dates. On 25 October 2010 and 29 October 2010, the dates of the Type II CN fully converted into the ordinary shares of the Company, the derivative financial instruments with carrying amount of approximately HK\$22,179,000 has been transferred to share premium in the owners' equity. The directors of the Company have assessed the fair value of the derivative financial instruments at the dates of conversions by applied appropriate valuation technique commonly used by market practitioners and determined that the fair value of the derivative financial instruments was approximately HK\$22,179,000.

33. DEFERRED TAX

GROUP

Deferred taxation is calculated in full on temporary differences under the liability method at rates of taxation applicable when the temporary differences are expected to reverse.

The movement on the deferred tax liabilities during the year is as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
At beginning of the year	於年初	206	22
Deferred taxation charged/(credited) to profit or loss (Note 10)	於損益扣除／(計入)遞延稅項(附註10)	2,528	(65)
Under-provision in respect of prior year (Note 10)	過往年度撥備不足(附註10)	-	249
At end of the year	於年終	2,734	206

32. 衍生金融工具 (續)

本集團及本公司 (續)

衍生金融工具公允值變動產生之差異已於各報告日於損益確認。於二零一零年十月二十五日及二零一零年十月二十九日(第二類可換股票據獲兌換為本公司普通股之日期),賬面值約22,179,000港元之衍生金融工具已轉撥至擁有人權益中之股份溢價。本公司董事已運用市場業者常用之合適估值方法評估衍生金融工具於兌換日期之公允值,並釐定衍生金融工具之公允值約為22,179,000港元。

33. 遞延稅項

本集團

遞延稅項乃根據負債法,使用預期撥回暫時差異時之適用稅率,就所有暫時差異計算。

遞延稅項負債於年內之變動如下:

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

33. DEFERRED TAX (Continued)

GROUP (Continued)

The movement in deferred tax liabilities recognised in the consolidated statement of financial position during the year is as follows:

		Accelerated tax depreciation	Group Temporary difference on inventories	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2009	於二零零九年四月一日	22	–	22
Credited to profit or loss	計入損益	(65)	–	(65)
Under-provision in respect of prior years	過往年度撥備不足	249	–	249
At 31 March 2010 and 1 April 2010	於二零一零年 三月三十一日及 二零一零年四月一日	206	–	206
Charged to profit or loss	在損益中扣除	–	2,528	2,528
At 31 March 2011	於二零一一年 三月三十一日	206	2,528	2,734

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority and the entity intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

33. 遞延稅項 (續)

本集團 (續)

年內已於綜合財務狀況表確認之遞延稅項負債變動如下：

倘有具法律執行效力之權利以即期稅項資產抵銷即期稅項負債，而遞延所得稅涉及同一財政機關，且該實體有意以淨額基準清償，或同時變現資產及清償負債，則遞延稅項資產可與負債抵銷。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

33. DEFERRED TAX (Continued)

GROUP (Continued)

At the reporting date, the Group has estimated unused tax losses of HK\$13,960,000 (2010: HK\$22,661,000), of which unused tax losses of HK\$9,263,000 were derecognised upon the disposal of subsidiaries, available for offset against future taxable profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams of those subsidiaries which incurred these tax losses as at 31 March 2010 and 2011.

Deferred tax liabilities of HK\$13,655,000 (2010: HK\$6,304,000) have not been established for the withholding tax that would be payable on the unremitted earnings of certain subsidiaries because the Company controls the dividend policy of these subsidiaries and it is not probable that the temporary differences will reverse in the foreseeable future. Such unremitted earnings for investments in subsidiaries totalled HK\$273,090,000 (2010: HK\$126,080,000) at 31 March 2011.

33. 遞延稅項 (續)

本集團 (續)

於報告日，本集團有估計未動用稅項虧損13,960,000港元（二零一零年：22,661,000港元）可用作抵銷未來應課稅溢利，當中未動用稅項虧損9,263,000港元已於出售附屬公司後解除確認。鑒於該等於二零一零年及二零一一年三月三十一日產生此等稅項虧損之附屬公司之未來溢利來源實屬未知之數，本集團並無確認遞延稅項資產。

鑒於本公司控制若干附屬公司之股息政策，而暫時差異不大可能於可見將來撥回，故並無就該等附屬公司未過賬盈利應付之預扣稅確立遞延稅項負債13,655,000港元（二零一零年：6,304,000港元）。於二零一一年三月三十一日，該等附屬公司投資之未過賬盈利合共為273,090,000港元（二零一零年：126,080,000港元）。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

34. SHARE CAPITAL

34. 股本

GROUP AND COMPANY

本集團及本公司

		Number of ordinary shares 普通股數目	Amount 數額 HK\$'000 千港元
	Notes 附註		
Authorised:	法定股本：		
Ordinary shares of HK\$0.002 each	每股面值0.002港元之普通股		
At 1 April 2009, 31 March 2010, 1 April 2010 and 31 March 2011	於二零零九年四月一日、 二零一零年 三月三十一日、 二零一零年四月一日及 二零一一年三月三十一日	250,000,000,000	500,000
Issued and fully paid:	已發行及繳足股本：		
Ordinary shares of HK\$0.002 each	每股面值0.002港元之普通股		
At 1 April 2009	於二零零九年四月一日	1,786,152,850	3,572
Issue of shares upon conversion of convertible notes	兌換可換股票據時發行股份	(a) 900,000,000	1,800
At 31 March 2010 and 1 April 2010	於二零一零年三月三十一日 及二零一零年四月一日	2,686,152,850	5,372
Issue of shares upon exercise of share options (Note 37)	行使購股權時發行股份 (附註37)	140,172,000	280
Issue of shares upon conversion of convertible notes (Note 32)	兌換可換股票據時發行股份 (附註32)	(b) 150,000,000	300
At 31 March 2011	於二零一一年三月三十一日	2,976,324,850	5,952

Notes:

- (a) During the year ended 31 March 2010, the Type I CN with an aggregate principal amount of HK\$198,000,000 was converted into 900,000,000 ordinary shares of HK\$0.002 each at a conversion price of HK\$0.22 per share.
- (b) During the year ended 31 March 2011, the Type II CN with an aggregate principal amount of HK\$82,500,000 was converted into 150,000,000 ordinary shares of HK\$0.002 each at a conversion price of HK\$0.55 per share.

附註：

- (a) 截至二零一零年三月三十一日止年度，本金額合共198,000,000港元之第一類可換股票據按兌換價每股0.22港元獲兌換為900,000,000股每股面值0.002港元之普通股。
- (b) 截至二零一一年三月三十一日止年度，本金額合共82,500,000港元之第二類可換股票據按兌換價每股0.55港元獲兌換為150,000,000股每股面值0.002港元之普通股。

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Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

35. RESERVES

GROUP AND COMPANY

35.1 Group

Special reserve

The special reserve of the Group represents the difference between the nominal amount of the shares of the subsidiaries at the date on which they were acquired by the Company and the nominal amount of the shares issued for the acquisition under a group reorganisation in 1997.

Contributed surplus

Pursuant to a special resolution passed at the annual general meeting of the Company on 10 August 2004, the Company reduced its share premium by an amount of approximately HK\$286,300,000 in accordance with the provisions of section 46 of the Bermuda Companies Act 1981 and transferred the same amount to the contributed surplus account of the Company. On the same date, the Company applied an amount of approximately HK\$236,906,000 from the contributed surplus account against the accumulated losses; and

Pursuant to a special resolution passed at the annual general meeting of the Company on 31 July 2009, the Company reduced its share premium by an amount of approximately HK\$260,000,000 and transferred the same amount to the contributed surplus account of the Company. On the same date, the Company applied an amount of approximately HK\$206,327,000 from the contributed surplus account against the accumulated losses; and

Dividends were reflected as an appropriation of contributed surplus in respect of final dividend for the year ended 31 March 2011 of HK\$29,763,000 (2010: HK\$8,509,000) and interim dividend for the year ended 31 March 2011 of HK\$8,929,000.

35. 儲備

本集團及本公司

35.1 本集團

特別儲備

本集團之特別儲備指本公司收購附屬公司股份當日該等股份之面值與於一九九七年進行集團重組時為收購所發行之股份面值兩者之差額。

繳入盈餘

根據本公司於二零零四年八月十日舉行之股東週年大會上通過之特別決議案，本公司根據百慕達一九八一年公司法第46條之規定將其股份溢價削減約286,300,000港元，並將該金額轉撥至本公司之繳入盈餘賬內。同日，本公司從繳入盈餘賬中動用約236,906,000港元以抵銷累計虧損；及

根據本公司於二零零九年七月三十一日舉行之股東週年大會上通過之特別決議案，本公司將其股份溢價削減約260,000,000港元，並將該金額轉撥至本公司之繳入盈餘賬內。同日，本公司從繳入盈餘賬中動用約206,327,000港元以抵銷累計虧損；及

股息乃反映為就截至二零一一年三月三十一日止年度之末期股息29,763,000港元（二零一零年：8,509,000港元）及截至二零一一年三月三十一日止年度之中期股息8,929,000港元於繳入盈餘撥款。

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

35. RESERVES (Continued)

GROUP AND COMPANY (Continued)

35.1 Group (Continued)

Statutory reserve

The Group's statutory reserves represent appropriations of profits retained by the Company's PRC subsidiaries. In accordance with the respective articles of association of the Company's PRC subsidiaries, they are required to appropriate amount not less than 10% of their profits after income tax to statutory reserves each year, until the reserve balance reaches 50% of its registered capital. Such a reserve may be used to reduce any losses incurred or for capitalisation as paid-up capital.

35.2 Company

35. 儲備 (續)

本集團及本公司 (續)

35.1 本集團 (續)

法定儲備

本集團之法定儲備指本公司中國附屬公司保留溢利之分配。根據本公司中國附屬公司各自之組織章程細則，該等公司須每年將其除所得稅後溢利不少於10%分配至法定儲備，直至儲備結餘達其註冊資本之50%為止。該儲備可用作扣減任何所產生之虧損或撥充繳足股本。

35.2 本公司

		Share premium [#]	Capital reserve [#]	Contributed surplus [#]	Retained profits/ (accumulated losses) [#]	Proposed final dividend	Total
		股份溢價 [#]	資本儲備 [#]	繳入盈餘 [#]	保留溢利/ (累計虧損) [#]	建議末期股息	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2009	於二零零九年四月一日	529,766	112,184	100,680	(206,327)	-	536,303
Equity component in convertible notes issued	已發行可換股票據之權益部份	-	1,443	-	-	-	1,443
Issued of shares upon conversion of convertible notes	兌換可換股票據時發行股份	300,016	(112,184)	-	-	-	187,832
Interim dividends paid for the period ended 30 September 2009 (Note 14(a))	截至二零零九年九月三十日止期間已付中期股息 (附註14(a))	-	-	-	(13,431)	-	(13,431)
Waiver of interest on convertible notes by a shareholder	一名股東放棄收取可換股票據之利息	-	3,508	-	-	-	3,508
Transactions with owners	與擁有人進行之交易	300,016	(107,233)	-	(13,431)	-	179,352
Profit for the year and total comprehensive income for the year	本年度溢利及本年度全面收入總額	-	-	-	3,263	-	3,263
Reduction of share premium	削減股份溢價	(260,000)	-	260,000	-	-	-
Elimination of contributed surplus against accumulated losses	以繳入盈餘抵銷累計虧損	-	-	(206,327)	206,327	-	-
Proposed final dividend for the year ended 31 March 2010 (Note 14(a))	截至二零一零年三月三十一日止年度之建議末期股息 (附註14(a))	-	-	(8,059)	-	8,059	-
At 31 March 2010 and 1 April 2010	於二零一零年三月三十一日及二零一零年四月一日	569,782	4,951	146,294	(10,168)	8,059	718,918

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

35. RESERVES (Continued)

GROUP AND COMPANY (Continued)

35.2 Company (Continued)

35. 儲備 (續)

本集團及本公司 (續)

35.2 本公司 (續)

		Share premium [#]	Capital reserve [#]	Share option reserve [#]	Contributed surplus [#]	Retained profits/ (accumulated losses) [#]	Proposed final dividend	Total
		股份溢價 [#]	資本儲備 [#]	購股權儲備 [#]	繳入盈餘 [#]	保留溢利/ (累計虧損) [#]	建議末期股息	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2010	於二零一零年四月一日	569,782	4,951	-	146,294	(10,168)	8,059	718,918
Equity-settled share option arrangement	以股本結算之購股權安排	-	-	18,991	-	-	-	18,991
Issued of shares upon exercise of share options	行使購股權時發行股份	131,888	-	(17,227)	-	-	-	114,661
Issued of shares upon conversion of convertible notes	兌換可換股票據時發行股份	94,368	(1,443)	-	-	-	-	92,925
Final dividend paid for the year ended 31 March 2010 (Note 14(b))	截至二零一零年三月三十一日止年度已付末期股息(附註14(b))	-	-	-	(450)	-	(8,059)	(8,509)
Interim dividends paid for the period ended 30 September 2010 (Note 14(a))	截至二零一零年九月三十日止期間已付中期股息(附註14(a))	-	-	-	(8,929)	-	-	(8,929)
Transactions with owners	與擁有人進行之交易	226,256	(1,443)	1,764	(9,379)	-	(8,059)	209,139
Loss for the year and total comprehensive loss for the year	本年度虧損及本年度全面虧損總額	-	-	-	-	(56,490)	-	(56,490)
Proposed final dividend for the year ended 31 March 2011 (Note 14(a))	截至二零一一年三月三十一日止年度之建議末期股息(附註14(a))	-	-	-	(29,763)	-	29,763	-
At 31 March 2011	於二零一一年三月三十一日	796,038	3,508	1,764	107,152	(66,658)	29,763	871,567

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

35. RESERVES (Continued)

GROUP AND COMPANY (Continued)

35.2 Company (Continued)

- * The contributed surplus of the Company consists of:
- HK\$51,286,000 being the difference between the underlying consolidated net assets of Global Food Culture Group Limited and its subsidiaries and the nominal value of the Company's shares which were issued under a group reorganisation in 1997; and
 - Pursuant to a special resolution passed at the annual general meeting of the Company on 10 August 2004, the Company reduced its share premium by an amount of approximately HK\$286,300,000 in accordance with the provisions of section 46 of the Bermuda Companies Act 1981 and transferred the same amount to the contributed surplus account of the Company. On the same date, the Company applied an amount of approximately HK\$236,906,000 from the contributed surplus account against the accumulated losses; and
 - Pursuant to a special resolution passed at the annual general meeting of the Company on 31 July 2009, the Company reduced its share premium by an amount of approximately HK\$260,000,000 and transferred the same amount to the contributed surplus account of the Company. On the same date, the Company applied an amount of approximately HK\$206,327,000 from the contributed surplus account against the accumulated losses; and
 - Dividends were reflected as an appropriation of contributed surplus in respect of final dividend for the year ended 31 March 2011 of HK\$29,763,000 (2010: HK\$8,509,000) and interim dividend for the year ended 31 March 2011 of HK\$8,929,000.

These reserve accounts comprise the Company's reserve of approximately HK\$841,804,000 (2010: HK\$710,859,000) in the Company's statement of financial position.

35. 儲備 (續)

本集團及本公司 (續)

35.2 本公司 (續)

- * 本公司之繳入盈餘包括：
- 環球飲食文化集團有限公司及其附屬公司之相關綜合資產淨值與本公司於一九九七年進行集團重組時所發行股份之面值兩者之差額51,286,000港元；及
 - 根據本公司於二零零四年八月十日舉行之股東週年大會上通過之特別決議案，本公司根據百慕達一九八一年公司法第46條之規定將其股份溢價削減約286,300,000港元，並將該金額轉撥至本公司之繳入盈餘賬內。同日，本公司從繳入盈餘賬中撥出約236,906,000港元以抵銷累計虧損；及
 - 根據本公司於二零零九年七月三十一日舉行之股東週年大會上通過之特別決議案，本公司將其股份溢價削減約260,000,000港元，並將該金額轉撥至本公司之繳入盈餘賬內。同日，本公司從繳入盈餘賬中撥出約206,327,000港元以抵銷累計虧損；及
 - 股息乃反映為就截至二零一一年三月三十一日止年度之末期股息29,763,000港元（二零一零年：8,509,000港元）及截至二零一一年三月三十一日止年度之中期股息8,929,000港元於繳入盈餘撥款。

此等儲備賬包括本公司財務狀況表內之本公司儲備約841,804,000港元（二零一零年：710,859,000港元）。

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Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

36. DISPOSAL OF SUBSIDIARIES

GROUP

(a) Disposal of JDMM

On 11 March 2010, the Company entered into a sale and purchase agreement (the “S&P I”) with a company (the “Purchaser”) which is beneficially owned by Mr. Wong Chun Loong (“Mr. Wong”), a key management personnel of the Company and a relative of Mr. Tong. Pursuant to the S&P I, the Company has agreed to sell (i) the entire issued share capital of JDMM, a wholly-owned subsidiary of the Company, and its subsidiaries (together as the “JDMM Group”); and (ii) the benefits of and interests in the loans owed by JDMM to JDH, a wholly-owned subsidiary of the Company (the “Sale Loans”) (collectively refer to the “JDMM Disposal”), at an aggregate consideration of HK\$67,000,000 as agreed by the contracted parties. The completion date of the JDMM Disposal was on 27 April 2010 (the “Completion Date I”). The JDMM Group is principally engaged in the business of animations development in the PRC. Details of the JDMM Disposal are included in the Company’s circular dated on 31 March 2010.

The consideration will be settled by 4 instalments of which the Purchaser has to pay HK\$10,000,000 at the Completion Date I with last instalment to be made on or before 31 December 2010. The remaining balance of HK\$40,000,000 will be regulated by a non-interest bearing promissory note which is jointly and severally guaranteed by Mr. Wong and an independent third party, and secured by a security deed executed by the Purchaser and JDMM in favour of the Group creating a charge over the entire issued share capital of JDMM and incorporating an assignment of loan due from JDMM.

36. 出售附屬公司

本集團

(a) 出售JDMM

於二零一零年三月十一日，本公司與一間由黃振隆先生（「黃先生」，本公司主要管理人員及唐先生之親屬）實益擁有之公司（「買方」）訂立一份買賣協議（「第一份買賣協議」）。根據第一份買賣協議，本公司已同意出售(i)本公司全資附屬公司JDMM及其附屬公司（統稱「JDMM集團」）之全部已發行股本；及(ii)JDMM結欠本公司全資附屬公司玉皇朝之貸款之利益及權益（「出售貸款」）（統稱為「JDMM出售事項」），總代價經訂約方協定為67,000,000港元。JDMM出售事項之完成日期為二零一零年四月二十七日（「首個完成日期」）。JDMM集團主要在中國從事動畫開發業務。有關JDMM出售事項之詳情載於本公司日期為二零一零年三月三十一日之通函。

代價將分四期償付，其中買方須於首個完成日期支付10,000,000港元，而最後一期付款將於二零一零年十二月三十一日或之前作出。餘額40,000,000港元將受不計息承兌票據規管。該承兌票據由黃先生及一名獨立第三方共同及各別擔保，並由買方及JDMM以本集團為受益人就JDMM之全部已發行股本而創立之押記及計入轉讓JDMM結欠之貸款而簽立之擔保契約作抵押。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

36. DISPOSAL OF SUBSIDIARIES (Continued)

GROUP (Continued)

(b) Disposal of JDH

On 30 September 2010, the Company entered into a sale and purchase agreement (the "S&P II") with the Purchaser. Pursuant to the S&P II, the Company has agreed to sell the entire issued share capital of JDH and its subsidiaries (together as the "JDH Group") (the "JDH Disposal"), at an aggregate consideration of HK\$30,000,000 as agreed by the contracted parties. The completion date of the JDH Disposal was on 18 November 2010 (the "Completion Date II"). The JDH Group is principally engaged in the business of comics development in Hong Kong and the PRC. Details of the JDH Disposal are included in the Company's circular dated on 22 October 2010.

The consideration will be settled by 2 instalments of which the Purchaser has to pay HK\$10,000,000 at the Completion Date II with last instalment to be made on or before 22 December 2010. The remaining balance of HK\$20,000,000 will be secured by a security deed executed by the Purchaser and JDH in favour of the Group creating a charge over the entire issued share capital of JDH.

36. 出售附屬公司 (續)

本集團 (續)

(b) 出售玉皇朝

於二零一零年九月三十日，本公司與買方訂立一份買賣協議（「第二份買賣協議」）。根據第二份買賣協議，本公司已同意出售玉皇朝及其附屬公司（統稱「玉皇朝集團」）之全部已發行股本（「玉皇朝出售事項」），總代價經訂約方協定為30,000,000港元。玉皇朝出售事項之完成日期為二零一零年十一月十八日（「第二個完成日期」）。玉皇朝集團主要在香港及中國從事漫畫開發業務。有關玉皇朝出售事項之詳情載於本公司日期為二零一零年十月二十二日之通函。

代價將分兩期償付，其中買方須於第二個完成日期支付10,000,000港元，而最後一期付款將於二零一零年十二月二十二日或之前作出。餘額20,000,000港元將由買方及玉皇朝以本集團為受益人就玉皇朝之全部已發行股本而創立之押記而簽立之擔保契約作抵押。

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

36. DISPOSAL OF SUBSIDIARIES (Continued)

GROUP (Continued)

The carrying amounts of assets/(liabilities) of the JDMM and JDH Group as at the respective completion dates of disposals are as follows:

36. 出售附屬公司 (續)

本集團 (續)

JDMM及玉皇朝集團於相應出售事項完成日期之資產/(負債)之賬面值如下:

		JDMM JDMM HK\$'000 千港元	JDH 玉皇朝 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Net assets/(liabilities) disposed of:	出售之資產/(負債)淨值:			
Property, plant and equipment (Note 17)	物業、機器及設備 (附註17)	4,360	415	4,775
Goodwill (Note 19)	商譽 (附註19)	16,655	-	16,655
Inventories	存貨	21,681	1,466	23,147
Film rights	影片版權	7,388	-	7,388
Trade receivables, net	應收貿易款項淨額	10,855	9,401	20,256
Deposits, prepayments and other receivables	按金、預繳款項及其他應收款項	10,126	2,442	12,568
Amounts due from related parties	應收關連人士款項	-	30,011	30,011
Cash at banks and in hand	銀行及手頭現金	7,174	3,522	10,696
Trade payables	應付貿易款項	(824)	(6,723)	(7,547)
Receipts in advance, accrued charges and other payables	預收款項、應計費用及其他應付款項	(9,891)	(8,974)	(18,865)
Provision for taxation	稅項撥備	(240)	(1,906)	(2,146)
Non-controlling interests	非控股權益	(3,716)	-	(3,716)
		63,568	29,654	93,222
Amounts due from/(to) the Group disposed of	出售之應收/(應付)本集團款項	(31,150)	3,500	(27,650)
Disposal of the Sales Loans	出售出售貸款	40,000	-	40,000
Recycle of exchange reserve upon disposal	出售時撥回外匯儲備	(2,893)	(1,168)	(4,061)
Loss on disposal of subsidiaries (Note 16)	出售附屬公司之虧損 (附註16)	(2,525)	(1,986)	(4,511)
Total consideration	代價總額	67,000	30,000	97,000
Satisfied by:	由以下方式償付:			
Cash received	已收現金	27,000	30,000	57,000
Secured, interest-free promissory note	有抵押免息承兌票據	40,000	-	40,000
		67,000	30,000	97,000

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36. DISPOSAL OF SUBSIDIARIES (Continued)

GROUP (Continued)

An analysis of the net inflow of cash and cash equivalents in respect of the disposal of JDMM and JDH is as follows:

		JDMM	JDH	Total
		JDMM	玉皇朝	合計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
Cash received	已收現金	27,000	30,000	57,000
Cash and bank balances disposed of	出售之現金及銀行結餘	(7,174)	(3,522)	(10,696)
Net inflow of cash and cash equivalents	現金及現金等值項目流入淨額	<u>19,826</u>	<u>26,478</u>	<u>46,304</u>

36. 出售附屬公司 (續)

本集團 (續)

有關JDMM及玉皇朝出售事項之現金及現金等值項目流入淨額之分析如下：

37. SHARE-BASED COMPENSATION

The Company's share option scheme (the "Scheme") was adopted pursuant to an ordinary resolution passed at a special general meeting of the Company held on 7 October 2002 for the primary purpose of providing incentives to directors and eligible employees. The Scheme will expire on 6 October 2012. Under the Scheme, the board of directors of the Company may, at its discretion, grant options to eligible employees, including executive directors, suppliers, customers, advisers or consultants and joint venture partners or business alliances of the Company or any of its subsidiaries to subscribe for shares in the Company.

37. 以股份為基礎之補償

本公司之購股權計劃(「該計劃」)乃根據本公司於二零零二年十月七日舉行之股東特別大會上通過之普通決議案採納，其主要目的為給予董事及合資格僱員獎勵。該計劃將於二零一二年十月六日屆滿。根據該計劃，本公司董事會可酌情將購股權授予合資格僱員，包括本公司或其任何附屬公司之執行董事、供應商、客戶、顧問或諮詢人及合營夥伴或業務聯盟，以認購本公司股份。

財務報表附註

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

37. SHARE-BASED COMPENSATION (Continued)

The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. The number of shares in respect of which options may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. Options granted to substantial shareholder or independent non-executive directors in excess of 0.1% of the Company's share capital or with a value in excess of HK\$5 million must be approved in advance by the Company's shareholders.

Options granted must be taken up within 21 days of the date of grant, upon payment of HK\$1 per each grant of options. Options may be exercised from the date of grant of the share option to the tenth anniversary of the date of grant. The exercise price is determined by the directors of the Company and will not be less than the highest of the closing price of the shares on the Stock Exchange on the date of grant, the average closing prices of the shares on the Stock Exchange on the five trading days immediately preceding the date of grant of the options or the nominal value of the shares.

All share-based compensation will be settled in equity. The Group has no legal or constructive obligation to repurchase or settle the options other than by issuing the Company's ordinary shares.

37. 以股份為基礎之補償 (續)

在未獲本公司股東事先批准前，可根據該計劃授出之購股權所涉及之股份總數不得超過本公司於任何時間已發行股份之10%。在未獲本公司股東事先批准前，於任何一年內可授予任何個人之購股權所涉及之股份數目，不得超過本公司於任何時間已發行股份之1%。授予主要股東或獨立非執行董事之購股權倘超過本公司股本之0.1%或其價值超過5,000,000港元，則必須事先獲本公司股東批准。

授出之購股權必須於授出日期起計21日內接納，並於接納時就每次授出購股權支付1港元。購股權可於購股權授出日期起至授出日期第十週年當日止期間行使。行使價由本公司董事釐定，惟不得低於股份於授出日期在聯交所之收市價、股份於緊接購股權授出日期前五個交易日在聯交所之平均收市價或股份面值（以最高者為準）。

所有以股份為基礎之補償將以股本結算。除透過發行本公司普通股外，本集團並無法律或推定責任回購或結算購股權。

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Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

37. SHARE-BASED COMPENSATION (Continued)

On 15 April 2010, the Company granted 154,528,000 share options to certain of its directors, employees and other eligible persons for nil consideration at an exercise price of HK\$0.82 per share. Details of the share options granted by the Company pursuant to the Scheme and the share options outstanding as at 31 March 2011 were as follows:

37. 以股份為基礎之補償 (續)

於二零一零年四月十五日，本公司無償按行使價每股0.82港元授出154,528,000份購股權予其若干董事、僱員及其他合資格人士。本公司根據該計劃授出之購股權以及於二零一一年三月三十一日尚未行使之購股權之詳情如下：

Directors	Date of grant	Exercisable period	Number of options 購股權數目				
			Balance at 31 March 2010 and 1 April 2010 於 二零一零年 三月三十一日 及二零一零年 四月一日之 結餘	Granted during the year 年內授出	Exercised during the year 年內行使	Lapsed during the year 年內失效	Balance at 31 March 2011 於 二零一一年 三月三十一日 之結餘
Mr. Tong 唐先生	15/04/10 二零一零年四月十五日	15/04/10 to 14/04/13 二零一零年四月十五日至 二零一三年四月十四日	-	25,000,000	(25,000,000)	-	-
Zheng Hao Jiang 鄭浩江	15/04/10 二零一零年四月十五日	15/04/10 to 14/04/13 二零一零年四月十五日至 二零一三年四月十四日	-	25,000,000	(25,000,000)	-	-
Zhao Xiao Dong 趙小東	15/04/10 二零一零年四月十五日	15/04/10 to 14/04/13 二零一零年四月十五日至 二零一三年四月十四日	-	25,000,000	(25,000,000)	-	-
Zhang Si Jian 張思堅	15/04/10 二零一零年四月十五日	15/04/10 to 14/04/13 二零一零年四月十五日至 二零一三年四月十四日	-	5,000,000	-	-	5,000,000
Choy Sze Chung, Jojo 蔡思聰	15/04/10 二零一零年四月十五日	15/04/10 to 14/04/13 二零一零年四月十五日至 二零一三年四月十四日	-	2,504,000	-	-	2,504,000
Lam Kwok Cheong 林國昌	15/04/10 二零一零年四月十五日	15/04/10 to 14/04/13 二零一零年四月十五日至 二零一三年四月十四日	-	2,504,000	(1,908,000)	-	596,000
Lee Thomas Kang Bor 李鏡波	15/04/10 二零一零年四月十五日	15/04/10 to 14/04/13 二零一零年四月十五日至 二零一三年四月十四日	-	2,504,000	(1,256,000)	-	1,248,000
In aggregate 合計			-	87,512,000	(78,164,000)	-	9,348,000
Employees 僱員							
In aggregate 合計	15/04/10 二零一零年四月十五日	15/04/10 to 14/04/13 二零一零年四月十五日至 二零一三年四月十四日	-	7,512,000	(2,504,000)	-	5,008,000
Consultants, advisors, customers and business associates 顧問、諮詢人、客戶及 業務夥伴							
In aggregate 合計	15/04/10 二零一零年四月十五日	15/04/10 to 14/04/13 二零一零年四月十五日至 二零一三年四月十四日	-	59,504,000	(59,504,000)	-	-
			-	154,528,000	(140,172,000)	-	14,356,000

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37. SHARE-BASED COMPENSATION (Continued)

The weighted average exercise price for the outstanding share options as at 31 March 2011 was HK\$0.82 per share (2010: Nil).

The weighted average share price for share options exercised during the year at the date of exercise was HK\$0.99 per share (2010: Nil).

The fair values of options granted were determined using the Black-Scholes option pricing model that takes into account factors specific to the share incentive plans. The following principal assumptions were used in the valuation:

Share price at date of grant	HK\$0.823
Expected volatility	56.566%
Expected option life	0.5 year
Dividend yield	0.973%
Risk-free interest rate	0.125%
Exercise price at date of grant	HK\$0.820

The underlying expected volatility was determined by reference to historical data, calculated based on expected life of share options. Expectations of early exercise were incorporated into the Black-Scholes option pricing model. No special features pertinent to the options granted were incorporated into measurement of fair value.

In total, HK\$18,991,000 of equity-settled share option expenses have been included in profit or loss for the year ended 31 March 2011 (2010: Nil), the corresponding amount of which has been credited to share option reserve in the owners' equity. No liabilities were recognised due to share-based payment transactions.

37. 以股份為基礎之補償 (續)

於二零一一年三月三十一日尚未行使之購股權之加權平均行使價為每股0.82港元(二零一零年:無)。

年內獲行使之購股權於行使日期之加權平均股價為每股0.99港元(二零一零年:無)。

已授出購股權之公允值乃採用畢蘇期權定價模型(經計及股份獎勵計劃之特定因素)釐定。估值中所用之主要假設如下:

授出日期之股價	0.823港元
預期波幅	56.566%
預計購股權年期	0.5年
股息率	0.973%
無風險利率	0.125%
授出日期之行使價	0.820港元

相關預期波幅乃參考過往資料,按購股權之預計年期計算。預期提早行使已計入畢蘇期權定價模型。計量公允值時並無計入有關已授期權之特別特點。

合共18,991,000港元之以股本結算之購股權開支已計入截至二零一一年三月三十一日止年度之損益內(二零一零年:無),而相應金額已計入擁有人權益中之購股權儲備。概無負債乃因以股份為基礎之付款交易而確認。

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38. OPERATING LEASE COMMITMENTS

(a) Group as lessor

The Group sub-leases out a number of rented premises under operating leases. The leases run for an initial non-cancellable period of 5 years. The rentals on this lease are calculated based on a percentage of the relevant sales of the tenants pursuant to the rental agreement. Contingent rents recognised in profit or loss during the years ended 31 March 2011 amounted to approximately HK\$3,982,000 (2010: Nil).

(b) Group as lessee

At the reporting date, the total future minimum lease payments payable by the Group under non-cancellable operating leases are as follows:

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Within one year	一年內	54,760	32,423
In the second to fifth year inclusive	第二年至第五年 (包括首尾兩年)	132,526	58,858
After five years	五年以上	22,744	8,716
		210,030	99,997

The Group leases a number of office premises and staff quarters under operating leases. The leases run for an initial period of one to ten (2010: one to five) years.

The Company does not have any significant operating lease commitments.

38. 經營租賃承擔

(a) 本集團作為出租人

本集團根據經營租賃分租出多項租賃物業。租賃初步為期5年，不可撤銷。根據租賃協議，此租賃之租金乃按租戶相關銷售之百分比計算。截至二零一一年三月三十一日止年度，於損益確認之或然租金約為3,982,000港元（二零一零年：無）。

(b) 本集團作為承租人

於報告日，本集團根據不可撤銷經營租賃應付之未來最低租賃款項於下列期間到期：

本集團根據經營租賃租用多項辦公室物業及員工宿舍。租賃初步為期一至十年（二零一零年：一至五年）。

本公司並無任何重大經營租賃承擔。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

39. CAPITAL AND OTHER COMMITMENTS

GROUP

Property, plant and equipment	物業、機器及設備
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At the reporting date, according to certain distributorship agreements for trading of luxury goods, the Group has committed to open nil (2010: nine) flagship stores and thirteen (2010: eleven) boutiques during the terms of the distributorship period.

The Company does not have any significant capital and other commitment.

40. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

During the year ended 31 March 2011, certain deposits of approximately HK\$1,213,000 were set-off with acquisition cost of certain property, plant and equipment.

41. FINANCIAL GUARANTEE CONTRACTS

COMPANY

At the reporting date, the Company has executed corporate guarantee to certain banks with respect to general banking facilities granted to certain subsidiaries of the Company of approximately HK\$180,900,000 (2010: HK\$22,000,000). At the reporting date, no provision for the Company's obligation under the financial guarantee contracts has been made as the directors of the Company considered that it was not probable that the repayments of the borrowings would be in default.

39. 資本及其他承擔

本集團

2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
874	682

於報告日，根據買賣高檔消費品之若干分銷權協議，本集團已承諾於分銷年期內開設零間（二零一零年：九間）旗艦店及十三個（二零一零年：十一個）展廳。

本公司並無任何重大資本及其他承擔。

40. 綜合現金流量表附註

截至二零一一年三月三十一日止年度，若干按金約1,213,000港元已抵銷若干物業、機器及設備之收購成本。

41. 財務擔保合約

本公司

於報告日，本公司就其若干附屬公司獲授之一般銀行信貸約180,900,000港元（二零一零年：22,000,000港元）向若干銀行簽立公司擔保。於報告日，由於本公司董事認為不大可能出現拖欠借貸還款之情況，故並無就本公司於財務擔保合約之責任計提撥備。

財務報表附註

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

42. RELATED PARTY TRANSACTIONS

GROUP

During the year, except as disclosed elsewhere in these financial statements, the Group had the following significant transactions with related parties:

	Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Payment of comic script fee and bonus to a related party	支付予一名關連人士之漫畫劇本費及花紅 (a)	624	3,372
Payment of salary and administrative fees to related parties	支付予關連人士之薪金及行政費用 (b)	586	1,300
Sales of watches to directors	向董事銷售腕錶 (c)	-	542
Sales of jewellery to a related party	向一名關連人士銷售珠寶 (d)	23	-
Sales of automobiles, watches and jewellery to a shareholder	向一名股東銷售汽車、腕錶及珠寶 (e)	83	4,338
Payment of rents, management fee and office expenses to a related company	支付予一間關連公司之租金、管理費及辦公室開支 (f)	1,535	1,091
Payment of rental expenses to a related company	支付予一間關連公司之租金開支 (f)	10	200
Payment of agency fee to related companies	支付予關連公司之代理費 (f)	-	93
Payment of rents, management fee and office expenses to a related party	支付予一名關連人士之租金、管理費及辦公室開支 (g)	541	-
Payment of rents, management fee and office expenses to a shareholder	支付予一名股東之租金、管理費及辦公室開支 (h)	767	-
Purchase of inventories from a related company	向一間關連公司採購存貨 (i)	12,297	11,419
Purchase of property, plant and equipment from a shareholder	向一名股東購買物業、機器及設備 (j)	978	-
Receipt of other income from a car distributorship from a related company	就汽車分銷收取一間關連公司之其他收入 (k)	-	9,312
Receipt of other income from a shareholder regarding sale of a car	就出售一輛汽車收取一名股東之其他收入 (l)	-	1,887
Loan from a shareholder	一名股東之貸款 (m)	-	15,000
Loan from a related party	一名關連人士之貸款 (n)	302	-
Payment of advertising fee to a related company	支付予一間關連公司之廣告費 (o)	600	-
Sales of watches and jewellery and provision of after-sales services to a related company	向一間關連公司銷售腕錶及珠寶及提供售後服務 (p)	8,027	-
Receipt of colour and photo and manuscript fee from related companies	向關連公司收取上色及照相及騰寫費用 (q)	200	-
Sales proceeds from the JDMM and JDH disposal to a related company (Note 36)	就向一間關連公司出售JDMM及玉皇朝收取銷售所得款項(附註36)	97,000	-

42. 關連人士之交易

本集團

年內，除於本財務報表其他部份所披露者外，本集團曾與關連人士進行下列重大交易：

	Notes 附註	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Payment of comic script fee and bonus to a related party	支付予一名關連人士之漫畫劇本費及花紅 (a)	624	3,372
Payment of salary and administrative fees to related parties	支付予關連人士之薪金及行政費用 (b)	586	1,300
Sales of watches to directors	向董事銷售腕錶 (c)	-	542
Sales of jewellery to a related party	向一名關連人士銷售珠寶 (d)	23	-
Sales of automobiles, watches and jewellery to a shareholder	向一名股東銷售汽車、腕錶及珠寶 (e)	83	4,338
Payment of rents, management fee and office expenses to a related company	支付予一間關連公司之租金、管理費及辦公室開支 (f)	1,535	1,091
Payment of rental expenses to a related company	支付予一間關連公司之租金開支 (f)	10	200
Payment of agency fee to related companies	支付予關連公司之代理費 (f)	-	93
Payment of rents, management fee and office expenses to a related party	支付予一名關連人士之租金、管理費及辦公室開支 (g)	541	-
Payment of rents, management fee and office expenses to a shareholder	支付予一名股東之租金、管理費及辦公室開支 (h)	767	-
Purchase of inventories from a related company	向一間關連公司採購存貨 (i)	12,297	11,419
Purchase of property, plant and equipment from a shareholder	向一名股東購買物業、機器及設備 (j)	978	-
Receipt of other income from a car distributorship from a related company	就汽車分銷收取一間關連公司之其他收入 (k)	-	9,312
Receipt of other income from a shareholder regarding sale of a car	就出售一輛汽車收取一名股東之其他收入 (l)	-	1,887
Loan from a shareholder	一名股東之貸款 (m)	-	15,000
Loan from a related party	一名關連人士之貸款 (n)	302	-
Payment of advertising fee to a related company	支付予一間關連公司之廣告費 (o)	600	-
Sales of watches and jewellery and provision of after-sales services to a related company	向一間關連公司銷售腕錶及珠寶及提供售後服務 (p)	8,027	-
Receipt of colour and photo and manuscript fee from related companies	向關連公司收取上色及照相及騰寫費用 (q)	200	-
Sales proceeds from the JDMM and JDH disposal to a related company (Note 36)	就向一間關連公司出售JDMM及玉皇朝收取銷售所得款項(附註36)	97,000	-

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Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

42. RELATED PARTY TRANSACTIONS (Continued)

GROUP (Continued)

Notes:

- (a) During the year, the Group paid comic script fee and bonus to Mr. Wong Chun Loong ("Mr. Wong"), a relative of Mr. Tong in the capacity as chief creative officer pursuant to the relevant service agreement signed with the Group.
- (b) During the year, the Group paid salary and administrative expenses to certain relatives of Mr. Tong. The amounts paid to these related parties are for the purpose of normal course of business. No individual persons received over HK\$1,000,000 in each of the year.
- (c) During the year ended 31 March 2010, sales of watches were made to three directors of the Company, Mr. Tong, Mr. Zheng Hao Jiang and Mr. Zhao Xiao Dong.
- (d) During the year, the Group sold certain jewellerys to a relative of Mr. Tong.
- (e) During the year, the Group sold certain jewellerys (2010: certain watches and an automobile) to Mr. Qi.
- (f) During the year, the Group paid rents, management fee and office expenses (2010: rents, management fee, office expenses and agency fee) to related companies in which Mr. Qi has beneficial interests.
- (g) During the year, the Group paid rents, management fee and office expenses to a related party who is a relative to Mr. Qi.
- (h) During the year, the Group paid rents to Mr. Qi.
- (i) During the year, the Group purchased certain inventories from a related company in which Mr. Qi has beneficial interests.

42. 關連人士之交易 (續)

本集團 (續)

附註：

- (a) 年內，由於唐先生之親屬黃振隆先生（「黃先生」）以創作總裁之身份履行與本集團簽訂之有關服務協議，故本集團向其支付漫畫劇本費及花紅。
- (b) 年內，本集團向唐先生之若干親屬支付薪金及行政開支。支付予該等關連人士之金額乃作日常業務用途。概無個別人士於各年收取超過1,000,000港元。
- (c) 截至二零一零年三月三十一日止年度，本集團向本公司三名董事唐先生、鄭浩江先生及趙小東先生銷售腕錶。
- (d) 年內，本集團向唐先生一名親屬銷售若干珠寶。
- (e) 年內，本集團向慕先生銷售若干珠寶（二零一零年：若干腕錶及一輛汽車）。
- (f) 年內，本集團向慕先生擁有實益權益之關連公司支付租金、管理費及辦公室開支（二零一零年：租金、管理費、辦公室開支及代理費）。
- (g) 年內，本集團向一名為慕先生親屬之關連人士支付租金、管理費及辦公室開支。
- (h) 年內，本集團向慕先生支付租金。
- (i) 年內，本集團向一間慕先生擁有實益權益之關連公司購買若干存貨。

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Notes to the Financial Statements

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42. RELATED PARTY TRANSACTIONS (Continued)

GROUP (Continued)

Notes: (Continued)

- (j) During the year, the Group purchased certain property, plant and equipment from Mr. Qi.
- (k) During the year ended 31 March 2010, the Group received the profit generated from a related company in which Mr. Qi has beneficial interests.
- (l) During the year ended 31 March 2010, the amount represented profit from sale of a car transferred from Mr. Qi.
- (m) During the year ended 31 March 2010, the Group entered into a loan agreement pursuant to which the Group borrowed an interest-free loan from a shareholder of the Company.
- (n) During the year, the Group entered into a loan agreement pursuant to which the Group borrow a loan at interest rate of 5% per annum from a related party who is a relative of Mr. Tong. Interest paid in relation to the loan for the year ended 31 March 2011 was HK\$11,000 (2010: Nil). The amount was fully repaid during the year.
- (o) During the year, the Group paid advertising fee to a related company in which Mr. Wong has beneficial interests.
- (p) During the year, the Group sold certain watches and jewellerys and provided after-sales services to a related company in which Mr. Qi has beneficial interests.
- (q) During the year, the Group received colour and photo and manuscript fee from related companies in which Mr. Wong has beneficial interests.
- (r) The directors of the Company considered that the directors' remuneration as set out in note 11 is equivalent to the Group's key management's remuneration.

42. 關連人士之交易 (續)

本集團 (續)

附註: (續)

- (j) 年內，本集團向綦先生購買若干物業、機器及設備。
- (k) 截至二零一零年三月三十一日止年度，本集團收取來自一間由綦先生擁有實益權益之關連公司所得之溢利。
- (l) 截至二零一零年三月三十一日止年度，該款項指出售一輛由綦先生轉讓之汽車所得之溢利。
- (m) 截至二零一零年三月三十一日止年度，本集團訂立貸款協議，據此，本集團向本公司一名股東借入免息貸款。
- (n) 年內，本集團訂立貸款協議，據此，本集團向一名為唐先生親屬之關連人士借入年利率為5%之貸款。截至二零一一年三月三十一日止年度就該貸款支付之利息為11,000港元(二零一零年：無)。該款項已於年內全數償還。
- (o) 年內，本集團向一間由黃先生擁有實益權益之關連公司支付廣告費。
- (p) 年內，本集團向一間由綦先生擁有實益權益之關連公司出售若干腕錶及珠寶，並提供售後服務。
- (q) 年內，本集團向由黃先生擁有實益權益之關連公司收取上色及照相及謄寫費用。
- (r) 本公司董事認為附註11所載之董事酬金相等於本集團主要管理人員之酬金。

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Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS

The Group is exposed to financial risks through its use of financial instruments in its ordinary course of operations. The financial risks included market risk (including currency risk and interest risk), credit risk and liquidity risk.

Financial risk management is coordinated at the Group's headquarters, in close co-operation with the board of directors. The overall objectives in managing financial risks focus on securing the Group's short to medium term cash flows by minimising its exposure to financial markets.

It is not the Company's policy to engage in the trading of financial instruments for speculative purposes.

43.1 Categories of financial assets and liabilities

The carrying amounts presented in the statements of financial position relate to the following categories of financial assets and financial liabilities:

43. 金融風險管理及公允值計量

本集團於日常業務過程中使用金融工具，因而承受金融風險。該等金融風險包括市場風險（包括貨幣風險及利率風險）、信貸風險及流動性風險。

金融風險管理由本集團總部統籌，並與董事會緊密合作。管理金融風險之整體目標為在減低金融市場風險之情況下，確保本集團中短期之現金流量。

為投機目的買賣金融工具並非本公司之政策。

43.1 金融資產及負債類別

於財務狀況表呈列之賬面值涉及以下金融資產及金融負債類別：

		Group 本集團		Company 本公司	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Financial assets	金融資產				
Loans and receivables	貸款及應收款項				
Trade receivables	應收貿易款項	90,625	87,263	-	-
Other receivables	其他應收款項	109,568	43,105	-	-
Amounts due from related parties	應收關連人士款項	-	3,825	-	-
Amounts due from subsidiaries	應收附屬公司款項	-	-	878,235	692,812
Pledged bank deposits	已抵押銀行存款	42,325	11,348	3,369	3,327
Cash at banks and in hand	銀行及手頭現金	215,300	174,700	254	34,647
		457,818	320,241	881,858	730,786

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued) 43. 金融風險管理及公允值計量 (續)

43.1 Categories of financial assets and liabilities (Continued)

43.1 金融資產及負債類別 (續)

		Group 本集團		Company 本公司	
		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Financial liabilities	金融負債				
Financial liabilities at fair value through profit or loss:	按公允值於損益表列賬之金融負債：				
Derivative financial instruments	衍生金融工具	-	18,469	-	18,469
Financial liabilities measured at amortised cost:	以攤銷成本計算之金融負債：				
Trade payables	應付貿易款項	15,438	20,804	-	-
Accrued charges and other payables	應計費用及其他應付款項	61,094	38,506	1,418	150
Amounts due to related parties	應付關連人士款項	46,448	136	-	-
Amount due to a subsidiary	應付一間附屬公司款項	-	-	3,200	-
Borrowings	借貸	53,665	17,663	-	-
Convertible notes	可換股票據	-	64,951	-	64,951
		176,645	160,529	4,618	83,570

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

43.2 Foreign currency risk

Transactions in foreign currencies and the Group's risk management policies

Currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposures to currency risk arise from bank deposits and borrowings, which are primarily denominated in EURO, RMB and SF while the Company's exposures to currency risk arise from bank deposits which are primarily denominated in RMB. These are not the functional currency of the Company and its subsidiaries to which these transactions relate. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arises.

Foreign currency denominated financial assets and liabilities, translated into HK\$ at the closing rates, are as follows:

	2011 二零一一年			2010 二零一零年		
	Financial assets 金融資產 HK\$'000 千港元	Financial liabilities 金融負債 HK\$'000 千港元	Net exposure 風險淨額 HK\$'000 千港元	Financial assets 金融資產 HK\$'000 千港元	Financial liabilities 金融負債 HK\$'000 千港元	Net exposure 風險淨額 HK\$'000 千港元
EURO 歐元	37,523	(1,990)	35,533	368	(5,740)	(5,372)
SF 瑞士法郎	-	(2,255)	(2,255)	4,049	(3,199)	850
RMB 人民幣	3,585	-	3,585	-	-	-

43. 金融風險管理及公允值計量 (續)

43.2 外幣風險

外幣交易及本集團之風險管理政策

貨幣風險指金融工具之公允值或未來現金流量因外幣匯率變動而波動之風險。本集團之貨幣風險源自銀行存款及借貸，主要以歐元、人民幣及瑞士法郎列值，而本公司之貨幣風險源自主要以人民幣列值之銀行存款。此等貨幣並非本公司及與該等交易相關之附屬公司之功能貨幣。本集團現時並無外幣對沖政策。然而，管理層會監控外匯風險，並於有需要時考慮對沖重大外幣風險。

以外幣計值之金融資產及負債會按結算日匯率換算為港元，現載列如下：

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

43.2 Foreign currency risk (Continued)

Sensitivity analysis

The following table illustrates the sensitivity of the Group's results for the year ended 31 March 2011 and equity in regards to a 5% (2010: 5%) appreciation in HK\$ against EURO, SF and RMB respectively. The 5% is the rate used when reporting foreign currency risk internally to key management personnel and represents management's best assessment of the possible change in foreign exchange rates.

43. 金融風險管理及公允值計量 (續)

43.2 外幣風險 (續)

敏感度分析

下表闡述本集團於截至二零一一年三月三十一日止年度之業績及權益對港元兌歐元、瑞士法郎及人民幣分別升值5% (二零一零年: 5%) 之敏感度。5%乃向主要管理人員作外幣風險內部報告採用之比率，並為管理層對外幣匯率潛在變動之最佳估計。

**Results for the year
and retained profits**
本年度業績及保留溢利
Group
本集團

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
EURO	歐元	(1,793)	201
SF	瑞士法郎	94	(32)
RMB	人民幣	(151)	-

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

43.2 Foreign currency risk (Continued)

Sensitivity analysis (Continued)

The sensitivity analysis of the Group's exposure to foreign currency risk at the reporting date has been determined based on the assumed percentage changes in foreign currency exchange rates taking place at the beginning of the financial years and held constant throughout the year.

A 5% depreciation in HK\$ against EURO, RMB and SF would have the same magnitude on the Group's results for the year and equity but of opposite effect.

These are the same method and assumption used in preparing the sensitivity analysis included in the financial statements of the year ended 31 March 2010.

Exposures to foreign exchange rates vary during the year depending on the volume of overseas transactions. Nevertheless, the analysis above is considered to be representative of the Company's exposure to foreign currency risk.

As the Company does not have significant exposure to foreign currency risk, the Company's income and operating cash flows are substantially independent of changes in foreign currency rates.

43. 金融風險管理及公允值計量 (續)

43.2 外幣風險 (續)

敏感度分析 (續)

本集團於報告日承受之外幣風險敏感度分析以財政年度初之外幣匯率假設百分比變動為依據，並假設有關變動於全年維持不變。

港元兌歐元、人民幣及瑞士法郎貶值5%，將對本集團於本年度之業績及權益具有相等但相反之影響。

此等分析與編製截至二零一零年三月三十一日止年度財務報表之敏感度分析時採用之方法及假設相同。

外幣匯率風險會因應年內之海外交易數目而有所不同。儘管如此，上述分析被視為可代表本公司所承受之外幣風險。

由於本公司並無承受重大外幣風險，故本公司之收入及經營現金流量基本不受外幣匯率變動影響。

財務報表附註

Notes to the Financial Statements

截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

43.3 Interest rate risk

Exposures to interest rate risk and the Group's risk management policies

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from bank deposits (Note 26) and borrowings (Note 30) while the Company's interest rate risk arises primarily from bank deposits (Note 26). The Group has not used any derivative contracts in order to hedge its exposure to interest rate risk. The Group has not formulated a policy to manage the interest rate risk.

The following table illustrates the sensitivity of the Group's results for the year ended 31 March 2011 to a possible change in interest rates of +/- 0.5% (2010: +/- 0.5%), with effect from the beginning of the year. The calculations are based on the Group's financial assets and liabilities held at the reporting date. All other variables are held constant. The assumed changes have no significant impact on the Company's other components of equity.

43. 金融風險管理及公允值計量 (續)

43.3 利率風險

承受之利率風險及本集團之風險管理政策

利率風險指金融工具之公允值或現金流量因市場利率變動而波動之風險。本集團之利率風險主要源自銀行存款(附註26)及借貸(附註30)，而本公司之利率風險主要源自銀行存款(附註26)。本集團並無使用任何衍生工具合約對沖其利率風險。本集團並無制訂管理利率風險之政策。

下表闡述本集團截至二零一一年三月三十一日止年度之業績面對自年初生效之潛在利率變動+/- 0.5% (二零一零年: +/- 0.5%)之敏感度。計算方法以本集團於報告日持有之金融資產及負債為基準。所有其他變數維持不變。假設變動對本公司權益之其他部份並無重大影響。

Results for the year and retained profits

本年度業績及保留溢利

		Group 本集團		Company 本公司	
		HK\$'000 千港元		HK\$'000 千港元	
		+0.5%	-0.5%	+0.5%	-0.5%
2011	二零一一年	950	(950)	15	(15)
2010	二零一零年	734	(734)	173	(173)

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued)

43.4 Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instrument and cause a financial loss to the Group. Generally, the maximum credit risk exposure of financial assets is the carrying amount of the financial assets as shown on the face of the consolidated statement of financial position which are summarised in note 43.1 above. None of the financial assets of the Group are secured by collateral or other credit enhancements.

All the Group's bank balances are deposited with major banks located in Hong Kong and the PRC.

The Group trades mainly with recognised, creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant. The carrying amounts of the trade receivables included in the consolidated statement of financial position represent the Group's maximum exposure to credit risk in relation to its financial assets. Further detailed exposure to credit risk of the Group is disclosed in note 23.

The Group is exposed to concentration of credit risk. Receivables from a counterparty (2010: two counterparties) represented about 52% (2010: 60%) and 53% (2010: Nil) of the Group's trade receivables and other receivables as at 31 March 2011 respectively. The Group's concentration of credit risk by geographical locations is mainly in the PRC and Malaysia (2010: Hong Kong).

The Company is not exposed to significant concentration of risk.

43. 金融風險管理及公允值計量 (續)

43.4 信貸風險

信貸風險指金融工具之對手方未能根據金融工具之條款履行其責任，令本集團蒙受財務損失之風險。一般而言，金融資產所承受之最大信貸風險為綜合財務狀況表所示之金融資產之賬面值，有關金融資產概述於上文附註43.1。本集團之金融資產概無透過抵押品或其他信貸提升抵押。

本集團之全部銀行結餘均存放於香港及中國之主要銀行。

本集團主要與著名及信譽良好之第三方進行交易。根據本集團之政策，任何有意以記賬形式進行交易之客戶均須經過信貸核實程序。此外，本集團亦持續監察應收款項結餘，因而本集團之壞賬風險並不重大。於綜合財務狀況表入賬之應收貿易款項之賬面值為本集團就其金融資產須承受之最大信貸風險。本集團信貸風險之進一步詳情於附註23披露。

本集團面對集中信貸風險。於二零一一年三月三十一日，應收一名對手方（二零一零年：兩名對手方）之款項分別佔本集團應收貿易款項及其他應收款項約52%（二零一零年：60%）及53%（二零一零年：無）。本集團面對地域方面之集中信貸風險主要位於中國及馬來西亞（二零一零年：香港）。

本公司並未面對重大集中之信貸風險。

財務報表附註

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43. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS *(Continued)*

43.5 Liquidity risk

Liquidity risk relates to the risk that the Group will not be able to meet its obligations associated with its financial liabilities. The Group is exposed to liquidity risk in respect of settlement of trade payables and its financing obligations, and also in respect of its cash flow management. The Group's objective is to maintain an appropriate level of liquid assets and committed lines of funding to meet its liability requirements in the short and longer term.

The Group manages its liquidity needs on a consolidated basis by carefully monitoring scheduled debt servicing payments for long term financial liabilities as well as forecast cash inflows and outflows due in day to day business.

Analysed below is the Group's remaining contractual maturities for its non-derivative financial liabilities as at 31 March 2011. When the creditor has a choice of when the liability is settled, the liability is included on the basis of the earliest date on when the Group can be required to pay. Where the settlement of the liability is in instalments, each instalment is allocated to the earliest period in which the Group is committed to pay.

43. 金融風險管理及公允值計量 (續)

43.5 流動性風險

流動性風險與本集團未能履行其金融負債責任之風險有關。本集團承受有關償付應付貿易款項及融資責任以及現金流管理之流動性風險。本集團之目標為將流動資產及承諾信貸融資維持於合適水平，以應付其長短期負債需要。

本集團通過審慎監控長期金融負債之預計還款期及日常業務之預期現金流入及流出，以綜合基準管理其流動資金需要。

以下分析為本集團非衍生金融負債於二零一一年三月三十一日之剩餘合約到期情況。倘若債權人有權選擇負債還款時間，則有關負債按本集團可能被要求還款之最早日期計算。倘若負債屬分期還款，則每期還款將分配至本集團承諾付款之最早期間內。

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued) 43. 金融風險管理及公允值計量 (續)

43.5 Liquidity risk (Continued)

The analysis is based on the undiscounted cash flows of the financial liabilities.

Group

43.5 流動性風險 (續)

分析以金融負債之未貼現現金流量為依據。

本集團

		On demand 按要求 HK\$'000 千港元	Less than one year 少於一年 HK\$'000 千港元	One year or above 一年或以上 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 31 March 2011	於二零一一年 三月三十一日				
Non-derivative financial instruments:	非衍生金融工具：				
Trade payables	應付貿易款項	-	15,438	-	15,438
Accrued charges and other payables	應計費用及 其他應付款項	57,428	-	3,666	61,094
Amounts due to related parties	應付關連人士款項	46,448	-	-	46,448
Borrowings	借貸	-	54,186	-	54,186
		<u>103,876</u>	<u>69,624</u>	<u>3,666</u>	<u>177,166</u>
At 31 March 2010	於二零一零年 三月三十一日				
Non-derivative financial instruments:	非衍生金融工具：				
Trade payables	應付貿易款項	-	20,804	-	20,804
Accrued charges and other payables	應計費用及 其他應付款項	34,606	-	3,900	38,506
Amounts due to related parties	應付關連人士款項	136	-	-	136
Borrowings	借貸	-	17,708	-	17,708
Convertible notes	可換股票據	-	-	132,867	132,867
		<u>34,742</u>	<u>38,512</u>	<u>136,767</u>	<u>210,021</u>

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43. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued) 43. 金融風險管理及公允值計量 (續)

43.5 Liquidity risk (Continued)

43.5 流動性風險 (續)

Company		本公司			
		On demand	Less than one year	One year or above	Total
		按要求	少於一年	一年或以上	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 31 March 2011	於二零一一年三月三十一日				
Non-derivative financial instruments:	非衍生金融工具：				
Accrued charges	應計費用	1,418	–	–	1,418
Amount due to a subsidiary	應付一間附屬公司款項	3,200	–	–	3,200
		<u>4,618</u>	<u>–</u>	<u>–</u>	<u>4,618</u>
Financial guarantees issued:	已發出財務擔保：				
Maximum amount guaranteed	擔保款額上限	–	30,409	–	30,409
		<u>–</u>	<u>30,409</u>	<u>–</u>	<u>30,409</u>
At 31 March 2010	於二零一零年三月三十一日				
Non-derivative financial instruments:	非衍生金融工具：				
Accrued charges	應計費用	150	–	–	150
Convertible notes	可換股票據	–	–	132,867	132,867
		<u>150</u>	<u>–</u>	<u>132,867</u>	<u>133,017</u>
Financial guarantees issued:	已發出財務擔保：				
Maximum amount guaranteed	擔保款額上限	–	11,923	–	11,923
		<u>–</u>	<u>11,923</u>	<u>–</u>	<u>11,923</u>

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS *(Continued)*

43.6 Fair value measurements recognised in the statement of financial position

The following table presents financial assets and liabilities measured at fair value in the consolidated and company statements of financial position in accordance with the fair value hierarchy. The hierarchy groups financial assets and liabilities into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets and liabilities. The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets and liabilities;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The level in the fair value hierarchy within which the financial asset or liability is categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

43. 金融風險管理及公允值計量 (續)

43.6 於財務狀況表確認之公允值計量

下表按公允值分層架構呈列於綜合及公司財務狀況表以公允值計量之金融資產及負債。該分層架構根據計量金融資產及負債之公允值時使用之重大輸入值之相對可靠性，將該等金融資產及負債分為三個級別。有關公允值分層級別如下：

- 級別一：活躍市場中相同資產及負債之報價（未經調整）；
- 級別二：直接（如價格）或間接（如價格衍生者）可觀察資產或負債之輸入值，不包括級別一範疇內之報價；及
- 級別三：並非以可觀察市場數據為基準之資產或負債輸入值（不可觀察輸入值）。

金融資產或負債所屬公允值分層級別全然以對公允值計量而言屬重大之最低級別輸入值為基礎。

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43. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS (Continued) 43. 金融風險管理及公允值計量 (續)

43.6 Fair value measurements recognised in the statement of financial position (Continued)

The financial assets and liabilities measured at fair value in the consolidated and company statements of financial position as at 31 March 2011 are grouped into the fair value hierarchy as follows:

43.6 於財務狀況表確認之公允值計量 (續)

於二零一一年三月三十一日於綜合及公司財務狀況表按公允值計量之金融資產及負債按公允值分層級別分類如下：

Group		本集團			
		Level 1 級別一 HK\$'000 千港元	Level 2 級別二 HK\$'000 千港元	Level 3 級別三 HK\$'000 千港元	Total 合計 HK\$'000 千港元
As at 31 March 2010	於二零一零年 三月三十一日				
Assets	資產				
Derivative financial instruments	衍生金融工具	-	-	-	-
Liabilities	負債				
Derivative financial instruments	衍生金融工具	-	18,469	-	18,469
Company	本公司				
		Level 1 級別一 HK\$'000 千港元	Level 2 級別二 HK\$'000 千港元	Level 3 級別三 HK\$'000 千港元	Total 合計 HK\$'000 千港元
As at 31 March 2010	於二零一零年 三月三十一日				
Assets	資產				
Derivative financial instruments	衍生金融工具	-	-	-	-
Liabilities	負債				
Derivative financial instruments	衍生金融工具	-	18,469	-	18,469

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截至二零一一年三月三十一日止年度 For the year ended 31 March 2011

43. FINANCIAL RISK MANAGEMENT AND FAIR VALUE MEASUREMENTS *(Continued)*

43.6 Fair value measurements recognised in the statement of financial position *(Continued)*

The derivative financial instruments in the consolidated and company statements of financial position are grouped into the Level 2 fair value hierarchy. The derivatives entered into by the Group are not traded on active markets. The fair values of such contracts are estimated using a valuation technique that maximizes the use of observable market inputs e.g. market currency and interest rates (Level 2).

44. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and 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 during the current years.

43. 金融風險管理及公允值計量 (續)

43.6 於財務狀況表確認之公允值計量 (續)

綜合及公司財務狀況表之衍生金融工具分類為公允值分層架構中之級別二。本集團訂立之衍生工具並無於活躍市場買賣。有關合約之公允值是以一種將使用可觀察市場輸入值(即市場匯率及利率)(級別二)最大化之估值技術來估計。

44. 資本管理

本集團資本管理之主要目標是保障其維持強健之信用評級及健康之資本比率，以支持其業務及使股東價值最大化。

本集團根據經濟狀況之變化管理其資本結構並對其作出調整。為維持或調整資本結構，本集團或須調整向股東派付之股息、向股東歸還資本或發行新股份。於近期年度，本集團之目標、政策或程序並無變更。

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44. CAPITAL MANAGEMENT (Continued)

The Group monitors capital using a gearing ratio, which is total debt divided by total capital. Total debt is calculated as bank loans, overdraft and convertible notes, as shown in the consolidated statement of financial position. Total capital is calculated as total equity, as shown in the consolidated statement of financial position. The Group aims to maintain the gearing ratio at a reasonable level.

44. 資本管理 (續)

本集團採用資本負債比率(即債務總額除以資本總額)監控資本。債務總額乃按銀行貸款、透支及可換股票據計算，並載於綜合財務狀況表內。資本總額乃按權益總額計算，並載於綜合財務狀況表內。本集團之目標是使資本負債比率維持在一個合理水平上。

		2011 二零一一年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元
Total debt	債務總額		
Borrowings	借貸	53,665	17,663
Convertible notes	可換股票據	—	64,951
		53,665	82,614
Total capital	資本總額	1,268,451	873,906
Total debt to capital ratio	總債務對資本比率	4.2%	9.5%

財務概要

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RESULTS

業績

		2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Revenue	收益	102,094	156,726	611,530	1,219,128	3,322,985
Profit/(loss) for the year attributable to the owners of the Company	本公司擁有人應佔 本年度溢利/ (虧損)	11,370	6,585	(189,969)	113,016	183,677

ASSETS AND LIABILITIES

資產及負債

		2007 二零零七年 HK\$'000 千港元	2008 二零零八年 HK\$'000 千港元	2009 二零零九年 HK\$'000 千港元	2010 二零一零年 HK\$'000 千港元	2011 二零一一年 HK\$'000 千港元
Total assets	總資產	271,653	411,777	879,172	1,184,999	1,703,923
Total liabilities	總負債	(24,950)	(52,891)	(300,221)	(311,093)	(435,472)
		246,703	358,886	578,951	873,906	1,268,451
Equity attributable to the owners of the Company	本公司擁有人應佔權益	244,260	351,450	575,494	869,802	1,263,183
Minority interests	少數股東權益	2,443	7,436	3,457	4,104	5,268
		246,703	358,886	578,951	873,906	1,268,451

